

Minutes of the 2020 Annual Meeting of Shareholders of Spark New Zealand Limited ("Spark")

Date:	6 November 2020
Time:	10.00am
Venue:	Online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2020 and by telephone from New Zealand by dialling 0800 448 986 or Australia by dialling 1800 572 288, broadcast from Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland
Number of shareholders in attendance:	22 voting attendees, 90 total attendees
Apologies:	None

Preliminary

The Chair, Ms Justine Smyth:

- addressed shareholders and acknowledged that, due to the ongoing uncertainty around COVID-19 and the need to keep people safe, the 2020 Annual Meeting is being held as virtual only;
- declared a quorum of shareholders present online and the meeting open;
- outlined the meeting agenda; and
- introduced the directors and members of the leadership squad appearing virtually and in person, noted the presence of Spark's auditors, lawyers and share registrar, Link Market Services, who were to act as scrutineer for the purpose of the polls.

Chair's Address

In her review of FY20, the Chair acknowledged the COVID-19 crisis and how Spark rose to the challenge as an essential service, delivering a strong performance in FY20.

The Chair noted FY20 was the final year in the prior 3-year strategy and outlined Spark's achievements in that time which helped deliver industry-leading returns for shareholders.

The Chair noted Mr Paul Berriman and Mr Charles Sitch were up for re-election as directors of Spark and offered her full support. The Chair acknowledged Ido Leffler's contribution to the Board and noted that he had resigned effective at the conclusion of the Annual Meeting. The Chair noted the Board has an ongoing succession programme and a target gender diversity ratio of 40:40:20 for the Board and Spark senior management.

The Chair spoke to the sustainability framework, addressing the three focus areas: a sustainable spark; economic recovery and transformation; digital equity, and how each are vital for the long-term success of Spark's business and New Zealand.

As part of the Chair's address Spark reaffirmed EBITDAI and dividend guidance for the FY21 financial year.

The Chair ended by thanking the CEO and the people of Spark for their hard work and commitment and thanked her fellow directors for their support and insight.

CEO's Review

The CEO thanked the Chair and addressed shareholders.

The CEO spoke to how the COVID-19 pandemic has fundamentally changed how New Zealanders work, learn, and connect. She noted the impact the pandemic had on Spark's business and acknowledged how Spark responded to keep people safe and customers connected.

The CEO spoke to the key highlights that underpinned the financial result for FY20.

The CEO spoke to the new 3-year strategy, outlining the four capabilities of focus: simple, intuitive customer experiences; deep customer insights; smart, automated networks; and growth mindsets. The CEO noted that these capabilities will give Spark a competitive advantage in the established markets of wireless, broadband and cloud services, and three future markets of the internet of things, digital health, and sport.

In closing, the CEO noted that 2020 has been a unique year that highlighted the critical importance of digital connectivity to New Zealand. She reaffirmed her pride in the outstanding job Spark people have done for customers navigating through the significant challenges posed by COVID-19 and thanked the Board, customers, and investors for their continued support.

Resolutions

The Chair then moved to matters requiring resolution as outlined in the Notice of Annual Meeting and declared that a poll on each resolution would be held. The Chair explained that all resolutions were to be considered as ordinary resolutions. She reiterated the process for asking questions from the telephone and online platform.

Resolution 1: That Deloitte Limited is appointed as auditor of Spark and the Directors of Spark are authorised to fix the auditor's remuneration.

The Chair noted that KPMG had been Spark's auditor since 2002 and that the Board believes it is the appropriate time to rotate external auditors. She outlined the credentials of Deloitte as auditor, introduced the audit team for FY21 and noted the statutory audit fees for FY21.

The Chair put the resolution to the meeting. There were no questions raised on the resolution.

Resolution 2: That Mr Paul Berriman is re-elected as a director of Spark.

The Chair advised that Mr Paul Berriman was retiring by rotation and seeking re-election, and that the Board unanimously supported his re-election. The Chair invited Mr Paul Berriman to address the meeting, noting his address was pre-recorded.

The Chair put the resolution to the meeting. There were no questions raised on the resolution.

Resolution 3: That Mr Charles Sitch is re-elected as a director of Spark.

The Chair advised that Mr Charles Sitch was retiring by rotation and seeking re-election, and that the Board unanimously supported his re-election. The Chair invited Mr Charles Sitch to address the meeting, noting his address was pre-recorded.

The Chair put the resolution to the meeting. There were no questions raised on the resolution.

Shareholder Discussion

The Chair invited general questions from shareholders. There was one question which had been received prior to the meeting regarding phone scams from people claiming to be Spark. The Chair outlined all the initiatives Spark has taken to prevent scams and how customers can protect themselves.

There were no general questions raised during the meeting.

Polls

The Chair thanked all for their attendance and support throughout 2020 and announced that the results of the polls would be publicly available following the close of the meeting.

The meeting (except for the vote counting and scrutineering) finished at approximately 10.46am.

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:

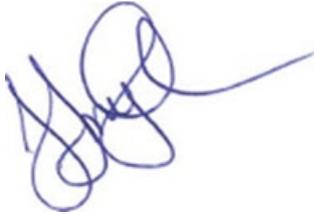
Resolution	For	Against	Abstain
1. That Deloitte Limited is appointed as auditor and the directors are authorised to fix the auditor's remuneration.	1,176,009,508 (99.92%)	927,501 (0.08%)	4,183,886
2. That Mr Paul Berriman is re-elected as a director of Spark.	1,176,169,316 (99.82%)	2,160,554 (0.18%)	2,791,025
3. That Mr Charles Sitch is re-elected as a director of Spark.	1,176,135,760 (99.81%)	2,195,860 (0.19%)	2,789,275

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

	For	Against	Discretionary proxies	Abstain
1. That Deloitte Limited is appointed as auditor and the directors are authorised to fix the auditor's remuneration.	1,168,703,810	927,501	6,551,181	4,183,886

2. That Mr Paul Berriman is re-elected as a director of Spark.	1,168,821,495	2,160,554	6,596,329	2,788,000
3. That Mr Charles Sitch is re-elected as a director of Spark.	1,168,782,842	2,195,860	6,601,426	2,786,250

Confirmed as a correct record.



Ms J Smyth – Chair of the Meeting
Dated: