

Proxy form for the NZX 2021 Annual Meeting

Lodge your proxy

Online

<https://investorcentre.linkmarketservices.co.nz/voting/NZX>
(CSN/holder number and authorisation code (FIN) required to vote)

Scan & Email

meetings@linkmarketservices.com
(please use "NZX Proxy Form" as the subject)

Mail

LINK Market Services
PO Box 91976, Auckland, 1142, New Zealand
(If mailing proxy from within New Zealand please use the pre-paid envelope provided. If you are mailing from outside New Zealand you can also use the return envelope but please add a stamp for the required postage)

Deliver In Person

Link Market Services Limited, Level 11, Deloitte Centre,
80 Queen Street, Auckland

The Annual Meeting of NZX Limited (NZX or the Company) will be held in the Trinity Wharf Hotel, Tauranga, and virtually via an online platform provided by NZX Limited's share registrar, Link Market Services at www.virtualmeeting.co.nz/NZX21, on **Thursday 8 April 2021, commencing at 10:00am**. Please register and be seated by 9:50am. If you will be attending **online**, you will require your Holder Number for verification purposes.

Appointment of Proxy

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chairman or any other director can act as a proxy for any shareholder who appoints him or her. If, in appointing your proxy, you do not name a person to be your proxy (either **online** or on this form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote in accordance with your express direction.

Voting of your holding

Direct how to vote your proxy by making the appropriate election, either **online** or on this form, in respect of each item of business (resolution 1 to 3). If you do not make an election in respect of a resolution your proxy may vote as they choose.

If you make more than one election in respect of a resolution your vote will be invalid for that resolution.

Appointing the chairman of the meeting or a director as your proxy

If you expressly appoint the Chairman of the meeting or any other Director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they may exercise your vote even if they have an interest in the outcome of that resolution.

The Chairman of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 3.

Please complete, sign and lodge this Proxy Form and voting instructions with LINK Market Services (NZX's registry), no later than **10:00am on Tuesday, 6 April 2021**.

Proxies need to be lodged as per the instructions on this form.

Attending the meeting

If you propose to attend the Annual Meeting please bring this Admission Card/Proxy Form intact to the meeting, the barcode is required for registration at the meeting.

Signing instructions for proxy forms

Individual holding

Where the holding is in one name, the security holder must sign.

Joint holding

This Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).

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 the registry), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Company

This Proxy Form 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.

▶ Go online to <https://investorcentre.linkmarketservices.co.nz/voting/NZX> 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 NZX Limited

Hereby appoint of
 (full name of proxy) (full address)

Or failing that person of
 (full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of NZX Limited to be held at **10:00am, Thursday 8 April 2021**, and at any adjournment of that meeting.

STEP 2: Items of business - 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 during the poll, and your votes will not be counted in computing the required majority.

Ordinary Business:

This form is to be used to vote as follows on the following: Tick (✓) in box to vote

Ordinary Resolutions:

	For	Against	Abstain	Discretion
1. That the Board be authorised to determine the auditor's fees and expenses for the 2021 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Nigel Babbage be re-elected as a director of NZX Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Lindsay Wright be re-elected as a director of NZX Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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). Unless otherwise instructed as above, the proxy may vote as he/she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: Shareholder questions

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question [online](https://investorcentre.linkmarketservices.co.nz/voting/NZX) by going to <https://investorcentre.linkmarketservices.co.nz/voting/NZX> and completing the [online](#) validation process, or complete the question section below and return to LINK Market Services in the reply paid envelope enclosed. Questions will need to be submitted by 10.00am on Tuesday 6 April 2021. The Board will address and answer questions at the Annual Meeting.

Questions:

SIGN: Signature of shareholder(s) This section must be completed.

Shareholder 1

or duly authorised officer

Shareholder 2

or duly authorised officer

Shareholder 3

or duly authorised officer

Electronic Investor Communications

If you received the Notice of Meeting & Proxy by mail and wish to receive your future investor communications by email please provide your email address below:

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 herself 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

