



Spark^{nz}

2021 NOTICE OF ANNUAL MEETING

1.00pm, Friday 5 November 2021



Letter from the Chair 1 October 2021

On behalf of the Board of directors I am pleased to invite you to the 2021 Annual Meeting of Spark New Zealand Limited ("Spark"). The 2021 Annual Meeting will be held as a virtual only meeting at 1.00pm on Friday 5 November 2021 (New Zealand time).

We have elected to hold a virtual only meeting this year in response to the ongoing and dynamic situation in New Zealand with regard to COVID-19 and the recent outbreak of the more contagious Delta variant of the virus in the community. Health and safety is a top priority at Spark, and we believe this decision is appropriate in order to keep our shareholders and Spark people safe in the current environment.

The decision was a difficult one, as we understand how much our shareholders value attending and meeting with directors in person. However, after careful consideration we have decided that the level of ongoing uncertainty, and the potential for restrictions to still be in place, particularly in Auckland, mean it is not prudent for us to hold a physical meeting at this time. In the event we are lucky enough to be free of restrictions, the short amount of time that may have elapsed with any easing of alert levels coupled with the potential risk of rapid re-emergence of the virus in the community have influenced our decision to stay the course and go virtual only.

We know there are some shareholders who will not have accessed one of our meetings virtually before, and there is support available to you if you need it. In the procedural notes below you will find information on how to access the meeting online or by telephone, and there is a helpline number to call if you experience any difficulty.

The Board and I very much appreciate shareholders' support and understanding as we continue to embrace our new normal and virtual ways of connecting as the global pandemic continues.

Shareholders are able to attend the Annual Meeting online via the Virtual Annual Meeting portal at virtualmeeting.co.nz/spark2021

or by telephone from New Zealand by dialling **0800 448 986** or from Australia by dialling **1800 572 288**. Please read the procedural notes for further detail.

Items of Business

- A. Chairperson's Address
- B. Chief Executive Officer's Review
- C. 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.
2. **Re-election of Ms Alison Barrass:** That Ms Alison Barrass, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
3. **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.

Resolutions 1, 2 and 3 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 resolution.

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

D. Shareholder Questions

By Order of the Board of Spark New Zealand Limited

Justine Smyth
Chair, Spark New Zealand Limited
1 October 2021

Explanatory Notes



Mr Jason Satchurski
Lead Audit Partner



Ms Alison Barrass

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.

Deloitte was first appointed as auditor in 2020.

Mr Jason Stachurski was the lead audit partner for the financial year ending 30 June 2021.

In August 2021 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 Ms Alison Barrass

Non-executive director Ms Alison Barrass retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election. Ms Alison Barrass is considered by the Board to be independent.

Term of Office:

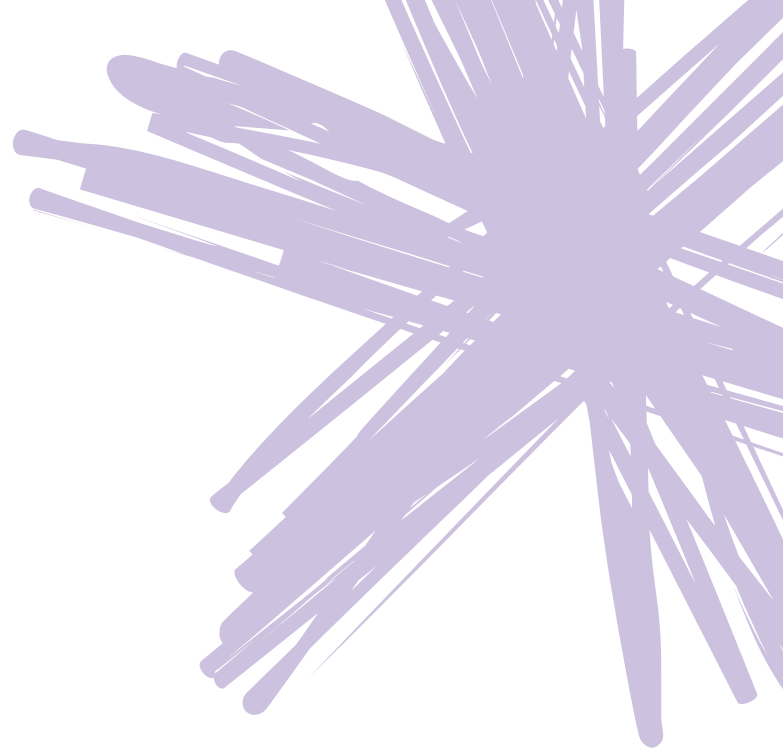
Appointed 1 September 2016 and last re-elected at the 2018 Annual Meeting.

Board Committees:

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

Biography:

Alison joined the Board in September 2016. She brings a broad range of skills, including knowledge and expertise in the fast-moving consumer goods (FMCG) sector and in governance, leadership and marketing-led innovation. Her background includes 30 years experience at major international FMCG companies, including PepsiCo, Kimberley-Clark, Goodman Fielder and Griffins Foods. She is currently a director of GWA Group, Rockit Global, Zespri and is Chair of Tom & Luke and Babich Wines. Alison has a Bachelor of Science from the University of Southampton and a Business Diploma in Marketing from the University of Auckland.



Mr David Havercroft

Resolution 3: Re-election of Mr David Havercroft

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. Mr David Havercroft has been appointed as a non-executive director with effect from 1 October 2021. Mr David Havercroft accordingly retires and offers himself for re-election at the 2021 Annual Meeting. Mr David Havercroft is considered by the Board not to be independent.

Term of Office:

Appointed with effect from 1 October 2021.

Board Committees:

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

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 was previously at Spark New Zealand (then Telecom) from 2009, where he held a number of roles including Chief Operating Officer and Chief Technology Officer until 2017. Over the years, he has also held executive and management positions in IBM Asia Pacific, Cable & Wireless and BT. David is currently a Director of KiwiWealth and Westpac

New Zealand and was formerly a director of Kordia.

Following his departure as a Spark executive in 2017, Mr Havercroft provided consultancy services to Spark. Over the course of his engagement this included advisory services to the Spark Board and acting as the shareholder representative director on material Spark joint venture companies Southern Cross and Connect 8. Mr Havercroft ceased to provide consultancy services and stepped down from his Southern Cross and Connect 8 directorships in September 2021.

The Board has determined that Mr Havercroft had a 'material relationship' as defined in its Board charter and has been classified as not independent. While the Spark Board does not consider Mr Havercroft's independent judgement would be compromised, Mr Havercroft's recent relationships with Spark highlighted the risk of a perceived lack of independence. As Mr Havercroft's business relationships with Spark have now ceased, the Board will review its determination in respect of Mr Havercroft's independence after three years have elapsed.

Mr Havercroft's status as not independent does not impact Spark's compliance with its Charters, the NZX Listing Rules, NZX Corporate Governance Code nor the ASX Corporate Governance Council Principles and Recommendations. The Spark Board composition is majority independent, and the Chair of the Board and each Committee continue to be independent.

Procedural Notes

This year shareholders may only attend the Annual Meeting virtually via the online portal or by telephone.

Online Participation

Shareholders that attend via the online portal can watch the Annual Meeting, vote and ask questions during the Annual Meeting. In order to participate, shareholders will need to provide their Holder Number for verification purposes. Shareholders will be able to ask questions during the Annual Meeting via the chat functionality or via telephone. Spark's Virtual Annual Meeting portal can be found at virtualmeeting.co.nz/spark2021. If you require any help using the online portal prior to or 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 448 986** or from Australia please dial **1800 572 288**. 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 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/spark2021

Voting Entitlements

Only shareholders whose names are registered on the Spark share register at 5.00 pm on Wednesday 3 November 2021 (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 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 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.

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 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 Link Market Services Limited via mail or email no later than 1.00 pm on Wednesday 3 November 2021 (New Zealand time).

Shareholder Questions

We want to make it as easy as possible for shareholders to ask questions at this year's meeting, and we appreciate many people will not be familiar with the virtual format. There are several options available to shareholders in order to make asking a question as easy as possible. Shareholders can ask a question either during the Annual Meeting or in advance of the Annual meeting for those shareholders who are unable to attend.

Submitting questions in advance of the Annual Meeting

If you would like to ask a question in advance of the meeting 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 29 October 2021 (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 448 986** or from Australia please dial **1800 572 288**. 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/spark2021.