



Proxy Form 2020

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)
0800 448 986

General Enquiries

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

Proxy Form for the 2020 Annual Meeting

The Annual Meeting of Spark New Zealand Limited ("Spark") will be held virtually at 10 am on Friday 6 November 2020 (New Zealand time).

Shareholders can attend the Annual Meeting online via the Link Virtual Annual Meeting Platform at virtualmeeting.co.nz/spark2020.

Alternatively, shareholders can attend 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 this 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 Wednesday 4 November 2020 (New Zealand time).

Appointment of proxy

If you do not plan to attend and participate at the Annual Meeting 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, and any undirected votes will (subject to restrictions (if any) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

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 3). 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.

No shareholders are prohibited from voting on resolutions 1 to 3 and all shareholders will vote together as one class.

Go online to vote.linkmarketservices.com/SPK to appoint and give directions to your proxy or turn over to complete the form.

Signing instructions for Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint holding

Where the holding is in more than one name, either of the joint shareholders (or their duly authorised attorney) may 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 Form 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, you should attend the Annual Meeting online via the Virtual Annual Meeting portal.

A body corporate may appoint a person to attend the Annual Meeting as its representative in the same manner that it would appoint a proxy.

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 Listing Rules) at the Annual Meeting of Spark to be held virtually via the Link Virtual Meeting Platform at 10:00 am on Friday 6 November 2020 (New Zealand time), 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
Item 1 That Deloitte Limited is appointed as auditor of Spark and 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, 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"/>
Item 3 That Mr Charles Sitch, 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"/>

Step 3: Shareholder Questions

Shareholders attending the Annual Meeting (either 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 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 Wednesday 28 October 2020 (New Zealand time). The Board will address and answer questions at the Annual Meeting.

Question:

Sign: Signature of Shareholder(s) This section must be completed.

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 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.