
LODGE YOUR PROXY

Online

vote.linkmarketservices.com/SPK

Scan & Email

meetings@linkmarketservices.co.nz

Fax

+64 9 375 5990

Deliver

Link Market Services
Level 7, Zurich House
21 Queen Street, Auckland 1010

Mail

Use the enclosed envelope
or address to:

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

SCAN THIS QR CODE WITH YOUR SMARTPHONE AND VOTE ONLINE

General Enquiries

0800 737 100 (within NZ) | 1300 554 474 (within AU)
+64 9 375 5998 (international) | sparknz@linkmarketservices.com

PROXY FORM FOR THE 2015 ANNUAL MEETING

The Annual Meeting 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 6 November 2015 at 10.00am (New Zealand time).

Shareholders are also able to attend the Annual Meeting online in a virtual annual meeting trial. Unfortunately, ADR holders are not eligible to participate in the virtual annual meeting trial. If you are interested in taking part in the virtual trial for the 2015 Annual Meeting, you will need to agree to the terms and conditions on which the trial is being offered, and register by 5.00pm (New Zealand time) on Friday, 30 October 2015 at: investors.sparknz.co.nz

For your proxy to be effective it must be received by 10.00am (New Zealand time), Wednesday, 4 November 2015.

APPOINTMENT OF PROXY

If you do not plan to attend the meeting or the virtual trial, you may appoint a proxy. 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 this Proxy Form), 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.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 7). If you do not make an election in respect of a resolution, your proxy may vote as they choose.

If you make more than one election in respect of a resolution, your vote will be invalid on that resolution.

Appointing the Chairman of the meeting or a director as your proxy

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, you acknowledge that they may exercise your vote even if they have an interest in the outcome of that resolution, subject to the following exceptions:

- Mr Simon Moutter, or any associate or associated person of Mr Moutter, will be prohibited from voting any discretionary proxies in relation to resolutions 4 and 5.
- The Chairman of the meeting and any other directors, or any associate or associated person of any of them, will be prohibited from voting any discretionary proxies in relation to resolution 6.

The Chairman of the meeting and the directors intend to vote all discretionary proxies, for which they have authority to vote, in favour of the resolutions.

ATTENDING THE MEETING

If you wish to vote in person, you should attend the meeting. Please bring this Proxy Form with you to the meeting to 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.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney

If this Proxy Form has been 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), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Company

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.

Go online to vote.linkmarketservices.com/SPK to appoint and give directions to your proxy 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 Spark New Zealand

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 (or if no directions have been given, the proxy will vote as he/she sees fit, subject to any applicable restrictions in the NZX Main Board Listing Rules and the ASX Listing Rules) at the Annual Meeting of Spark New Zealand to be held in the Conference Centre at Level 2, Spark City, 167 Victoria Street West, Auckland on Friday 6 November 2015 at 10.00am (New Zealand time) and, simultaneously, to be held virtually on a trial basis via an online platform, and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chairman of the Meeting' or any other director, however the directors (including the Chairman) are restricted from voting discretionary proxies on certain resolutions - see details overleaf.

STEP 2: RESOLUTIONS - PROXY VOTING INSTRUCTIONS

Please note: If you mark the Abstain box 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	FOR	AGAINST	PROXY DISCRETION	ABSTAIN
Item 1 That the directors are authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 That Mr Paul Berriman is re-elected as a director of Spark New Zealand.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 That Mr Charles Sitch is re-elected as a director of Spark New Zealand.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 That approval is given for the issue by Spark New Zealand to Mr Simon Moutter (Managing Director) during the period to 5 November 2018 of in total up to 1,000,000 shares in Spark New Zealand under the Managing Director Performance Equity Scheme (comprising redeemable ordinary shares and, where contemplated by the scheme, ordinary shares), on the terms set out in Explanatory Note 4 to the Notice of Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 That approval is given for the issue by Spark New Zealand to Mr Simon Moutter (Managing Director) during the period to 5 November 2018 of in total: a. up to 1,250,000 ordinary shares in Spark New Zealand; and b. an associated interest-free loan up to \$3,000,000 to pay for the shares issued, each under the Managing Director Long Term Incentive Scheme, on the terms set out in Explanatory Note 5 to the Notice of Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 That the total directors' fee pool is increased by \$80,000, from \$1.5 million to \$1.58 million per annum.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7 That approval is given for alterations to Spark New Zealand's constitution, in the form and manner described in the explanatory notes to the Notice of Annual Meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting (either in person or via the virtual annual meeting trial) will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting and choose not to participate in the virtual annual meeting trial but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/SPK and completing the online validation process or complete the question section below and return to Link Market Services in the envelope enclosed. Questions will need to be submitted by Friday 30 October 2015. The Board will address and answer questions at the Annual Meeting.

Question:

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed.

Security holder 1

or duly authorised officer or attorney

Security holder 2

or duly authorised officer or attorney

Security holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications:

If you received the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address below.