

8 May 2023

NZX Subordinated Notes – Election Process Invitation

NZX Limited ("**NZX**") has decided to run an election process for its unsecured, subordinated notes ("**Subordinated Notes**") (NZX010) prior to the first election date (Tuesday, 20 June 2023) ("**Election Date**").

Election Process Invitation

NZX advises that today it will send an election process invitation ("**Election Process Invitation**") and covering letter to the registered email or postal address of each Eligible Holder of Subordinated Notes. Eligible Holders are holders of Subordinated Notes who were recorded on the Subordinated Notes register at the close of business on Thursday, 4 May 2023 as having a New Zealand address. Copies of the Election Process Invitation and covering letter are attached to this announcement. Eligible Holders are encouraged to complete their election online at <https://nzx.linkinvestorservices.co.nz/forms/offer>.

From the Election Date, the Subordinated Notes will continue on the same terms and conditions, except the interest rate will change as described below.

The election options available to Eligible Holders are to:

- retain all of their Subordinated Notes, subject to the new conditions; or
- retain some of their Subordinated Notes, subject to the new conditions, and redeem the remainder of their Subordinated Notes on the Election Date; or
- redeem all of their Subordinated Notes on the Election Date.

NZX may purchase or redeem the Subordinated Notes of Eligible Holders who elect to redeem their Subordinated Notes under the election process. If NZX purchases Subordinated Notes, it may offer them for sale.

Interest rate

The interest rate for the Subordinated Notes will change from the Election Date. The interest rate for the Subordinated Notes for the period from (and including) the Election Date to (but excluding) the next election date of 20 June 2028, will be equal to the higher of:

- 6.50% per annum; and
- the sum of 2.25% per annum plus the mid-market interest swap rate for a 5 year term starting on the Election Date (adjusted to a quarterly basis as necessary), as calculated by NZX in conjunction with the Joint Lead Managers (according to market convention) on 13 June 2023.



Making of election

Eligible Holders must make their election in accordance with the instructions contained in the Election Process Invitation. Completed elections must be submitted online or received by Link Market Services Limited ("**Link**"), in each case no later than 5pm on Monday, 29 May 2023. If an Eligible Holder's completed election is not submitted online or received by Link, in each case by 5pm on Monday 29 May 2023, the Eligible Holder will be deemed to have elected to retain all of their Subordinated Notes, subject to the new conditions.

If an Eligible Holder's election would result in the Eligible Holder holding Subordinated Notes with a principal amount of less than \$5,000 or not in multiples of \$1,000, the Eligible Holder will be deemed to have elected to retain such number of their Subordinated Notes (which NZX may determine in its discretion) that would result in the Holder holding Subordinated Notes with a principal amount of not less than \$5,000 and in multiples of \$1,000.

Holders of Subordinated Notes who are not Eligible Holders ("**Ineligible Holders**") are not able to participate in the Election Process. Subordinated Notes held by Ineligible Holders will be redeemed or purchased by NZX (at its option) on the Election Date.

Trading halt

Trading in the Subordinated Notes (NZX010) was suspended at the close of business on Tuesday, 2 May 2023. Trading in the Subordinated Notes (under new ticker NZX020) is expected to resume on Wednesday, 21 June 2023, being the trading day immediately following the Election Date.

Interest payment

Registered Holders of Subordinated Notes at the close of business on Tuesday, 2 May 2023 will be entitled to receive all accrued but unpaid interest up to (but excluding) the Election Date.

Joint Lead Managers

Commonwealth Bank of Australia



Commonwealth Bank

0800 272 266

Forsyth Barr Limited



FORSYTH BARR

0800 367 227

Jarden Securities Limited



0800 005 678

ENDS

For further information, please contact:

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About NZX



For more than 150 years we have been committed to connecting people, businesses and capital. Our vision is to be a trusted New Zealand business delivering sustainable wealth, value and opportunities for all.

NZX operates New Zealand's equity, debt, funds, derivatives and energy markets. To support growth of our markets, we provide trading, clearing, settlement, depository and data services for our customers. We also own Smartshares, New Zealand's only issuer of listed Exchange Traded Funds (ETFs), and KiwiSaver provider SuperLife. NZX Wealth Technologies is a 100%-owned subsidiary delivering rich online platform functionality to enable New Zealand investment advisers and providers to efficiently manage, trade and administer their clients' assets. Learn more about us at: www.nzx.com