

10.00 am, Friday 1 November 2024



LETTER FROM THE CHAIR

3 October 2024

On behalf of the Board of directors I am pleased to invite you to the 2024 Annual Meeting of Spark New Zealand Limited ("Spark"), which will be held at Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10.00 am on Friday 1 November 2024 (New Zealand time).

Shareholders are also able to attend the Annual Meeting online via the Virtual Meeting portal at virtualmeeting.co.nz/spark2024 or by telephone from New Zealand by dialling 0800 449 170 or from Australia by dialling 1800 896 574. Please read the procedural notes for further detail.

Items of Business

1. **Chairperson's Address**
2. **Chief Executive Officer's Review**
3. **Resolutions**

To consider, and if thought fit, pass the following resolutions:

1. **Auditor's remuneration:** That the directors of Spark are authorised to fix the auditor's remuneration for the ensuing year.

2. **Re-election of David Havercroft:** That Mr David Havercroft, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
3. **Re-election of Lisa Nelson:** That Ms Lisa Nelson, appointed as a director of Spark by the Board with effect from 8 May 2024 who retires and is eligible for re-election, is re-elected as a director of Spark.
4. **Re-election of Warwick Bray:** That Mr Warwick Bray, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.

The Resolutions above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolutions.

For more information on the resolutions, please see the Explanatory Notes below.

5. Shareholder Questions

By Order of the Board of Spark New Zealand Limited



Justine Smyth, CNZM
Chair, Spark New Zealand Limited
3 October 2024

EXPLANATORY NOTES

Resolution 1: Fixing the remuneration of the auditor, Deloitte

Pursuant to section 207T of the Companies Act 1993, Deloitte is automatically reappointed at the Annual Meeting as auditor of Spark. The proposed resolution is to authorise the directors under section 207S of the Companies Act 1993 to fix the remuneration of the auditor, Deloitte, for the ensuing year.

Deloitte was first appointed as auditor in 2020.

Mr Jason Stachurski was the lead audit partner for the financial year ending 30 June 2024.

In August 2024 the Audit and Risk Management Committee assessed and confirmed the independence of Deloitte after consideration of the External Audit Independence Policy criteria.



Resolution 2: Rotation and re-election of Mr David Havercroft

Re-election of Mr David Havercroft: That Mr David Havercroft (appointed as a director of Spark by the Board with effect from 1 October 2021) who retires and is eligible for re-election, is re-elected as a director of Spark.

Non-executive director Mr David Havercroft retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers himself for re-election. The Board has considered the independence of Mr David Havercroft. Given it has now been more than three years since Mr David Havercroft has had a contractual relationship with Spark, other than as a director, the Board has determined that he is now considered to be independent.

Term of Office: Appointed 1 October 2021 and last re-elected at the 2021 Annual Meeting.

Board Committees: Member Human Resources and Compensation Committee, and Nominations and Corporate Governance Committees.

Biography: David joined the Board in October 2021, bringing skills and experience from a career in the technology industry that has spanned more than 35 years. He held a number of leadership roles at Spark New Zealand from 2009-2017, including Chief Operating Officer and Chief Technology Officer. Prior to this he held executive and management positions in IBM Asia Pacific, Cable & Wireless, and BT. David is currently a director of Westpac New Zealand, and was formerly a director of Kordia, Connect 8, Southern Cross Cable Network and Kiwi Wealth.



Resolution 3: Re-election of Ms Lisa Nelson

Under NZX Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Ms Lisa Nelson has been appointed as a non-executive director with effect from 8 May 2024. Ms Lisa Nelson accordingly retires and offers herself for re-election at the 2024 Annual Meeting. Ms Lisa Nelson is considered by the Board to be independent.

Term of Office: Appointed with effect from 8 May 2024.

Board Committees: Member of the Human Resources and Compensation Committee, Audit and Risk Management Committee Nominations and Corporate Governance Committees.

Biography: Lisa joined the Spark board in May 2024. She is an accomplished finance and business development executive with 25 years of global operating experience across the financial services, software and technology industries. Lisa most recently served as Managing Director of M12, Microsoft's venture fund, which she co-founded. Prior to that, she held various executive roles at Microsoft spanning business development, investor relations,

strategy, financial reporting, and accounting. Lisa's current governance appointments include Destiny Tech100 Inc, Seattle Bank, and Banqer Limited, a New Zealand-based edtech startup. She is also a former director of Astra Space Inc. Lisa's advisory roles include several early-stage tech startups and ventures funds, including Movac in New Zealand. Lisa is based in Seattle, Washington, and is a certified public accountant licenced in the State of Washington and a Qualified Financial Expert in accordance with US Securities and Exchange Commission standards.

Resolution 4: Rotation and re-election of Mr Warwick Bray

Re-election of Mr Warwick Bray: 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.

Non-executive director Mr Warwick Bray retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers himself for re-election. Mr Warwick Bray is considered by the Board to be independent.

Term of Office: Appointed 23 September 2019 and last re-elected at the 2022 Annual Meeting.

Board Committees: Member Audit and Risk Management Committee, and Nominations and Corporate Governance Committees.

Biography: Warwick joined the Board in September 2019. He brings over four decades of experience in the international telecommunications, technology, and media sectors, most recently in senior executive roles at Telstra. During his nine years at Telstra up until 2018, Mr Bray's executive roles comprised Chief Financial Officer, Group Managing Director Product, Executive Director Mobile and Head of Corporate Strategy. Earlier in his career, he was

a Managing Director at JP Morgan (London) and Dresdner Kleinwort Wasserstein (London) in telecommunications equity research. He also worked at McKinsey & Company in Europe, advising telecommunications companies on strategy, regulation, and operational improvement, and as a network systems engineer at Hewlett Packard. Mr Bray has served on the GSMA strategy committee, the boards of Hong Kong mobile business CSL and Australian pay TV operator Foxtel, and as Chairman of the Australian Mobile Telecommunications Association. He is currently a director with Woolworths Group. He holds a Bachelor of Science (Hons) and a Masters in Business Administration from the University of Melbourne.

PROCEDURAL NOTES

This year shareholders may attend the Annual Meeting either in person or virtually via an online portal or by telephone.

Attending in Person

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 (enclosed with this notice) to assist with your registration.

Online Participation

Shareholders may also attend the Annual Meeting virtually via an online portal, where they can watch the Annual Meeting, vote and ask questions during the Annual Meeting. Shareholders attending virtually will require their Holder Number for verification purposes. Shareholders attending virtually will be able to ask questions during the Annual Meeting via the 'Ask a Question' functionality or via telephone. Spark's virtual Annual Meeting portal can be found at virtualmeeting.co.nz/spark2024. If you require any help using the online portal prior to our during the annual meeting, from New Zealand please dial **0800 200 220** or from Australia please dial **1800 990 363**. A user guide can be found under the Annual Meeting section of our website at investors.sparknz.co.nz.

Telephone Participation

Shareholders who participate by phone will be able to hear the meeting, ask questions and vote at the appropriate times during the meeting. Voting will be conducted at the conclusion of the meeting. Please follow the voting instructions provided by the call facilitator.

To participate in the Annual Meeting by telephone in New Zealand please dial **0800 449 170** or from Australia please dial **1800 896 574**.

Shareholders attending by phone will require their unique PIN for verification purposes. Your unique PIN can be found at the top of the Proxy Form that accompanies this notice. Please disregard the PIN on your Proxy Form if you will be attending the meeting in person or virtually via the online portal.

ADR Holders

ADR holders are able to attend the meeting online as a registered visitor and can view the live webcast (see further instructions below) but unfortunately are not able to vote or ask questions via the online portal. ADR holders are encouraged to vote via the ADR proxy vote process facilitated by the Bank of New York Mellon, as the ADR depository bank, and your securities bank/broker.

To view the webcast, go to virtualmeeting.co.nz/spark2024.

Voting Entitlements

Only shareholders whose names are registered on the Spark share register at 5.00 pm on Wednesday 30 October 2024 (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 by telephone or 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 body corporate that is a shareholder may appoint a person to attend the meeting as its representative in the same manner that it would appoint a proxy. A proxy need not be a Spark shareholder.

The Chair of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. 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 all of the resolutions.

If, in appointing your proxy, you do not name a person as your proxy (either online or on your proxy form), or your 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.

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 this notice.

Shareholders can appoint a proxy by completing the enclosed proxy form and returning it to MUFG Corporate Markets (formerly Link Market Services Limited) by email or mail as set out in the proxy form.

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 Authorisation Code (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 MUFG Corporate Markets (formerly Link Market Services Limited) via mail or email no later than 10.00 am on Wednesday 30 October 2024 (New Zealand time).

Shareholder Questions

We want to make it as easy as possible for shareholders to ask questions at the Annual Meeting. Shareholders present at the Annual Meeting or attending virtually via the online portal or by telephone will have the opportunity to ask questions during the Annual Meeting.

Shareholders who cannot attend 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 MUFG Corporate Markets (formerly 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 25 October 2024 (New Zealand Time).

Online Questions

Shareholders attending the online annual meeting will be able to submit questions via the "Ask a Question" functionality in the online portal. Questions can be submitted via the online portal 30 minutes before the meeting begins or at any time during the Annual Meeting. We encourage shareholders to submit questions as early as possible to ensure that as many questions as possible

are received and addressed at the appropriate time during the meeting.

Please note in order to "Ask a Question" via the online portal shareholders must have completed the registration process to vote in order to validate themselves as a shareholder and make the "Ask a Question" functionality available.

Telephone Questions

Shareholders are also able to ask questions by telephone. This is a great option for shareholders who may be less confident navigating a computer or may find typing a question challenging. Asking a question by telephone also allows the opportunity for follow up questions to be asked in real-time. To ask a question by telephone in New Zealand please dial **0800 449 170** or from Australia please dial **1800 896 574**. We recommend shareholders wanting to ask questions by telephone dial into the Annual Meeting as early as possible. To queue for a question please dial *1. The operator will announce your name and invite you to ask your question at the appropriate time during the meeting.

Webcast

The Annual Meeting will be webcast live on the internet. To view the webcast, go to virtualmeeting.co.nz/spark2024.

Venue & Parking

Spark's Annual Meeting will be held at:

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

Parking around Spark City

Auckland's CBD is well served by rail and bus services. There are a number of buses that stop outside Spark's building on Victoria Street West. For full route, timetable and fare information call Auckland Transport Contact Centre on **09 366 6400** or **0800 103 080**. Or visit AT online at at.govt.nz/bus-train-ferry

