

**Minutes of the 2014 Annual Meeting of Shareholders of
Spark New Zealand Limited**

Date:	7 November 2014
Time:	11.00am
Venue:	The Conference Centre, Level 2 Spark City, 167 Victoria Street West, Auckland
Apologies:	None

Preliminary

The Chairman, Mr Mark Verbiest:

- thanked shareholders for their attendance and declared the meeting open;
- noted that it was the first annual meeting since changing the name of the company to Spark New Zealand Limited ("**Spark NZ**");
- outlined the meeting agenda;
- introduced the Chief Financial Officer, Managing Director ("**MD**") and Directors;
- advised that the Company Secretary had confirmed the notice of meeting had been duly sent to all shareholders and other persons entitled to receive it;
- confirmed that the quorum required for the meeting (of at least two shareholders) was met;
- reported that proxies had been received in respect of approximately 1,190,171,035, representing over 64.86% of the total number of shares;
- noted that the Chairman and all other Directors would vote proxies for which they had been given discretion in favour of resolutions 1 to 4 set out in the notice of meeting; and
- noted that the financial statements for the 12 month period to 30 June 2014, together with the auditors' report, were set out in Spark NZ's annual report, which was made available electronically to all shareholders on 22 August 2014.

Chairman's Speech

The Chairman reflected on the fact that Spark NZ decided two and a half years ago to become significantly more relevant and competitive. In order to do so, the Board appointed Simon Moutter as MD, to make fundamental changes and tough choices about Spark NZ's future.

The Chairman identified that it was Spark NZ's customers driving this change and that the business had made bold moves to meet their demands. During this process of change, there was a focus on listening to customers in order to understand what drove them, what mattered to them, what they valued, and what digital services they needed.

The Chairman reflected that FY14 results demonstrated solid progress and outlined some of the financial performance headlines. This included that:

- profit was in line with expectations;
- a net 191,000 new mobile customers joined Spark NZ during the year;
- Spark NZ's revenue share of the mobile market improved another two percentage points to an estimated 39%;
- new products were helping maintain Spark NZ's estimated share of fixed broadband customer connections at around 47%, with the launch of Lightbox giving Spark NZ potentially even greater appeal; and
- IT services EBITDA were up 38.5% on the back of Spark NZ's Cloud and data centre investments, including in relation to Spark Digital (formerly Gen-i) and purchases of Revera and Appserv.

The Chairman remarked that further to financial performance, Spark NZ had some huge operational achievements in FY14. This included: launching 4G mobile; delivering the first part of a major IT system reengineering programme; building a new data transport network; greatly expanding our digital self-service options for customers; and acquiring more 700 MHz spectrum than anyone else.

The Chairman discussed the recent returns to shareholders and the share price of Spark NZ.

The Chairman then remarked that for FY15, Spark NZ are striving for a return to sustainable earnings growth and that the early signs are that the rebranding has proved successful. He identified that the business was ahead of their plans to stabilise the business and reduce costs and acknowledged that the business was in the best position to return to genuine, sustainable growth, for over a decade.

The Chairman thanked Spark NZ's management and staff for their ongoing commitment and also acknowledged the commitment Kevin Roberts had made to Spark NZ, before his retirement from the board earlier in the year. He then thanked shareholders for their continued support and encouraged them to become Spark NZ customers (if they were not already).

MD Update

The MD made general introductory comments and introduced the story of change that took place at Spark NZ over the past year. He thanked the Board and leadership team for being willing to take up the challenge associated with turning around the business and their commitment to making the future of New Zealand and Spark NZ better.

The MD identified that we are now living in a real time and highly connected world and as a result, New Zealand's demand for data is insatiable.

The MD commented that businesses need to change at speed in order to stay relevant in today's fast moving market and given Spark NZ is at the forefront of the digital age, as an enabler of services for New Zealand, it needs to change at least at the same rate as the world is changing in this regard. As a result, Spark

NZ has developed from an infrastructure focused business to a retailer of digital services.

The MD then discussed Spark NZ's strategy for achieving their ambition of being a winning business, inspired by customers to unleash the potential in all New Zealanders. He commented on how Spark NZ were placed to achieve their goals of being number one in mobility, data and service and cost, and discussed five strategic programmes to achieve these. The foundation of this programme was identified as being New Zealand's best data network.

Following this, the MD discussed the market moves Spark NZ had made in order to meet the demands of the future and how Spark NZ is motivated by a desire to be inspired by customers and be a customer-led business. He then talked about the investments Spark NZ had made in order for Spark NZ's future goals to be met.

Lastly, the MD discussed the successful brand change from Telecom to Spark NZ and how it was received by the public and within the business.

The MD concluded by stating that there was still a lot of work for Spark NZ in the future, with phase two of the change process being to make the hard work so far more tangible for customers and for Spark NZ to have further success in the market place.

Resolutions

The Chairman then moved to address each of the resolutions and declared that a poll on each resolution would be conducted at the end of formal business. The Chairman noted that each resolution set out in the notice of meeting is to be considered as an ordinary resolution.

Resolution 1: That the directors are authorised to fix the Auditors' remuneration.

The Chairman briefly outlined the statutory audit fees for the 2014 financial year for Spark NZ's operations. He then confirmed the statutory audit fees for the 2014 financial year for Spark NZ's audit.

The Chairman put the resolution that the directors be authorised to fix the auditors' remuneration to the meeting. There were no matters for discussion or questions raised.

Resolution 2: That Mr Mark Verbiest is re-elected as a director of Spark NZ.

The Chairman invited Dr Murray Horn, Chairman of the Audit Committee, to chair this part of the meeting. Dr Murray Horn advised that the Board unanimously supported the re-election of Mr Mark Verbiest, and invited Mr Mark Verbiest to address the meeting on his proposed re-election.

Dr Murray Horn put the resolution to the meeting. There were no matters for discussion or questions raised.

Resolution 3: That Dr Murray Horn is re-elected as a director of Spark NZ.

The Chairman advised that the Board unanimously supported the re-election of Dr Murray Horn, and invited Dr Murray Horn to address the meeting on his proposed re-election.

The Chairman put the resolution to the meeting. There was one question raised by a shareholder in relation to the China Construction Bank, of which Dr Murray Horn is a director. The shareholder wanted to know what the bank would be doing in New Zealand. Dr Murray Horn responded to the question by giving a brief summary of the bank and what it did.

Resolution 4: That Mr Ido Leffler is elected as a director of Spark NZ.

The Chairman advised that the Board unanimously supported the election of Mr Ido Leffler, and invited Mr Ido Leffler to address the meeting on his proposed election.

The Chairman put the resolution to the meeting. There were no matters for discussion or questions raised.

Shareholder Discussion

The Chairman invited general questions from the floor.

There were no questions.

Polls

The Chairman asked for the polls on all resolutions to proceed with Spark NZ's auditors, KPMG, acting as scrutineers. The Chairman announced that the meeting would be closed on completion of the voting procedures.

The meeting (except for the vote counting and scrutineering) finished at approximately 12.10pm.

The results of the polls were announced to the Stock Exchanges later that day. All resolutions were passed.

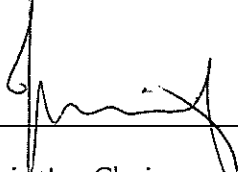
Details of the total number of votes cast in person or by a proxy holder on a poll were:

Resolution	For	Against	Abstain
1. Fix auditors' remuneration	1,188,752,988 (99.95%)	641,714 (0.05%)	2,981,054
2. Re-election of Mr Mark Verbiest	1,138,801,914 (97.93%)	24,016,050 (2.07%)	29,557,792
3. Re-election of Dr Murray Horn	1,184,373,127 (99.59%)	4,874,623 (0.41%)	3,128,717
4. Election of Mr Ido Leffler	1,186,925,751 (99.82%)	2,115,003 (0.18%)	3,335,713

Details of the manner in which shareholders directed their proxies to vote at proxy close (and included above) were:

Resolution	For	Discretionary proxies	Against	Abstain
1. Fix auditors' remuneration	1,185,000,447	1,562,968	634,158	2,972,751
2. Re-election of Mr Mark Verbiest	1,135,060,222	1,544,705	24,008,494	29,556,903
3. Re-election of Dr Murray Horn	1,180,640,144	1,568,172	4,847,499	3,115,220
4. Election of Mr Ido Leffler	1,183,114,306	1,652,000	2,071,248	3,333,481

Confirmed as a correct record.



Mr M Verbiest – Chairman of the Meeting

Dated: 8 December 2014

