

# Letter From The Chairman



10 October 2014

Dear Shareholder

On behalf of the Board of Directors I am pleased to invite you to the 2014 Annual Meeting of Spark New Zealand, which is to be held on Friday, 7 November 2014 at 11.00am (New Zealand time) in the Conference Centre at Level 2, Spark City, 167 Victoria Street West, Auckland.

At the Annual Meeting Simon Moutter and I will outline our progress in more detail, and will offer our perspectives on the future for Spark New Zealand.

It's the first Annual Meeting since changing our name. This move, while significant, is just a single big step in the ongoing transformation of our business. It's part of a journey that reflects enormous change for our customers and our business.

As Spark New Zealand our ambition is to be a winning business inspired by customers to unleash the potential in all New Zealanders. If we succeed, Spark New Zealand will deliver long-term value for our customers and our shareholders.

Murray Horn and I are retiring and standing for re-election at the Annual Meeting. Shareholders will also be asked to vote on the election of Ido Leffler who was appointed by the Board as an addition to the existing directors since the 2013 Annual Meeting. The Board unanimously supports the re-election and election of these directors. You can read about the background of all the directors standing for re-election and election in the Explanatory Notes to the Notice of Annual Meeting attached to this letter.

At the meeting shareholders will also be asked to authorise the directors to fix the auditor's remuneration.

The Board recommends that you vote in favour of all resolutions.

If you cannot attend the Annual Meeting, I encourage you to appoint a proxy to attend and vote in your place. You can appoint a proxy online by going to [vote.linkmarketservices.com/SPK](http://vote.linkmarketservices.com/SPK) or by scanning the QR code on the Proxy Form with your smartphone, before 11.00am (New Zealand time) on Wednesday, 5 November 2014.

**New Zealand registered holders:**

You will need your Holder Number and FIN to complete the online validation process and to securely appoint your proxy online.

**Australian registered holders:**

You will need your Holder Number and postcode or country of residence to complete the online validation process and to securely appoint your proxy online.

Alternatively, you can send a completed Proxy Form by email, post or fax (in accordance with the details in the Proxy Form) so that it reaches Link Market Services Limited by 11.00am (New Zealand time) on Wednesday, 5 November 2014.

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to [vote.linkmarketservices.com/SPK](http://vote.linkmarketservices.com/SPK) and completing the online validation process as outlined above. Questions will need to be submitted online by Friday, 31 October 2014. The Board will address and answer questions at the Annual Meeting.

You will also be able to view and listen to the Annual Meeting live by webcast at: [investors.sparknz.co.nz](http://investors.sparknz.co.nz)

For those shareholders who are attending the Annual Meeting, please bring the enclosed Proxy Form with you as the barcode will assist with your registration.

You are invited to join the Board and senior management for light refreshments at the conclusion of the Annual Meeting. I look forward to seeing you then.

Yours sincerely

A handwritten signature in black ink that reads "Mark Verbiest".

**Mark Verbiest**  
Chairman

# Notice of Annual Meeting of Shareholders

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The Annual Meeting of Shareholders of Spark New Zealand Limited ('Spark New Zealand') will be held in the Conference Centre at Level 2, Spark City, 167 Victoria Street West, Auckland on Friday, 7 November 2014 commencing at 11.00am (New Zealand time).

## Items of business:

- A The Chairman's introduction
- B Addresses to shareholders
- C Shareholder discussion
- D Resolutions:

To consider, and if thought fit, to pass the following ordinary resolutions:

1. That the directors are authorised to fix the auditor's remuneration.
2. That Mr Mark Verbiest is re-elected as a director of Spark New Zealand.
3. That Dr Murray Horn is re-elected as a director of Spark New Zealand.
4. That Mr Ido Leffler is elected as a director of Spark New Zealand.

## Notes:

Each resolution above is to be considered as an ordinary resolution and, to be passed, requires the approval of a simple majority of votes cast on the resolution.

By Order of the Spark New Zealand Board



## Mark Verbiest

Chairman

10 October 2014

If you have any questions, or for more information, please contact Link Market Services:

## New Zealand Registered Holders:

By phone **+64 9 375 5998**  
NZ Toll Free **0800 737 100**  
By fax **+64 9 375 5990**  
By email [sparknz@linkmarketservices.com](mailto:sparknz@linkmarketservices.com)  
By mail **PO Box 91976, Auckland, 1142, New Zealand**  
Website [www.linkmarketservices.co.nz](http://www.linkmarketservices.co.nz)

## Australian Registered Holders:

By phone **+61 2 8280 7111**  
AU Toll Free **1300 554 474**  
By fax **+61 2 9287 0303**  
By email [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au)  
By mail **Locked Bag A14, Sydney South NSW 1235**  
Website [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

# Explanatory Notes

## Resolution 1: Fixing the remuneration of the auditor, KPMG

Pursuant to the Companies Act 1993, KPMG are automatically reappointed at the Annual Meeting as the auditor of Spark New Zealand. The proposed resolution is to authorise the directors to fix the remuneration of the auditor, KPMG.

## Resolutions 2 and 3: Re-election of directors

Non-executive directors Mark Verbiest and Murray Horn retire by rotation and offer themselves for re-election.



### Term of Office

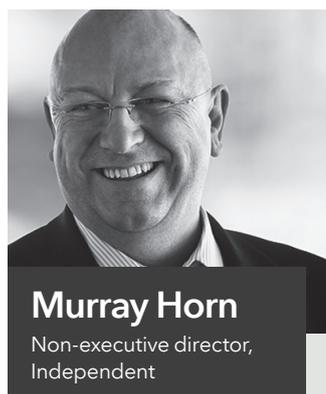
Appointed director 1 December 2011 and last re-elected at the 2012 Annual Meeting

### Biography

Mark's involvement in the transformation to Spark New Zealand runs a lot deeper than his role as Chairman during the past three years of significant change. His experience in the telecommunications sector extends over more than a decade, including 7 ½ years on the company's senior executive team from 2000. Mark's experience in utilities, capital markets and infrastructure has been valuable given the massive structural changes that have occurred within the industry over recent years. Mark is an experienced company director, also serving as Chairman of Transpower New Zealand Limited, a director of ANZ Bank New Zealand Limited and Freightways Limited, Chairman of Willis Bond Capital Partners Limited and Willis Bond General Partner Limited, a member of the Commercial Operations Advisory Board of the New Zealand Treasury, and is a former board member of the Financial Markets Authority. He is also a trustee of the Southern Lakes Arts Festival Trust. Mark has a law degree from Victoria University of Wellington.

### Board Committees

Chair of the Nominations and Corporate Governance Committee and a member of the Human Resources and Compensation Committee



### Term of Office

Appointed director 1 July 2007 and last re-elected at the 2011 Annual Meeting

### Biography

Dr Murray Horn believes in high standards of transparency and financial reporting to build trust among investors. A director since July 2007, Murray has played a key role in the company's successful transition from an infrastructure-focused business to a competitive retail provider. Murray's extensive governance experience spans both the corporate and public sectors. He chairs the Wynyard Group Limited and Marisco Properties Limited and is a director for the Beijing board of the China Construction Bank. Murray previously held a number of senior executive roles with ANZ Banking Group, including leading the group's New Zealand operations. He was secretary to the New Zealand Treasury and has served on a number of boards, including the Government's National Health Board, the New Zealand Tourism Board and served as Chairman of the New Zealand Health Innovation Hub. He has represented New Zealand at the OECD, as a governor at the World Bank and as an alternate director at the International Monetary Fund. Murray received his doctorate from Harvard University in 1989 and has been awarded a number of academic honours in both New Zealand and the United States. Murray was awarded a Companion of the New Zealand Order of Merit (CNZM) in the 2013 Queen's Birthday Honours.

### Board Committees

Chair of the Audit and Risk Management Committee and a member of the Nominations and Corporate Governance Committee

## Resolution 4: Election of director

Non-executive director Ido Leffler, who was appointed by the Board as an addition to the existing directors since the 2013 Annual Meeting, retires and offers himself for election.



### Term of Office

Appointed director 9 June 2014

### Biography

Ido is a West Coast USA based entrepreneur with experience in developing digital brands and has extensive networks in the start-up communities of Silicon Valley and Australasia. Ido is the Co-founder & CEO at Yoobi, a new school supplies company that engages kids through bright colours, cool designs, and most importantly, cause. For every Yoobi item purchased, Yoobi distributes an item to a classroom in need in the USA. He is also Co-Founder of San Francisco based Yes To Inc., one of the world's leading natural beauty brands - with distribution in over 25,000 stores in over 20 countries. Ido sits on numerous corporate/advisory boards including The United Nations Foundation Global Entrepreneur Council & The Dell Global EIR Advisory Board. Ido has been variously described as among the 1000 most creative people in business, one of 30 top entrepreneurs under 30, and as one of the top 50 Achieving Australians outside of Australia. Ido is the Co-Author of the book Get Big Fast and Do More Good described as one of the top 5 business books to read in 2013. Ido attended the University of Technology Sydney where he earned his Bachelor of Business in Marketing & International Business.

### Board Committees

None

# Important Information

## Voting entitlements

Voting entitlements for the Annual Meeting will be determined as at 5.00pm (New Zealand time) on Thursday, 6 November 2014. Registered Spark New Zealand shareholders at that time will be the only persons entitled to vote at the Annual Meeting, and only the Spark New Zealand shares registered in those Spark New Zealand shareholders' names at that time may be voted at the Annual Meeting.

## Voting in person

If you are entitled to vote and wish to do so in person, you should attend the Annual Meeting. Please bring your Proxy Form with you to the meeting as the barcode will assist with your registration.

A corporation may appoint a person to attend the meeting as its representative in the same manner as that in which it could appoint a proxy.

## Voting in proxy

A Spark New Zealand shareholder who is entitled to vote at the Annual Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a Spark New Zealand shareholder.

If you appoint a proxy you may either direct your proxy how to vote for you or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion then you should make the appropriate election, either online or on the Proxy Form, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1 to 4.

The Chairman of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. If, in appointing your proxy, you do not name a person as your proxy (either online or on the Proxy Form that is lodged with Link Market Services Limited), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may vote only in accordance with your express direction. If you expressly appoint the Chairman of the meeting or any other director as your proxy and elect to give them discretion on how to vote on a resolution, they may exercise your vote even if they have an interest in the outcome of that resolution. The Chairman of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 4.

A Proxy Form accompanies this Notice of Annual Meeting.

If you do not propose to attend the Annual Meeting but wish to be represented by proxy, you can appoint a proxy **online** by going to [vote.linkmarketservices.com/SPK](http://vote.linkmarketservices.com/SPK) or by scanning the QR code on the Proxy Form with your smartphone.

### New Zealand registered holders:

You will need your Holder Number and FIN to complete the online validation process and to securely appoint your proxy online.

### Australian registered holders:

You will need your Holder Number and postcode or country of residence to complete the online validation process and to securely appoint your proxy online.

Alternatively, you can complete the Proxy Form and either:

- **Email** your proxy to [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz);
- Return the Proxy Form by **mail** to Link Market Services, using the freepost envelope enclosed; or
- **Fax** the Proxy Form to 09 375 5990 (within New Zealand) or +64 9 375 5990 (international).

The online proxy appointments must be lodged with, and the completed Proxy Forms received by, Link Market Services Limited no later than **11.00am on Wednesday, 5 November 2014 (New Zealand time)**.

Where a Proxy Form is completed for a company, it 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.

Where a Proxy Form is signed by an attorney, a copy of the power of attorney under which it was signed, if not previously provided to Link Market Services Limited, together with a signed certificate of non-revocation of the power of attorney must accompany the Proxy Form.

## Webcast

The Annual Meeting will be webcast live on the internet. To view the webcast, go to: [investors.sparknz.co.nz](http://investors.sparknz.co.nz).

## Minutes of the previous meeting and Annual Report

The minutes of last year's Annual Meeting and an archive of the 2013 webcast are also available on [investors.sparknz.co.nz](http://investors.sparknz.co.nz).

The 2014 Annual Report is available on Spark New Zealand's website. Go to: [investors.sparknz.co.nz](http://investors.sparknz.co.nz).

## Meeting venue

The Conference Centre at Level 2, Spark City, 167 Victoria Street West, Auckland.

### Parking around Spark City

