



NEW ZEALAND
MEDIA AND
ENTERTAINMENT

NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

TO BE HELD 26 APRIL 2023 AT THE NZME IHEART LOUNGE,
2 GRAHAM STREET, AUCKLAND CENTRAL AND ONLINE AT
VIRTUALMEETING.CO.NZ/NZM23

NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder,

NZME Limited (**NZME**) invites you to join in person or online its 2023 Annual Shareholders' Meeting (the **Annual Shareholders' Meeting** or the **meeting**).

Notice is hereby given that the meeting will be held at the **NZME iHeart Lounge, 2 Graham Street, Auckland Central, Auckland 1010** and online at virtualmeeting.co.nz/nzm23 on **Wednesday 26 April 2023 commencing at 3:00pm**.

The Directors invite shareholders to join them for afternoon tea from 2:30pm

IMPORTANT DATES AND TIMES

All times are in New Zealand time.

Vote-eligibility date for voting entitlements for the Annual Shareholders' Meeting:
Friday 21 April 2023, 5:00pm

Latest time for receipt of proxy voting forms:
Monday 24 April 2023, 3:00pm

Annual Shareholders' Meeting:
Wednesday 26 April 2023, 3:00pm

AGENDA

1. Chairman's Address

Barbara Chapman

2. Chief Executive Officer's Address

Michael Boggs

3. Ordinary Resolutions

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

Ordinary Resolution 1:

Re-election of Barbara Chapman

That Barbara Chapman, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.

Please see explanatory notes for further information.

Ordinary Resolution 2:

Auditor's remuneration

That the Directors of NZME be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2023.

Please see explanatory notes for further information.

4. General Business

To consider any other business that may be properly brought before the Annual Shareholders' Meeting.



On behalf of the Board

A stylized black ink signature of Barbara Chapman.

Barbara Chapman
Chairman
24 March 2023

EXPLANATORY NOTES



Ordinary Resolution 1: Re-election of **Barbara Chapman**

NZME's constitution and the NZX Listing Rules require that a director does not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer.

Barbara Chapman was last elected as a director of NZME by shareholders at NZME's 2020 Annual Shareholders' Meeting held on 11 June 2020, and being eligible, offers herself for re-election at the meeting. She has the full support of the NZME Board.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that Barbara Chapman qualifies as an independent director.

Barbara is the Chairman of the NZME Board and a member of the Audit & Risk Committee.

Barbara served as Chief Executive and Managing Director of ASB Bank Limited from 2011 until February 2018. She has extensive business experience gained through a successful career in banking and insurance. During her career she has held a number of senior and executive roles in retail banking, marketing, communications, human resources and life insurance. Barbara is passionate about people and culture, and promoting best practice in community, governance and sustainability. She is the Chairman of Genesis Energy Limited and holds an independent directorship on the board of Fletcher Building Limited and Bank of New Zealand. She is also Deputy Chair of The New Zealand Initiative and Patron of the New Zealand Rainbow Excellence Awards. Barbara was appointed Chairman of the NZME Board in June 2020.

Ordinary Resolution 2: **Auditor's Remuneration**

The current auditor of NZME, PricewaterhouseCoopers, will automatically continue in office by virtue of section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993, an auditor's fees and expenses must be fixed in the manner determined at a shareholders' meeting. Shareholder approval is therefore sought for the Board to fix PricewaterhouseCoopers' fees and expenses for the 2023 financial year.

PROCEDURAL NOTES

Entitlement to Vote

The only persons entitled to vote at the meeting are those shareholders whose names are recorded in the share register of NZME as at **5:00pm on Friday 21 April 2023**. Only the shares registered in those shareholders' names at that time may be voted at the meeting.

All resolutions to be considered at the meeting are ordinary resolutions. Each resolution will be passed if more than 50% of the votes of those shareholders who are entitled to vote and who vote on the resolution are voted in favour of that resolution.

Online participation

To participate at the meeting online use the following link to NZME's share registrar's virtual meeting platform: **virtualmeeting.co.nz/nzm23**

Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting. If you will be participating online you will require your shareholder number, found on your voting/proxy form, for verification purposes.

EXPLANATORY NOTES

More information regarding virtual attendance at the meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at:

bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf

Voting and Proxies

Your right to vote may be exercised by:

- (a) **attending the meeting and voting in person or participating virtually and voting via the online platform;**
- (b) **submitting an online or postal vote; or**
- (c) **appointing a proxy (or representative in the case of a corporate shareholder) to attend and vote in your place.**

A proxy need not be a shareholder of NZME. Further details of how to direct your proxy to vote or give your proxy discretion to vote are set out in the enclosed postal vote/proxy form.

You can cast a postal vote or appoint a proxy to vote on your behalf by completing and returning the enclosed postal vote/proxy form in accordance with the instructions set out on the form. NZME's share registrar, Link Market Services Limited, has been authorised by the Board to receive and count postal votes at the meeting.

Alternatively, you can submit your vote or appoint a proxy online at <https://vote.linkmarketservices.com/NZM>. You will require your CSN/Holder Number and FIN (New Zealand Register Holders) or HIN/SRN and postcode (Australian Register Holders) to complete your online vote or proxy appointment.

Your completed copy of the postal vote/proxy form must be received by Link Market Services Limited, or your online appointment or vote completed, no later than 3:00pm on Monday 24 April 2023, 48 hours before the meeting. Postal vote/proxy forms received after this time will not be valid for the meeting.

If attending in person, please bring the enclosed form to the meeting. The barcode is required for registration.

 The New Zealand Herald

THE COUNTRY

The Northern
Advocate

THE
HITS

DRIVEN

 travel

VIVA

 OneRoof

Coast

NewstalkZB

HOROWHENUA
CHRONICLE

ROTORUA

Daily Post

GOLD

GOLD SPORT

 HERALD ON SUNDAY

Hawke's Bay
TODAY

BusinessDesk.

 iHeartRADIO

Te Puke Times

 RADIO
HAURAKI

HASTINGS
Leader

HC POST

 nzherald.co.nz

C
canvas

NEW ZEALAND
Education Gazette
MAHIA - KAITIAKI

ZM

Taupo & Tūrangi
Herald


radiowanaka

 RESTAURANT HUB

ROTORUA
Weekender

CHB
Mail

ALTERNATIVE
COMMENTARY
COLLECTIVE

Waikato **Herald**

Bay of Plenty Times

Whanganui Chronicle

Te Awamutu
Courier

essence

Manawatū
GUARDIAN

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BUSHTELEGRAPH
Taranaki

Katikati Advertiser

The Northland Age

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Kāpiti News

WHANGANUI
MIDWEEK

Women's lifestyle
expo

spy

Weekend Herald

HOME & LIFESTYLE
— SHOW —

hokonui

NAPIER
Courier

 TimeOut

 nzheraldfocus

Stratford
PRESS

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HERE.**

**NZ
ME.**
NEW ZEALAND
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For personal use only

LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/NZM

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010
New Zealand

Mail:

Use the enclosed reply paid
envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142, New Zealand

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR NZME LIMITED 2023 ANNUAL SHAREHOLDERS' MEETING

The Annual Shareholders' Meeting of NZME Limited (NZME) will be held at NZME iHeart Lounge, 2 Graham Street, Auckland Central and online via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/nzm23 on **Wednesday, 26 April 2023, commencing at 3:00pm** (New Zealand time). If you will be attending online, you will require your Holder Number for verification purposes.

If you propose NOT to attend the Annual Shareholders' Meeting in person or online but wish to vote by postal vote or appoint a proxy, please complete and return the Postal Vote/Proxy Form to Link Market Services no later than **3:00pm on Monday, 24 April 2023**. Alternatively, proxy appointment or postal voting can be completed online by going to vote.linkmarketservices.com/NZM or by scanning the QR code above with your smartphone. Any Postal Vote/Proxy Form received or completed online after 3:00pm Monday, 24 April 2023 will not be valid for the Annual Shareholders' Meeting.

Postal Vote

As a shareholder entitled to vote at the Annual Shareholders' Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. Please do not appoint a proxy if you are voting by postal vote. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Appointment of proxy

Any shareholder of NZME entitled to attend and vote at the Annual Shareholders' Meeting may appoint a proxy to attend and vote in the place of that shareholder. A proxy need not be a shareholder of NZME. The Chair of the meeting is willing to act as proxy for any shareholder who appoints her for that purpose. If you appoint the Chair of the meeting as proxy, but do not direct the Chair how to vote on a resolution, then the Chair of the meeting will vote your shares in favour of that resolution. To appoint the Chair as your proxy, please write "Chair of the Meeting" in the space marked "Full Name" on the Postal Vote/Proxy Form.

If, in appointing a proxy, you do not name a person as your proxy or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may vote in accordance with your express direction. Shareholders that have appointed a proxy may still attend the Annual Shareholders' Meeting in person or online but will not be able to vote as a proxy has been appointed.

Voting of your holding

If you appoint a proxy you may either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR give your proxy discretion to vote as he or she sees fit by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If you tick the "Proxy Discretion" box for a particular resolution, or if you do not tick any box for a particular resolution, then the proxy may vote as he/she thinks fit or abstain from voting.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration. A corporation which is a shareholder may appoint a representative to attend the Annual shareholders' Meeting on its behalf in the same manner as it could appoint a proxy.

Signing instructions for proxy forms

Individual Holding

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

Joint Holding

If you are joint holders of shares, either joint shareholder may sign this form.

Power of Attorney

If this form has been signed by an attorney, a copy of the power of attorney (unless it has already been deposited with Link Market Services Limited) and a signed certificate of non-revocation of the power of attorney must be returned to Link Market Services Limited.

Corporate Shareholder

If the shareholder is a company, this form must be signed on behalf of the company by a duly authorised person acting under the company's express or implied authority.

Go online to vote.linkmarketservices.com/NZM to vote or turn over to complete the Postal Vote/Proxy Form

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐ I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We named above, being a shareholder of NZME Limited:

hereby appoint: _____ of _____
(Full Name) (E-mail address)

or: _____ of _____
(Full Name) (E-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders’ Meeting of NZME Limited to be held on **Wednesday, 26 April 2023 commencing at 3:00pm** (New Zealand time), and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof).

STEP 2: ITEMS OF BUSINESS – VOTING INSTRUCTIONS

Please note: For each resolution you must tick one box. If you mark the “Abstain” box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted in computing the required majority for that item. Proxy discretion is not applicable when voting by postal vote.

Resolutions

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

	For	Please indicate with a ✓ Against	Abstain	Proxy Discretion
1. That Barbara Chapman, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the Directors of NZME be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2023.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Shareholders’ Meeting, in person or via the virtual meeting platform at www.virtualmeeting.co.nz/nzm23 will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/NZM and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by 3:00pm on Monday, 24 April 2023. The Board will address and answer questions during the meeting.

Question:

STEP 4: 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 this form by mail and wish to receive your future investor communications by email please provide your email address below.