

NZX Limited

SUBORDINATED NOTES ELECTION PROCESS



NZX SUBORDINATED NOTES (NZX010) ELECTION PROCESS

8 May 2023

Dear Holder(s)

You are receiving this letter because you hold unsecured, subordinated notes ("**Subordinated Notes**") issued by NZX Limited ("**NZX**") and were recorded on the Subordinated Notes register at the close of business on 4 May 2023 as having a New Zealand address.

The terms and conditions of the Subordinated Notes allow NZX to run an election process prior to each Election Date in order to change some of the terms and conditions from the Election Date. Under an election process, Holders of the Subordinated Notes can elect to either:

- retain all or some of their Subordinated Notes subject to new terms and conditions that will apply from the Election Date; or
- have all or some of their Subordinated Notes redeemed on the Election Date.

Election Dates occur at 5-yearly intervals, and the first Election Date is on 20 June 2023. NZX has decided to run an election process prior to the first Election Date.

This means you now need to decide whether to retain all or some of your Subordinated Notes on the new terms and conditions described below or have all or some of your Subordinated Notes redeemed for cash. The election process is outlined below and in the accompanying Election Process Invitation.

New Conditions of the Subordinated Notes

If you elect to retain all or some of your Subordinated Notes, you will continue to hold those Subordinated Notes on the same terms and conditions that currently apply, except for the following change that will take effect from the first Election Date:

New Interest Rate: The Interest Rate for the period from (and including) the first Election Date (20 June 2023) to (but excluding) the next Election Date (20 June 2028) will change to be equal to the higher of: (a) 6.50% per annum; and (b) the sum of 2.25% per annum plus the mid-market interest swap rate for a 5 year term starting on the first Election Date (adjusted to a quarterly basis as necessary), as calculated by NZX in conjunction with the joint lead managers (according to market convention) on 13 June 2023.

The Subordinated Notes will also have a new ISIN (NZNZXD0020L4) and ticker (NZX020).

Redeeming your Subordinated Notes

Alternatively, if you elect to redeem all or some of your Subordinated Notes, NZX may, at NZX's option, either redeem or purchase those Subordinated Notes on the first Election Date.

The redemption amount or purchase price will be equal to the principal amount of the Subordinated Notes plus any accrued but unpaid interest on those Subordinated Notes as at the first Election Date.

ACTION TO BE TAKEN

It is important that you make an election in relation to your Subordinated Notes. We encourage you to complete your Holder Response online at

<https://nzx.linkinvestorservices.co.nz/forms/offer>. Your completed Holder Response must be submitted online or returned by email or post so that it reaches Link Market Services Limited no later than 5.00pm on Monday 29 May 2023.

To complete your Holder Response, you will need your CSN/Holder Number and your unique Entitlement Number. Your details are:

- o CSN/Holder Number: [XXXXXXX]
- o Entitlement Number: [XXXXXX]

If your duly completed Holder Response is not submitted online or received by Link Market Services Limited, in each case by 5.00pm on Monday 29 May 2023, you will be deemed to have elected to retain all your Subordinated Notes on the new terms and conditions described above.

If you have any doubt as to what you should do in relation to your Subordinated Notes, you should contact your authorised financial adviser. If you have any queries regarding the procedure for making your election, please contact Link Market Services Limited on 09 375 5998 or applications@linkmarketservices.co.nz with NZX010 in the subject line.

TRADING HALT

You will not be able to sell or otherwise transfer Subordinated Notes outside of the election process before 21 June 2023. Trading in the Subordinated Notes (NZX010) was suspended at the close of business on 2 May 2023. Trading in the Subordinated Notes (with new ticker NZX020) is expected to resume on 21 June 2023, being the trading day immediately following the first Election Date.

Unless otherwise defined in this letter, capitalised terms used in this letter have the meanings given to them in the terms and conditions that currently apply to the Subordinated Notes, which are set out in schedule 1 to the trust deed dated 15 May 2018 made by NZX and Public Trust (as amended from time to time) ("**Trust Deed**"). The Trust Deed is available on the Disclose Register at <https://disclose-register.companiesoffice.govt.nz> (offer number OFR12393).

Graham Law

Chief Financial Officer