

**Minutes of the 2019 Annual Meeting of Shareholders of  
Spark New Zealand Limited ("Spark")**

<b>Date:</b>	7 November 2019
<b>Time:</b>	10.00am
<b>Venue:</b>	Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland, online via the Virtual Annual Meeting portal at <a href="http://virtualmeeting.co.nz/spark2019">virtualmeeting.co.nz/spark2019</a> and by telephone from New Zealand by dialling 0800 448 986 or Australia by dialling 1800 572 288
<b>Number of shareholders in attendance:</b>	Physical: 105 voting attendees, 126 total attendees Online: 18 voting attendees, 107 total attendees
<b>Apologies:</b>	None

**Preliminary**

The Chair, Ms Justine Smyth:

- addressed shareholders and declared the meeting open;
- outlined the meeting agenda; and
- introduced the directors and the Chief Financial Officer and noted the presence of Spark's auditors and lawyers.

**Chair's Address**

The Chair welcomed Ms Jolie Hodson to her first AGM as CEO and paid tribute to Spark's outgoing Managing Director, Mr Simon Moutter.

The Chair noted that Mr Warwick Bray and Ms Jolie Hodson were appointed as directors in September 2019 and noted that both would retire and offer themselves for re-election in accordance with the NZX Listing Rules.

In her review of FY19, the Chair focused on two key themes: delivery for today; and building for the future. The Chair illustrated this by discussing the transition of customers to wireless broadband and voice services and the substantial investments made in fixed and mobile network capacity. The Chair noted the importance of Spark continuing to innovate and remaining ahead of the technology curve. She highlighted the launch of Spark Sport as a good example of this.

The Chair noted that an important driver of improved earnings was the continued focus on reducing costs while improving customer experience through ongoing simplification, digitisation and automation.

The Chair reaffirmed EBITDAI and dividend guidance for the FY 20 financial year.

The Chair discussed the Board's role in developing a clear business strategy and stated that information on the next three year strategy will be shared in 2020.

The Chair ended by thanking the CEO and the people at 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 stated how proud she was to be leading Spark.

The CEO spoke about 5G and its potential to transform our lives. She spoke about the partnership with Emirates Team New Zealand and the launch of 5G in Alexandra. She spoke about the 5G spectrum auction and acknowledged the active role being taken by the Government to address the process for allocating spectrum.

The CEO spoke about the Rugby World Cup and acknowledged the achievement of building a sport streaming platform from the ground up over the past year. She spoke to the success of the Spark Sport platform for demonstrating streaming as the future of sports viewing and the exciting future Spark Sport will play in New Zealand's sports viewing landscape, highlighted by Spark's recent announcement as the rights partner for New Zealand Cricket.

The CEO spoke about how the transition to Agile has transformed Spark. She noted that Spark's employee net promoter score has increased, and that Spark is now able to identify opportunities and bring them to market much more efficiently and with a clearer focus on the customer. The CEO noted that the next step for Spark is to unlock greater value and better experiences for customers by focusing on the continual development of Spark's people.

The CEO spoke about Spark's initiatives in leading the way in sustainability and inclusion and removing barriers to connectivity. She noted that in FY19 Spark introduced the Global Reporting Initiative framework into the Annual Report to increase transparency in how Spark reports progress on sustainability initiatives.

In closing, the CEO noted that Spark operates in a tough industry but one that can and does influence how New Zealand prospers. She reaffirmed her pride in leading Spark and bringing the future faster to New Zealand.

## **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 conducted at the end of formal business. The Chair explained that resolutions one to four were to be considered as ordinary resolutions and that resolution five is to be considered as a special resolution. She explained the process for asking questions, from the floor, telephone and online platform.

### ***Resolution 1: That the directors of Spark are authorised to fix the auditor's remuneration.***

The Chair explained the procedure for reappointment of auditors and clarified the date of KPMG's first appointment and Spark's auditor rotation policy. She outlined the statutory audit fees for FY19.

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

### ***Resolution 2: That Ms Justine Smyth is re-elected as a director of Spark.***

The Chair advised that the next resolution concerned her own re-election as a director of Spark and invited Mr Charles Sitch, the Chairman of the Audit Committee, to chair this part of the meeting.

Mr Charles Sitch advised that Ms Justine Smyth was retiring by rotation and seeking re-election and that the Board unanimously supported her re-election. Mr Charles Sitch noted that Ms Justine Smyth had already addressed the meeting as the Chair.

Mr Charles Sitch put the resolution to the meeting.

***Question from the floor***

A shareholder asked a question which was not relevant to the resolution so was requested to wait until general Q&A to discuss the matter.

***Resolution 3: That Mr Warwick Bray is re-elected as a director of Spark.***

The Chair advised that Mr Warwick Bray was retiring by rotation and seeking re-election, and that the Board unanimously supported his re-election. The Chair invited Mr Warwick Bray to address the meeting.

Mr Warwick Bray spoke about his background in the telecommunications industry and previous leadership positions. Mr Warwick Bray mentioned what attracted him to Spark and outlined the skills and expertise he believes he can bring to the role as director.

The Chair put the resolution to the meeting.

***Question from the floor***

A shareholder asked about Mr Warwick Bray's experience regarding cyber security and hacking. Mr Bray responded affirmatively citing his previous governance roles in telco companies. He noted the importance of having systems in place that both deny the attacks and then also assist fast recovery.

A shareholder asked two personal questions of Mr Warwick Bray which were answered.

***Resolution 4: That Ms Jolie Hodson is elected as a director of Spark.***

The Chair advised that Ms Jolie Hodson was retiring and seeking election, and that the Board unanimously supported her election. The Chair noted that Ms Jolie Hodson had already addressed the meeting as the CEO.

The Chair put the resolution to the meeting.

***Question from the floor***

A shareholder asked Ms Jolie Hodson what skills she believes she brings to the Board beyond her role as CEO. The CEO responded citing her finance background and previous experience allowing her to bring a different perspective to the Board.

A shareholder raised a concern regarding the potential conflict of governance and management interests when appointing an executive director. The Chair responded acknowledging the concern but explained the conflict management processes in place and the benefits of having the CEO on the Board.

***Resolution 5: That the existing Company constitution is revoked and the new constitution is adopted.***

The Chair noted that the NZX Listing Rules were updated from 1 January 2019 and as a result Spark is required to update its constitution to align to the new Listing Rules. She noted that the proposed changes were outlined in the Notice of Annual Meeting.

The Chair put the resolution to the meeting.

### **Question from the floor**

A shareholder asked for clarification on what changes are being made to the constitution. The Chair explained the changes are outlined in the Notice of Meeting and provided examples of the key changes.

### **Shareholder Discussion**

The Chair invited general questions from shareholders. There was one question from the online platform, no questions from the phone and several questions/comments raised from the floor.

Matters raised by shareholders included:

- Sparks 5G vendor selection process in respect of Huawei.
- Competing with Sky for sports rights and the need for commercially responsible bidding.
- Spark's processes for maintaining services during civil emergencies.
- The sustainability of the dividend and the impact on investment.
- Onshore vs offshore customer helpdesk concerns.
- Delays in the 5G spectrum auction.
- Spark's dedication to serving rural customers.

### **Polls**

The Chair thanked all for their attendance 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 11.08am.

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:

<b>Resolution</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1. That the directors are authorised to fix the auditor's remuneration.	1,205,536,806 (99.51%)	5,896,342 (0.49%)	1,468,229
2. That Ms Justine Smyth is re-elected as a director of Spark.	1,210,501,248 (99.91%)	1,094,661 (0.09%)	1,305,468
3. That Mr Warwick Bray is re-elected as a director of Spark.	1,205,462,934 (99.53%)	5,752,612 (0.47%)	1,685,831

4. That Ms Jolie Hodson is re-elected as a director of Spark.	1,210,318,939 (99.92%)	911,159 (0.08%)	1,670,553
5. That the existing Company constitution is revoked and the new constitution is adopted.	1,209,494,643 (99.92%)	925,697 (0.08%)	2,481,037

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

	<b>For</b>	<b>Against</b>	<b>Discretionary proxies</b>	<b>Abstain</b>
1. That the directors are authorised to fix the auditor's remuneration.	1,197,905,791	5,886,096	5,871,533	1,394,989
2. That Ms Justine Smyth is re-elected as a director of Spark.	1,203,003,274	962,955	5,788,714	1,303,468
3. That Mr Warwick Bray is re-elected as a director of Spark.	1,197,831,049	5,727,671	5,814,704	1,684,987
4. That Ms Jolie Hodson is re-elected as a director of Spark.	1,202,779,785	815,532	5,806,541	1,656,553
5. That the existing Company constitution is revoked and the new constitution is adopted.	1,201,621,996	921,453	6,067,297	2,447,665

Confirmed as a correct record.

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Ms J Smyth – Chair of the Meeting  
Dated: 2nd December 2019