

2016 Notice of Annual Meeting



Spark^{nz}



10.00am, Friday 4 November 2016

**Spark City Conference Centre, Level 2,
167 Victoria Street West, Auckland**

Notice of Annual Meeting of Shareholders

On behalf of the Board of Directors I am pleased to invite you to the 2016 Annual Meeting of Spark New Zealand Limited, which will be held at the Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00 am on Friday 4 November 2016 (New Zealand time).

Shareholders are also able to attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2016.

**for location map please see inside back cover.*

Items of Business

- A. **Chairman's Address**
- B. **Managing Director's Review**
- C. **Resolutions**

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

1. **Auditor's remuneration:** That the Directors are authorised to fix the auditor's remuneration.
2. **Re-election of Mr Simon Moutter:** That Mr Simon Moutter is re-elected as a Director of Spark New Zealand
3. **Re-election of Ms Justine Smyth:** That Ms Justine Smyth is re-elected as a Director of Spark New Zealand.
4. **Re-election of Mr Ido Leffler:** That Mr Ido Leffler is re-elected as a Director of Spark New Zealand
5. **Election of Ms Alison Gerry:** That Ms Alison Gerry is elected as a Director of Spark New Zealand
6. **Election of Ms Alison Barrass:** That Ms Alison Barrass is elected as a Director of Spark New Zealand

These resolutions are to be considered as ordinary resolutions and, to be passed, require the approval of a simple majority of votes cast on the resolution (being more than 50%).

- D. **Shareholder Questions**

By Order of the Spark New Zealand Board



Mark Verbiest

Chairman, Spark New Zealand

7 October 2016

Explanatory Notes

Resolution 1: Fixing the remuneration of the auditor, KPMG

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

Resolution 2: Re-election of executive Director

Executive Director Mr Simon Moutter offers himself for re-election pursuant to NZX Main Board Listing Rule 3.3.9, as his term of appointment will exceed five years before the 2017 Annual Meeting.



Simon Moutter

Executive Director

Term of Office:

Appointed Executive Director and Managing Director 13 August 2012 and elected at the 2012 Annual Meeting.

Board Committees:

None.

Biography:

As Managing Director, Simon is responsible for the overall leadership, strategic direction and management of Spark New Zealand, through its various business divisions and the brands that provide digital services to millions of New Zealanders and thousands of New Zealand businesses. Simon led the reinvention of Telecom to Spark New Zealand, to better reflect the new world of digital services in which the business now operates. Simon returned to the business in mid-2012. He has a deep understanding of the industry, having managed most parts of Telecom in previous roles, most recently as Chief Operating Officer during the years 2003-2008. In the intervening years, he led Auckland International Airport Limited for a period of four years in which he transformed the customer experience and delivered a significant uplift in its share price. Simon spent 13 years in the electricity and gas industry including as Chief Executive of Powerco Limited (1992 to 1999). Simon has a Master's degree in Engineering from the University of Canterbury and a Bachelor's degree in Science from Massey University.

Resolutions 3 and 4: Re-election of Directors

Non-executive Directors Ms Justine Smyth and Mr Ido Leffler retire by rotation and offer themselves for re-election pursuant to NZX Main Board Listing Rule 3.3.11.



Justine Smyth

Independent Director

Term of Office:

Appointed Director 1 December 2011 and last re-elected at the 2013 Annual Meeting.

Board Committees:

Chair of the Human Resources and Compensation Committee and Chair of the Audit and Risk Management Committee, and member of the Nominations and Corporate Governance Committee.

Biography:

Justine joined the Board of Spark New Zealand in December 2011. Her background is in finance and business management, being a former partner at Deloitte and Group Finance Director at Lion Nathan Limited. She is currently a Director of Auckland International Airport Limited, Chair of the New Zealand Breast Cancer Foundation, a former board member of the Financial Markets Authority and a former Deputy Chair of New Zealand Post Limited. Justine's experience in governance, mergers & acquisitions, taxation and financial performance of large corporate enterprises as well as the acquisition, ownership and management of small and medium enterprises underpins her contribution as a Director. Justine has a Bachelor of Commerce from Auckland University and is a Fellow of the New Zealand Institute of Chartered Accountants.



Ido Leffler

Independent Director

Term of office:

Appointed Director 9 June 2014 and elected at the 2014 Annual Meeting.

Board committees:

A member of the Nominations and Corporate Governance Committee.

Biography:

Ido is a West Coast United States 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 and Chief Executive Officer at Yoobi, a new school supplies company that engages kids through bright colours, cool designs, and most importantly, cause. He is also co-founder of Yes To Inc., a leading natural beauty brand with distribution in over 27,700 stores. Ido is also Co-founder of Cheeky, a tableware company. Ido sits on numerous corporate/advisory boards including The United Nations Foundation Global Entrepreneur Council and The Dell Global EIR Advisory Board. Ido was recently honoured by his university, UTS Business School in Sydney, with both the Chancellor's Award for Excellence 2015 and the Alumni Award for Excellence. Lastly, Ido received the Innovator Award by the Starlight Children's Foundation, which recognises individuals and corporations who have made significant contributions to communities with the goal of promoting positive social impact. Ido attended the University of Technology in Sydney where he earned his Bachelor of Business in Marketing & International Business.

Resolutions 5 and 6: Election of Directors

Non-executive Directors Alison Gerry and Alison Barrass, who were appointed by the Board as additions to the existing Directors since the 2015 Annual Meeting, retire and offer themselves for election pursuant to NZX Main Board Listing Rule 3.3.6.



Alison Gerry

Independent Director

Term of Office:

Appointed Director 1 July 2016.

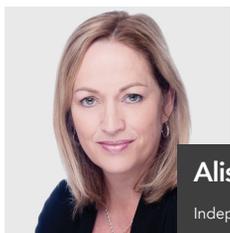
Board Committees:

Member of the Nominations and Corporate Governance Committee and member of the Audit and Risk Management Committee.

Biography:

Alison has more than 20 years of experience working for both corporates and for financial institutions in Auckland, Sydney, Hong Kong, Tokyo and London in trading, finance and risk roles. Alison was a Visiting Fellow at Macquarie University for 12 years until 2011. From 2007 Alison has been a professional company Director and is currently also a Director of Infratil Limited, NZX Limited and Vero Insurance New Zealand Limited. Alison is also Deputy Chair of Kiwibank Limited and a Director of Television New Zealand Limited but will be retiring from these boards towards the end of 2016. Alison has an honours degree in Management Studies from Waikato University and a Masters of Applied Finance from Macquarie University.

Procedural Notes



Alison Barrass

Independent Director

Term of Office:

Appointed Director 1 September 2016

Board Committees:

Member of the Nominations and Corporate Governance Committee and member of the Human Resources and Compensation Committee.

Biography:

Alison, currently Chief Executive of Griffin's Foods Limited, will be stepping down from this position as at 31 December 2016. Effective January 2017, she will be taking up a role with Griffin's as an Independent Director. Alison is also on the board of plumbing hardware manufacturer Methven and Callaghan Innovation, and has considerable experience in the fast-moving consumer goods sector, governance, leadership and marketing-led innovation. With over 20 years' experience at major international FMCG companies including PepsiCo, Kimberley Clark, Wattie's and Goodman Fielder, Alison brings a broad range of skills to the Board, including an extensive marketing career and the execution of a number of significant business transformation projects in privately owned and publicly-listed organisations. Alison was also Chairperson of the Breast Cancer Research Trust for three years and was on the board of the New Zealand Food and Grocery Council.

Attending the Meeting

If you wish to vote in person you should attend the Annual Meeting where you will be issued with a voting card. Please bring your proxy form with you to the meeting to assist with your registration.

Voting by Mobile Phone (optional)

Shareholders that are attending the Annual Meeting in person will be able to vote using their compatible smartphone during the Annual Meeting. Shareholders who choose to do so will need to download the free **LinkVote App** from the Apple App Store or Google Play Store in advance. On arrival at the meeting please obtain your PIN from the registration desk. You will require your Holder Number and allocated PIN to enable the voting functionality.

Virtual Annual Meeting Attendance

Shareholders will be able to attend the Annual Meeting in person or alternatively, attend virtually via an online portal from anywhere a broadband connection is available. This may be attractive particularly to those shareholders who do not reside in Auckland.

Shareholders that opt to attend virtually will be able to watch the Annual Meeting, vote and ask questions during the Annual Meeting via the online portal. Unfortunately, ADR holders are not eligible to participate virtually in the Annual Meeting.

If you are interested in attending virtually, we would encourage you to pre-register by 5.00 pm (New Zealand time) on Friday 28 October 2016 at investors.sparknz.co.nz. You will need to agree to the terms and conditions under which virtual participation is being offered. Pre-registration for the Virtual Annual Meeting is not mandatory. Shareholders will still be able to access and register to attend the Virtual Annual Meeting on the day.

Spark New Zealand's Virtual Annual Meeting portal can be found at: virtualmeeting.co.nz/spark2016

If you would like to familiarise yourself with the Virtual Annual Meeting portal before the Annual Meeting takes place, a demonstration only version of the Virtual Annual Meeting portal will be available at virtualmeeting.co.nz/spkdemo from 7 October 2016 to 5.00 pm on 2 November 2016 (New Zealand Time).

If you require any help using the system prior to or during the Annual Meeting, please call **0800 200 220**.

Voting Entitlements

Only shareholders whose names are registered on the Spark New Zealand share register at 5.00 pm on Wednesday 2 November 2016 (New Zealand time) are entitled to vote, and only shares registered in the names of those shareholders at that time may be voted at the Annual Meeting.

Proxy Voting

If you cannot attend the Annual Meeting and choose not to participate virtually via the Annual Meeting portal, you are encouraged to appoint a proxy to attend and vote on your behalf.

Appointing a proxy

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a Spark New Zealand shareholder.

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.

Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to Link Market Services Limited by email, mail or fax.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting vote.linkmarketservices.com/SPK.

Holders on the New Zealand register will be required to enter their Holder Number and FIN to complete the online validation process to securely appoint a proxy online.

Holders on the Australian register will be required to enter their Holder Number and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

All online or postal proxy appointments must be received by Link Market Services Limited no later than 10.00 am on Wednesday 2 November 2016 (New Zealand time).

Shareholder Questions

Shareholders present at the Annual Meeting or attending virtually via the online portal will have the opportunity to ask questions during the Annual Meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the shareholder question section on the Proxy Form and returning it to Link Market Services Limited, or online by going to vote.linkmarketservices.com/SPK. After completing the online validation process choose "Questions". Shareholder questions will need to be submitted by 5.00 pm Friday 28 October 2016 (New Zealand Time).

Webcast

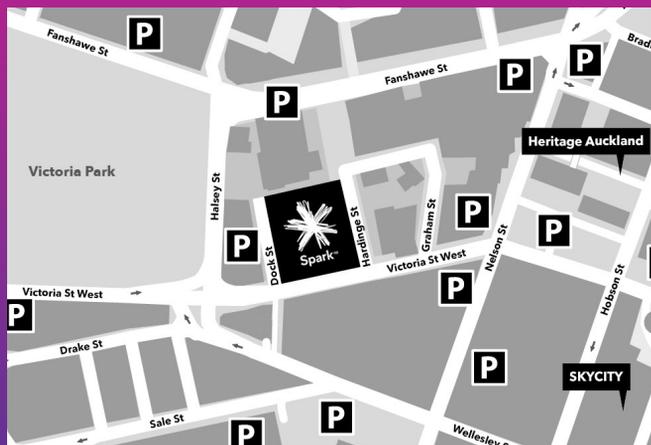
The Annual Meeting will be webcast live on the internet. To view the webcast, go to virtualmeeting.co.nz/spark2016.

Venue & Parking

Meeting venue

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

Parking around Spark City





Spark^{nz}