



## Proxy Form 2019

### Online

[vote.linkmarketservices.com/SPK](http://vote.linkmarketservices.com/SPK)

### Scan & Email

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

### Fax

+64 9 375 5990

### Mail

Link Market Services Limited  
PO Box 91976  
Auckland 1142  
New Zealand

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**Scan this QR code  
with your smartphone  
and vote online**

### Unique PIN

(for telephone attendance  
0800 448 986)

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### General Enquiries

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

## Proxy Form for the 2019 Annual Meeting

The Annual Meeting of Spark New Zealand Limited ("Spark") will be held in the Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00 am on Thursday 7 November 2019 (New Zealand time).

Shareholders can attend the Annual Meeting online via the Virtual Annual Meeting portal at [virtualmeeting.co.nz/spark2019](http://virtualmeeting.co.nz/spark2019) or by telephone from New Zealand by dialling 0800 448 986 or from Australia by dialling 1800 572 288. If you are attending online, you will require your Holder Number for verification purposes. If you are attending by telephone, you will require your unique PIN that can be found at the top of the Proxy Form. Please dial-in five minutes prior to the start time.

Shareholders who appoint a proxy to vote on their behalf can still attend the Annual Meeting via the Virtual Annual Meeting portal, although those shareholders will be unable to vote if a proxy is so appointed.

For your proxy to be effective it must be received by Link Market Services Limited by **10.00 am** on Tuesday 5 November 2019 (New Zealand time).

### Appointment of proxy

If you do not plan to attend the Annual Meeting in person, participate by telephone or online via the Virtual Annual Meeting portal, you are encouraged to appoint a proxy to attend and vote on your behalf. The Chair of the meeting or any other director of Spark 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 Annual Meeting, the Chair of the meeting will be your proxy and may vote only in accordance with your express direction.

### Voting of your holding

Direct your proxy vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 5). If you do not make an election in respect of a resolution, your proxy may vote as they choose provided they are not prohibited from voting on that resolution. If you make more than one election in respect of a resolution, your vote will be invalid on that resolution. A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in the notice.

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

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

#### Company

If this Proxy 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.

### Attending the meeting

If you wish to vote in person, you should attend the Annual Meeting. Please bring this Proxy Form with you to the Annual Meeting to assist with your registration.

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

Go online to [vote.linkmarketservices.com/SPK](http://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

hereby appoint \_\_\_\_\_ of \_\_\_\_\_ email address: \_\_\_\_\_

or failing him/her \_\_\_\_\_ of \_\_\_\_\_ email address: \_\_\_\_\_

as my/our proxy to act generally at the Annual 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) at the Annual Meeting of Spark to be held in Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00 am on Thursday 7 November 2019 (New Zealand time) and, simultaneously, to be held virtually via the Virtual Annual Meeting portal, and at any adjournment of that meeting. If you wish, you may appoint as your proxy 'The Chair of the Meeting' or any other director of Spark.

## 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 that resolution and your votes will not be counted in computing the required majority.

Resolutions	For	Against	Proxy Discretion	Abstain
<b>Item 1</b> That the directors of Spark are authorised to fix the auditor's remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 2</b> That Ms Justine Smyth, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 3</b> That Mr Warwick Bray (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 4</b> That Ms Jolie Hodson (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 5</b> That the existing Company constitution is revoked and the new constitution, in the form presented at the Annual Meeting, is adopted as the constitution of Spark with effect from the close of the 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 by telephone or online via the Virtual Annual Meeting portal) will have the opportunity to ask questions during the Annual Meeting. If you cannot attend the Annual Meeting and choose not to participate by telephone or online via the Virtual Annual Meeting portal 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 or by completing the question section below and returning it to Link Market Services. Shareholder questions will need to be submitted by 5.00 pm on Friday 25 October 2019 (New Zealand time). 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 Form by mail and wish to receive your future investor communications by email please provide your email address below.

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