



Proxy Form 2017

Online

vote.linkmarketservices.com/SPK

Scan & Email

meetings@linkmarketservices.co.nz

Fax

+64 9 375 5990

Mail

Link Market Services Limited
PO Box 91976
Auckland 1142
New Zealand

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

Unique PIN

for telephone attendance

General Enquiries

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

Proxy Form for the 2017 Annual Meeting

The Annual Meeting of Spark New Zealand Limited ("Spark") will be held in South Level 4 Lounge at Eden Park in Auckland at 10.00 am on Friday, 3 November 2017 (New Zealand time).

Shareholders can attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2017 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.

For your proxy to be effective it must be received by Link Market Services Limited by **10.00 am** on Wednesday 1 November 2017 (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 Chairman 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 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 vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business (resolutions 1 to 4). 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.

The Chairman 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 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 South Level 4 Lounge at Eden Park in Auckland at 10.00 am on Friday 3 November 2017 (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 Chairman 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 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 of Spark 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.	<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.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 That the maximum annual remuneration able to be paid to all of the non-executive directors of Spark taken together be increased from \$1,500,000 to \$1,630,000.	<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 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 27 October 2017 (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.