

Chorus Limited  
Level 10, 1 Willis Street  
P O Box 632  
Wellington  
New Zealand

Email: [company.secretary@chorus.co.nz](mailto:company.secretary@chorus.co.nz)

## **STOCK EXCHANGE ANNOUNCEMENT**

25 September 2018

### **Notice of annual meeting and proxy**

Chorus' notice of meeting and proxy form to be sent to shareholders are attached.

The notice of meeting and proxy form will also be available on Chorus' website at <https://www.chorus.co.nz/annual-meeting>.

Chorus' 2018 Annual Shareholders' Meeting will be held at Chorus' Wellington office, Aon Centre, level 10, 1 Willis Street, Wellington, New Zealand on Thursday 1 November at 10.30am (New Zealand time).

The meeting will also be webcast live on Chorus' website at: [www.chorus.co.nz/webcast](http://www.chorus.co.nz/webcast).

ENDS

For further information:

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Mobile: +64 (21) 243 8412  
Email: [Nathan.Beaumont@chorus.co.nz](mailto:Nathan.Beaumont@chorus.co.nz)

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# notice of annual meeting 2018

**Notice is hereby given that the Chorus Limited (Chorus) 2018 annual meeting of shareholders (Annual Meeting) will be held at our Wellington office.**

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**Where**

Aon Centre  
Level 10  
1 Willis Street  
Wellington  
New Zealand

[www.chorus.co.nz/webcast](http://www.chorus.co.nz/webcast)

You are encouraged to read this Notice (including the Explanatory Notes and Procedural Notes) and the instructions on the Proxy/Voting Form carefully.

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**When**

Thursday  
1 November 2018  
Commencing at 10:30am  
(New Zealand time)

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**Important dates**

All times are given in New Zealand time unless otherwise specified.

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**30 October 2018, 10:30am**

Latest time for receipt of Proxy Forms

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**31 October 2018, 5:00pm**

Record date for voting entitlements for the Annual Meeting

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**1 November 2018, 10:30am**

Annual Meeting

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## Business

Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolutions:

**Re-election of Directors**

1. That Dr Patrick Strange be re-elected as a Chorus director.
2. That Ms Anne Urlwin be re-elected as a Chorus director.
3. That Mr Murray Jordan be re-elected as a Chorus director.

Details of each director offering themselves for re-election are set out in Explanatory Note 1.

**Auditor Fees and Expenses**

4. That the Board be authorised to fix the fees and expenses of KPMG as auditor.

See Explanatory Note 2.

**By order of the Board**

Elaine Campbell  
General Counsel & Company Secretary  
25 September 2018

# Explanatory Notes

## Explanatory Note 1: Re-election of Directors

Our constitution and the NZX Main Board Listing Rules require one-third of our directors (or, if their number is not a multiple of three, the number nearest to one-third) to retire from office at our Annual Meeting each year.

Accordingly, Patrick Strange, Anne Urlwin and Murray Jordan as three of Chorus' longest serving directors since last being

re-elected, are retiring from office at this year's Annual Meeting and offer themselves for re-election.

All three directors are standing with the full support of the Board and are considered by it to be independent directors.

Details of each director standing for re-election are set out below.



**Patrick Strange**

BE (Hons), PhD

Chair — Director since 6 April 2015; Independent

Patrick has spent 30 years working as a senior executive and director in both private and listed companies, including more than six years as Chief Executive of Transpower where he oversaw Transpower's \$3.8 billion of essential investment in the National Grid. Patrick is currently a director of Mercury NZ, Auckland International Airport (becoming chair on 31 October 2018), and is on the board of Essential Energy Australia. Patrick is also currently a director of NZX but has announced his intention to retire from that board by its 2019 Annual Shareholders Meeting.

Patrick is chair of our Nominations and Corporate Governance Committee.



**Anne Urlwin**

BCom, FCA, CFInstD, MAICD, FNZIM, ACIS

Director since 1 December 2011; Independent

Anne has extensive directorship experience across many sectors, including construction, infrastructure, regulatory services, energy, health, sports administration and the forestry and primary sectors.

Anne is a director of Tilt Renewables, City Rail Link, Southern Response Earthquake Services, Steel & Tube Holdings, OnePath Life (NZ), and Summerset Group. Anne is also independent chair of the Ngāi Tahu Te Rūnanga Audit and Risk Committee, the former chair of commercial construction group Naylor Love Enterprises, Lakes Environmental, the New Zealand Blood Service, internet domain name registry operator NZRS and a former director of Meridian Energy.

Anne is chair of our Audit and Risk Management Committee.



**Murray Jordan**

MProp

Director since 1 September 2015; Independent

Murray has extensive experience in the management of highly customer focused organisations and in navigating extremely complex stakeholder environments including as Managing Director of Foodstuffs North Island, one of New Zealand's largest companies.

Murray has also previously held various general manager positions at Foodstuffs and management roles in the property investment and development sectors. He is a director of Metcash Limited, an ASX listed company, SkyCity and Stevenson Group, and a Board Trustee of Starship Foundation.

Murray is on our Human Resources and Compensation Committee.

## Explanatory Note 2: Auditor Fees and Expenses

KPMG are currently Chorus' auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of KPMG as auditor.

## Voting Entitlements

The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who are Chorus shareholders at 5:00pm on Wednesday 31 October 2018.

## Casting Your Vote

You may cast your vote by either:

- 1. Personal attendance:** If you wish, you can attend the Annual Meeting and vote. Voting will be by way of poll. You must bring the Proxy/Voting Form with you to vote.
- 2. Appoint a proxy to vote:** You may appoint a proxy or corporate representative (if the shareholder is a body corporate) to attend the Annual Meeting to act generally at the meeting and to vote on your behalf. Your proxy does not need to be a Chorus shareholder. To do this, you should complete the Proxy/Voting Form. It must be returned to the share registrar by 10:30am on 30 October 2018. You may return your Proxy/Voting Form by:
  - Completing the Proxy/Voting Form and either posting it or faxing it to the share registrar; or
  - Completing the Proxy/Voting Form online at [www.investorvote.co.nz](http://www.investorvote.co.nz)

## Proxy/Voting Forms

The Proxy/Voting Form allows you to vote either for or against, or abstain from, the resolutions notified in the Notice of Meeting.

If you appoint a Chorus director as your proxy to vote on your behalf, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the Annual Meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

Chorus directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as their proxy. If you wish to be heard at the meeting you should either attend in person or appoint a proxy other than a Chorus director.

To assist shareholders wishing to exercise their voting rights at the Annual Meeting (whether in person or by proxy), the Proxy/Voting Form accompanying this Notice of Meeting has been personalised with individual shareholder details. The Proxy/Voting Form shows your current shareholding. If, at 5:00pm on 31 October 2018, your shareholding is different from that shown on the Proxy/Voting Form, you can update the entitlement on arrival at the meeting.

## Method of Voting

Voting on all resolutions put before the Annual Meeting will be by poll. Results of the voting will be available after the conclusion of the meeting, and will be notified on the NZX and ASX.

## Voting Thresholds

All items of business are ordinary resolutions and required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

## Questions for the Annual Meeting

If you wish to submit written questions to be considered at the Annual Meeting, please email or post them to Elaine Campbell, General Counsel & Company Secretary, at the following addresses:

Elaine Campbell  
General Counsel & Company Secretary  
Chorus Limited  
PO Box 632  
Wellington 6140

Email: [company.secretary@chorus.co.nz](mailto:company.secretary@chorus.co.nz)

## Share Registrar

Chorus' share registrar in New Zealand and Australia is Computershare.

You can manage your shareholding online via the Computershare investor centre. To change your address, update your payment instructions and to view your investment portfolio including transactions, please visit [www.investorcentre.com/nz](http://www.investorcentre.com/nz).

The addresses for the share registrar are:

### New Zealand

Computershare Investor Services Limited  
Private Bag 92119  
Victoria Street West  
Auckland 1142  
New Zealand

Phone: +64 9 488 8777  
Fax: +64 9 488 8787  
Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)  
[www.investorcentre.com/nz](http://www.investorcentre.com/nz)

### Australia

Computershare Investor Services Pty Limited  
GPO Box 3329  
Melbourne 3001  
Australia

Freephone: 1 800 501 366  
Fax: +61 3 9473 2500  
Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)  
[www.investorcentre.com/nz](http://www.investorcentre.com/nz)

### Webcast

If you cannot attend the Annual Meeting in person, it will also be webcast live on the investor section of Chorus' website [www.chorus.co.nz/webcast](http://www.chorus.co.nz/webcast). A copy of the presentations from the Annual Meeting will be available for viewing on this website when the Annual Meeting commences.

### Venue Directions

#### Venue

Chorus' Wellington office

#### Address

Aon Centre  
Level 10  
1 Willis Street  
Wellington  
New Zealand

Access to the building can be from Willis, Victoria or Willeston Street.

#### Public Transport

Our office is located on the public bus route along Willis Street and close to the routes along Lambton Quay. Bus routes and times can be viewed online at [www.metlink.org.nz](http://www.metlink.org.nz).

#### Car parking

There are several car parking buildings in the vicinity of our office, as shown.



**Lodge your proxy**

 **Online**  
www.investorvote.co.nz

 **By Mail**  
Computershare Investor Services Limited  
Private Bag 92119 Auckland 1142 New Zealand

 **By Fax**  
+64 9 488 8787

**For all enquiries contact**

 +64 9 488 8777

 corporateactions@computershare.co.nz

**Chorus Limited (Chorus) Annual Meeting Admission and Proxy/Voting Form**

	<p><b>www.investorvote.co.nz</b></p> <p>Lodge your proxy online, 24 hours a day, 7 days a week:</p>	<p><b>Smartphone?</b></p> <p>Scan the QR code to vote now.</p>
<p><b>Your secure access information</b></p> <p><b>Control Number:</b> _____ <b>CSN/Shareholder Number:</b> _____</p> <p><b>PLEASE NOTE:</b> You will need your CSN/Shareholder Number and New Zealand Postcode/Country of Residence to appoint a proxy online.</p>		
<p><b>For your proxy to be effective it must be received by 10:30am (New Zealand time) Tuesday 30 October 2018.</b></p>		

**How to Vote on Items of Business**

All your shares will be voted in accordance with your directions.

**Appointment of Proxy**

If you do not plan to attend the meeting, you may appoint a proxy. To do this, enter the name of your proxy in the space allocated in 'Step 1' of this form. You must name a proxy for your appointment to be valid.

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Appointing the Chair or any other director as your proxy**

The Chair of the meeting, or any other Chorus director, is willing to act as proxy for any shareholder who wishes to appoint her or him to vote on their behalf. To appoint the Chair of the meeting or a director as your proxy enter 'the Chair' or the name of the director you wish to appoint in the space allocated in 'Step 1' of this form.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

Direct the Chair, or other director, how to vote by marking one of the boxes opposite each item of business. If you do not mark a box the Chair, or other director, as your proxy, will vote in favour of the resolution even if they have an interest in that resolution. If you mark more than one box on an item your vote will be invalid on that item.

The Chair and the other Chorus directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as that shareholder's proxy. If you wish to be heard at the meeting you should either attend in person or appoint a proxy for that purpose, other than the Chair or other Chorus director.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

**Signing Instructions for Postal Proxies**

**Individual**

Where the holding is in one name, the shareholder must sign.

**Joint Holding**

At least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder will prevail.

**Power of Attorney**

If this Proxy Form has been signed under a power of attorney, a certified copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

**Companies**

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

**Comments & Questions**

If you have any comments or questions for Chorus, please write them on a separate sheet of paper and return with this form, or email company.secretary@chorus.co.nz.

**Go online or turn over to complete the form**

# Proxy/Corporate Representative Form

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Chorus Limited

hereby appoint \_\_\_\_\_ of \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_

as my/our proxy to act generally\* at the meeting on my/our behalf and to vote in accordance with the following directions at Chorus' **Annual Meeting of shareholders to be held at Chorus' Wellington office, Aon Centre, Level 10, 1 Willis Street, Wellington on Thursday 1 November 2018 at 10:30am (New Zealand time)** and at any adjournment of that meeting.

*\*The Chair and the other Chorus directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as that shareholder's proxy. If you wish to be heard at the meeting you should either attend in person or appoint a proxy for that purpose (other than the Chair or other director).*

## STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

**Please note:** If you mark Abstain for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### Resolutions

#### Re-election of Directors

		For	Against	Abstain	Proxy Discretion
Item 1	That Dr Patrick Strange be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	That Ms Anne Urlwin be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	That Mr Murray Jordan be re-elected as a Chorus director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

#### Auditor Fees and Expenses

Item 4	That the Board of Chorus Limited be authorised to fix the fees and expenses of KPMG as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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## SIGN Signature of Shareholder(s) This section must be completed.

Shareholder 1

Individual/Authorised officer or attorney

Shareholder 2 (if applicable)

Individual/Authorised officer or attorney

Shareholder 3 (if applicable)

Individual/Authorised officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

## ATTENDANCE SLIP



Annual Meeting of shareholders to be held at Chorus' Wellington office, Aon Centre, Level 10, 1 Willis Street, Wellington on Thursday 1 November 2018 at 10:30am (New Zealand time)