



**MARKET RELEASE – THURSDAY 3 OCTOBER 2024**

## **2024 Notice of Annual Meeting and Proxy form**

The 2024 Annual Meeting of Spark New Zealand Limited will be held at Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10am on Friday, 1 November 2024 (New Zealand time).

Shareholders can attend the meeting in person, online via the Annual Meeting portal at [virtualmeeting.co.nz/spark2024](https://virtualmeeting.co.nz/spark2024), or by telephone by dialling 0800 449 170 from New Zealand or 1800 896 574 from Australia. Shareholders can ask a question in advance of the Annual Meeting by completing the shareholder question section on the Proxy Form, or online by going to [vote.linkmarketservices.com/SPK](https://vote.linkmarketservices.com/SPK).

Please see the Notice of Meeting and Proxy Form attached. The Notice of Meeting and Proxy Form will also be available at [investors.sparknz.co.nz](https://investors.sparknz.co.nz).

For more information about virtual attendance, including how to vote and ask questions, please refer to the Virtual Annual Meeting Online Guide at [investors.sparknz.co.nz](https://investors.sparknz.co.nz).

### **Authorised by:**

Chante Mueller  
Head of Investor Relations & Insurance

### **For more information contact**

#### **For media queries please contact:**

Althea Lovell  
Corporate Relations Lead Partner  
(64) 21 222 2992  
[althea.lovell@spark.co.nz](mailto:althea.lovell@spark.co.nz)

#### **For investor queries please contact:**

Chante Mueller  
Head of Investor Relations & Insurance  
(64) 27 469 3062  
[chante.mueller@spark.co.nz](mailto:chante.mueller@spark.co.nz)

### **About Spark**

Spark is New Zealand's largest telecommunications and digital services company, with a purpose to help all of New Zealand win big in a digital world. Spark provides mobile, broadband, and digital services to millions of New Zealanders and thousands of New Zealand businesses.

[www.sparknz.co.nz](https://www.sparknz.co.nz)

For personal use only

10.00 am, Friday 1 November 2024



For personal use only

## 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](https://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

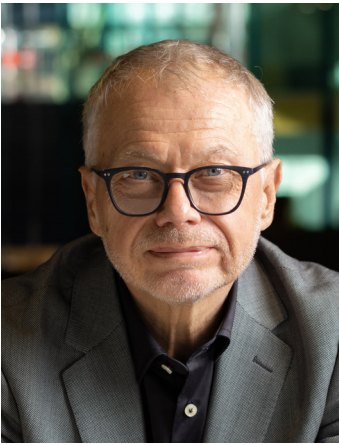
### Resolution 1: Fixing the remuneration of the auditor, Deloitte

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](https://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](https://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](https://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](https://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](https://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](https://virtualmeeting.co.nz/spark2024).

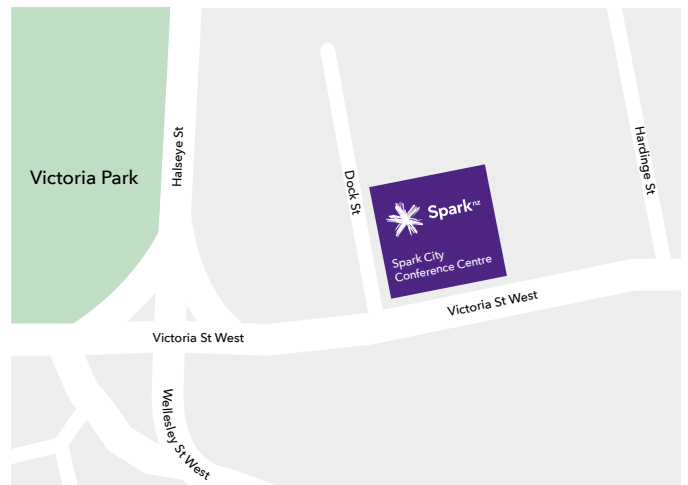
## Venue & Parking

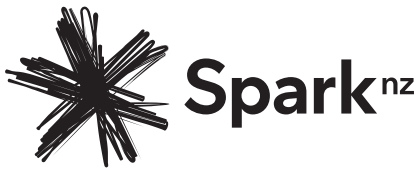
Spark's Annual Meeting will be held at:

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](https://at.govt.nz/bus-train-ferry)





## Proxy Form 2024

**Online**  
vote.linkmarketservices.com/SPK

**Scan & Email**  
meetings@linkmarketservices.com

**Mail**  
MUFG Pension & Market Services  
PO Box 91976  
Auckland 1142  
New Zealand

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Scan this QR code with your smartphone and vote online

Unique PIN (for telephone attendance)

NZ: 0800 449 170  
AU: 1800 896 574

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### General Enquiries

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

## Proxy Form for the 2024 Annual Meeting

The Annual Meeting of Spark New Zealand Limited ("Spark") will be held in the Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10am on Friday 1 November 2024 (New Zealand time).

Shareholders can attend the Annual Meeting online via the Virtual Meeting portal at virtualmeeting.co.nz/spark2024. Alternatively, shareholders can attend by telephone from New Zealand by dialling 0800 449 170 or from Australia by dialling 1800 896 574. 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 at least 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 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 MUFG Corporate Markets (formerly Link Market Services Limited) by 10am on 30 October 2024 (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 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), 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. 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 the resolutions and all shareholders will vote together as one class.

### 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, either of the joint shareholders (or the 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 MUFG Corporate Markets (formerly Link Market Services Limited), 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 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](https://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 Listing Rules) at the Annual Meeting of Spark to be held in the Spark City Conference Centre, Level 2, 167 Victoria Street West, Auckland at 10am on Friday 1 November 2024 (New Zealand time), and, simultaneously, to be held virtually via telephone and the Virtual Meeting portal 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
<b>Item 1</b> 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"/>
<b>Item 2</b> That Mr David Havercroft is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 3</b> That Ms Lisa Nelson is re-elected as a director of Spark.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Item 4</b> That Mr Warwick Bray 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 present at the Annual Meeting (either in person or by telephone or online via the Virtual 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 Meeting portal but would like to ask a question, you can submit a question online by going to [vote.linkmarketservices.com/SPK](http://vote.linkmarketservices.com/SPK) and completing the online validation process or by completing the question section below and returning it to MUFU Corporate Services (formerly Link Market Services). Shareholder questions will need to be submitted by 5 pm on Friday 25 October 2024 (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.

For personal use only