

Our Annual Shareholders' Meeting

As a shareholder of NZX Limited, you are invited to our Annual Meeting to be held at the Trinity Wharf Hotel, Tauranga (or [online](#)) on Thursday, 8 April 2021 at 10am. NZX Limited is also enabling a virtual shareholder meeting option for you to join and participate [online](#).

Venue: [Trinity Wharf Hotel, Tauranga](#)

Date: [Thursday, 8 April 2021](#)

Time: [10:00am](#)

If you are attending the meeting in person, please bring your CSN/Security holder number with you to help make registration quick and simple with the Link Market Services team (who will be at the entrance to the room). If you are joining the meeting [online](#) further instructions on how to participate are outlined below.

If there are additional lockdown restrictions as a result of COVID that require changes to the arrangements for the Annual Meeting we will update you via announcements to NZX.

Business

A. Chairman's welcome and strategic overview

B. CEO report on financial and business performance

C. Financial statements

To receive the Annual Report for the 12 months ended 31 December 2020, including the financial statements and the auditor's report.

D. Ordinary Resolutions

The following resolutions will be voted on at the meeting:

1. That the Board be authorised to determine the auditor's fees and expenses for the 2021 financial year;
2. To re-elect Nigel Babbage as a director of NZX Limited; and
3. To re-elect Lindsay Wright as a director of NZX Limited.

After serving eight years on the Board, Jon Macdonald is retiring as a director of NZX Limited and is not seeking re-election.

The Board unanimously supports resolutions 1 to 3 and recommends that you vote in favour of them at the meeting.

E. Other business

To consider any other business that may be properly brought before the meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'Hamish Macdonald'.

Hamish Macdonald

COMPANY SECRETARY

Explanatory Notes

All resolutions to be put to the meeting are discussed in the following Explanatory Notes.

Resolutions 1 to 3 are proposed as ordinary resolutions and, to be passed, require approval by a simple majority of votes of shareholders who are entitled to vote on the resolutions and who exercise their right to vote. All references in this Notice of Meeting to the "Listing Rules" are references to the NZX Listing Rules dated 10 December 2020.

Resolution 1: Auditor

KPMG is the current auditor of NZX. The Companies Act 1993 ("Act") provides that a company's auditor is automatically re-appointed unless the shareholders resolve to appoint a replacement auditor, or there is another reason for the auditor not to be re-appointed. Section 207S of the Act further provides that the auditor's fees and expenses must be fixed by the Company, or in the manner that the Company determines at a shareholders' meeting.

Shareholders are being asked to resolve that the Board is authorised to fix the fees and expenses of KPMG for the 2021 financial year.

Resolution 2: Re-election of Nigel Babbage as Director of NZX

Pursuant to Listing Rule 2.7.1, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Nigel Babbage retires in accordance with Listing Rule 2.7.1, and offers himself for re-election.

Nigel was appointed as a director in December 2017. Nigel has spent more than 35 years working in financial and capital markets locally and globally, and brings to NZX extensive clearing and derivatives experience.

Nigel previously held executive roles with British Petroleum (now BP) and Citibank, managing the New York currency derivatives desk, and worked for BNP Paribas, where he took on the joint role of Global Head of Currency Derivatives Trading and Head of North American Foreign Exchange. He served on the Foreign Exchange Committee of the Federal Reserve Bank of New York for three years.

Nigel is currently CEO of Christchurch-based investment company Mohua Investments Limited.

Resolution 3: Re-election of Lindsay Wright as a Director of NZX

Pursuant to Listing Rule 2.7.1, a director must not hold office without re-election past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Lindsay Wright retires in accordance with Listing Rule 2.7.1, and offers herself for re-election.

Lindsay was appointed as a director in February 2018. She has more than 30 years' financial services and funds management experience locally and globally and brings to NZX extensive capital markets, capital markets operations and funds management experience.

Lindsay is CEO of Funds Management at Sun Hung Kai & Co. She has held a range of senior roles in the funds management sector both globally and regionally (APAC) for Matthews Asia, BNY Mellon Investment Management, Invesco Hong Kong, Harvest Funds China and Deutsche Asset Management. Lindsay started her career with Bankers Trust in New Zealand, becoming CFO/COO before moving to Deutsche Asset Management.

From a governance perspective she has served as Deputy Chair of the Board and Chair of the Audit and Risk Committee of the Guardians of the NZ Super Fund, and as a director of Kiwibank. Lindsay has a Bachelor of Commerce from the University of Auckland and is a Fellow of the Hong Kong Institute of Directors.



Important Information

Voting

You are entitled to vote at the Annual Meeting if you have a shareholding in NZX Limited at **5.00pm on Tuesday 6 April 2021**. If you are entitled to vote and wish to do so in person, you should attend the Annual Meeting.

A proxy form is enclosed with this Notice of Annual Meeting which allows you to vote on the resolutions notified in this Notice of Annual Meeting. Please bring this form with you to the meeting, as the barcode will assist with your registration.

Proxies and corporate representatives

Any shareholder of NZX who is entitled to attend and vote at the Annual Meeting, is entitled to appoint a proxy (or representative in the case of a corporate shareholder) to attend the meeting and vote on their behalf. A proxy need not be a shareholder of NZX.

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you should make the appropriate election, either [online](#) or on the proxy form, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1 to 3.

The Chair of the meeting is willing to act as proxy for any shareholder who appoints him for that purpose. If you appoint the Chair of the meeting as your proxy and do not direct the Chair how to vote in the proxy form, the Chair will vote in favour of resolutions 1 to 3.

If, in appointing your proxy, you do not name a person as your proxy (either [online](#) or on the proxy form that is lodged with Link Market Services), or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may only vote in accordance with your express direction. To be valid, a completed proxy form must be returned so that it is received by no later than **10.00am on Tuesday 6 April 2021**. Any proxy form received after this time will not be valid for the meeting. You may return your completed proxy form by delivering it to Link Market Services using one of the following methods:

Online at: <https://investorcentre.linkmarketservices.co.nz/voting/nzx> (you will need your CSN/holder number and authorisation code (FIN))

Scan and email to: meetings@linkmarketservices.co.nz (use 'NZX Proxy' as email subject)

Mail to: Link Market Services, PO Box 91976, Auckland 1142, New Zealand using the enclosed reply paid envelope

By hand to: Link Market Services, Level 11, Deloitte Centre, 80 Queen Street, Auckland 1010, New Zealand

Online Participation

To participate at the meeting online use the following link to NZX's share registrar's virtual meeting platform: <http://www.virtualmeeting.co.nz/NZX21>

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 proxy form, for verification purposes.

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: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

Webcast

If you are unable to attend the meeting and would like to follow proceedings, you can view the Annual Meeting live by webcast at the link <http://www.virtualmeeting.co.nz/NZX21>

A full replay of the webcast will be available via the link below and can be accessed online at NZX's Investor Centre: <https://www.nzx.com/about-nzx/investor-centre>

Questions

Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions.

To encourage shareholder participation, we also invite those unable to attend in person to submit questions ahead of the meeting. If you would like to submit a question you can do so [online](#) or using the enclosed proxy form. Questions received by 10.00am on Tuesday 6 April 2021 will be addressed and answered at the meeting.

Copies of the Annual Meeting presentation materials will be published and available online shortly before the meeting begins.

How to get to the Annual Meeting

Directions

Trinity Wharf is located near the Tauranga CBD at 51 Dive Crescent. If you're coming from Tauranga Airport, take the City Centre/Sulphur Point exit on the State Highway 2 overpass.

Turn left at the lights, head toward town and the hotel will be on your left.

Trinity Wharf reception: +64 577 8700 | 0800 577 8700

