NZX FULL YEAR 2024 RESULTS INVESTOR PRESENTATION

21 February 2025

New Zealand's Exchange
Te Paehoko O Aotearoa

Contents

Important notice

This investor presentation should be read in conjunction with NZX's other periodic and continuous disclosure announcements, and the financial statements in the 2024 Annual Report, which provides additional information on many areas covered in this presentation. These are available at nzx.com.

This presentation contains certain 'forward-looking statements' such as indications of, and guidance or outlook on, future earnings and financial position and performance. This includes statements regarding NZX's current assumptions, which are subject to market outcomes, particularly with respect to market capitalisation, total capital listed and raised, secondary market value and derivatives volumes traded, funds under management and administration growth, integration / restructuring costs and technology costs.

Additionally they assume no material adverse events, significant one-off expenses, major accounting adjustments, other unforeseeable circumstances, or future acquisitions or divestments.

Forward-looking statements are not guarantees or predictions of future performance and involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of NZX, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct. There can be no assurance that actual outcomes will not materially differ from these forward-looking statements.

A number of important factors could cause actual results or performance to differ materially from the forward-looking statements. The forward-looking statements are based on information available to NZX as at the date of this presentation.

Except as required by law or regulation (including the Listing Rules), NZX undertakes no obligation to provide any additional or updated information whether as a result of new information, future events or results or otherwise.

Executive Summary

Mark Peterson

Chief Executive Officer

FY24 Results – Financial Highlights

NZX has produced a strong operating financial result in a mixed year for global markets. Demonstrating all-round business strength through diversity of product offering – as a market operator, fund manager and fund administration platform provider

Operating Earnings[2]
excluding integration & restructure costs

$48.5 million

21.0% increase

Operating Margin
excluding integration & restructure costs

40.2%

8.6% increase

Net Profit After Tax
(NPAT)

$25.5 million

88.1% increase

NPAT excluding accounting adjustments[3]

$18.3 million (30.1% increase)

Final Dividend
(fully imputed)

3.1 cps

Total FY24 dividends 6.1 cps

Operating Earnings[2]
including integration & restructure costs

$47.2 million

21.3% increase

Net Cash Flows

$4.2 million

2.4% increase

Earnings Per Share
(EPS)

7.8 cps

85.7% increase

EPS excluding accounting adjustments[3]

5.6 cps (27.3% increase)

Total Shareholder Return
for 2024

42.6%

Notes:
1 Data is for the year ended 31 December 2024. Percentage changes represent the movement for the year 2023 to 2024.
2 Operating earnings (EBITDA) are before net finance expense, income tax, depreciation, amortisation, loss on disposal of assets, gain on lease modification, change in fair value of contingent consideration, impairment loss on goodwill and share of profit of associate. Operating earnings is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities. Refer to financial statements note 2 for a reconciliation of EBITDA to NZ IFRS profit for the year.
3 Accounting adjustments relate to the write-back of earn out provisions on the acquisition of QuayStreet, offset by a partial write down in the value of the energy contracts with the Electricity Authority.

FY24 Results – 2024 strategic delivery achievements

NZX is delivering to our growth strategy, and we are seeing positive momentum in the key revenue driving metrics

	2024 Targets	2024 Actual	5 Yr Progress
Markets			
• Capital listed and raised	$15.0 billion	$15.8 billion	$17.7bn average p.a.
• Total value traded / cleared	$38.0 billion	$41.5 billion	$43.8bn average p.a.
• Dairy derivatives lots traded	0.70 - 0.85 million lots	0.67 million lots	13.2% CAGR growth
• Information Services revenue growth (excluding one off revenue)	Average revenue growth: 2.1%	(0.2)% growth (excl. one off revenues)	6.4% CAGR growth (excl. one off revenues)
Smart • Funds under management	Average FUM growth: 14.7%	22.6% growth (net cash flows +7.0% and market return +15.6%)	20.6% CAGR growth (excluding acquired FUM)
Wealth Technologies • Funds under administration	Migrate new clients onto the platform and achieve cash flow positivity	ARR: 50.0% growth FUA: 40.4% growth (net cash flows +24.8% and market return +15.6%)	ARR: 46.7% CAGR growth FUA: 47.8% CAGR growth

Strategic Delivery

Group
- Operating margin – improvement
- NPAT (underlying) – growth
- Cashflow – lifting

Capital Markets
- NZX Dark – fully operational
- NZX20 Futures – progressing delivery
- Cost management – restructure

Smart
- Rebrand – commenced
- iShares by BlackRock strategic alliance - signed
- New Exchange Traded Funds (4) - launched
- Maturing operations – leveraging Wealth Technologies

Wealth Technologies
- Cash flow positive on external client activities - achieved
- Client wins – feeding future ARR
- Migrations - successful and growing ARR

Notes:
1 The 2024 Targets are detailed in the Investor Presentation from February 2024.
2 Data is “for the year ended 31 December 2024,” or “as at 31 December 2024” (as applicable).
3 Percentage changes represent the movement for the year 2023 to 2024, except Funds Under Management and Funds Under Administration which are the movement in balances as at 31 December 2023 to 31 December 2024.

2025 strategic delivery - what success looks like

The 2025 strategic priorities and targets for the key revenue metrics drive the 2025 earnings guidance

	2025 Strategic Priorities	External dependencies	2025 Targets
Markets			
• Capital listed and raised	• Ensure NZX positioned for growth when macro-economic environment improves, and markets recover	• Listing ecosystem is dependent on other market participants • No major market correction	$16.0 billion
• Total value traded / cleared	• NZX 20 Index Futures – go live in 2025 • Drive greater scale in clearing	• Participant activity levels drive value traded / cleared • No major market correction • Participant readiness for NZX 20 Index Futures	$41.5 billion
• Dairy derivatives lots traded	• Dairy derivatives – continue to extend market distribution and expand global access	• Participant activity levels and dairy market price volatility drive lots traded	0.78 - 0.93 million lots
• Information Services revenue growth (excluding one off royalty revenue)	• Expand our Information Services product offering	• Dependent on markets growth	Revenue growth: 2.0%
Smart • Funds under management	• Drive scale, efficiencies and operating leverage, including maturing Smart operations to unlock further synergies of scale. Progress our growth initiatives across Smart ETFs, QuaySt & KiwiSaver	• Investment market returns • No major market correction	FUM growth: 10.8%
NZXWT • Annual Recurring Revenue • Funds under administration	• Drive scale, efficiencies and operating leverage, including migrating the current pipeline in 2025	• Clients' migration ability / cadence • Investment market returns • Macro economic environment impacts	Migrate new clients onto the platform and drive cash flow positivity

NZX’s Strategy

We operate under a strategic framework with interconnected businesses driving scale and operating leverage for shareholders and helping New Zealand grow

STRATEGY – Growing, Connecting, Creating Value

VISION – “A trusted New Zealand business, delivering sustainable wealth, value & opportunities for all”

OPERATING RESPONSIBLY

STRATEGIC THEMES

CAPITAL MARKETS

Scale
Listed securities, trading, clearing and settlement volumes

Client Requirements/ Product Expansion
NZX Dark, Derivatives

Operational leverage

Interconnectivity

SMART

Scale
Funds Under Management

Client Requirements/ Product Expansion
Enhanced product range

Operational leverage

Interconnectivity

NZX WEALTH TECHNOLOGIES

Scale
Annual Recurring Revenue
Funds Under Administration

Client Requirements/ Product Expansion
Platform functionality

Operational leverage

VALUES – Stable/secure platform – well managed risk; healthy culture

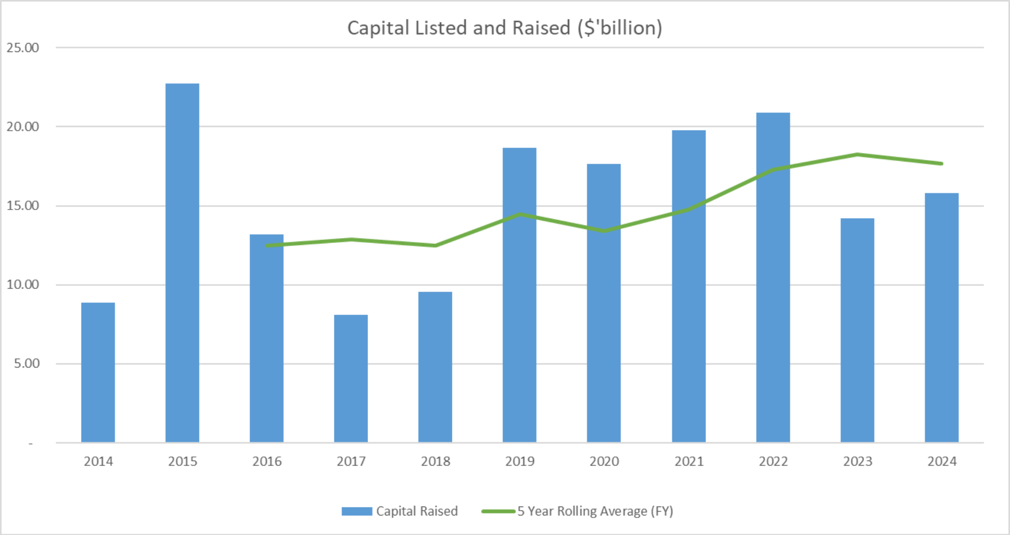
- Assist NZ to grow and improve its productivity
- Three connected and complimentary businesses
- Capital Markets – round out our product offering, build scale in clearing and settlement and capitalise on the operating leverage as markets recover
- Smart – continue the organic growth, invest in our brand, product, client service automation and operating platform
- NZXWT – continue to migrate client demand and capitalise on the competitive position
- Leverage the NZXWT capabilities for Smart
- Operate a well-managed, scalable, secure operations and technology environment

Business Unit Highlights

New Zealand's Exchange
Te Paehoko O Aotearoa

Capital Markets Origination – Capital Listed and Raised

Capital listed increased reflecting a general improvement in the macroeconomic environment, this is driven by i) retail / sustainable debt, and ii) specific large capital raises for acquisitions / positioning for further growth



Market Activity	
Capital Listed / Raised (new and secondary capital raisings)	$15.8 Billion
• Movement from 2023 / 5 year rolling average	+11.6% / (10.4)%

Market Development
Help **streamline the regulatory framework** – collaboration with the Government to implement initiatives in the Capital Markets 2029 report
Proactively working with the broader **market ecosystem** to reinvigorate New Zealand's capital markets
Capital Markets Origination team held numerous "**Listing your company**" and "**Raising capital in New Zealand**" events and showcased current listed clients through various mediums
Enhancing issuers' experiences – continually improve the profile initiatives for issuers to help drive liquidity in their stocks

Secondary Markets – Value Traded / Cleared

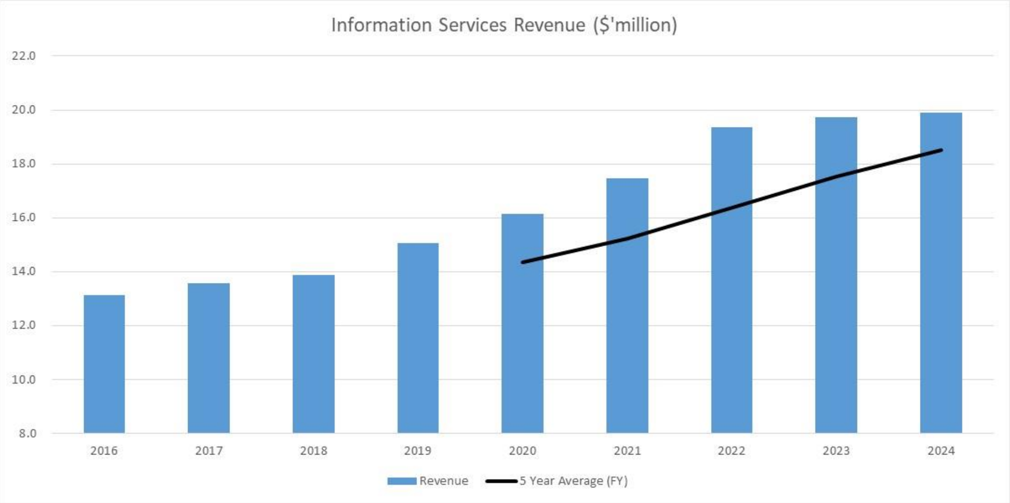
Value traded / cleared increased reflecting a general improvement in the macroeconomic environment in H2-24

Market Activity		
Value Traded / Cleared	$41.5 billion	
• Movement from 2023 / 5 year rolling average	+22.9% / (5.1)%	
• Depository:		
• Assets under custody	$7.8 billion	(2.1)%
• Depository OTC trades	109k	+35.2%

Market Development
NZX Dark (mid-point order book) launched in early June
S&P/NZX20 Index Futures – continue to work towards relaunch
Financial Market Infrastructures Act (FMI) – NZX Clearing transitioned in early 2024, the legislation regulating NZX Clearing is now in line with international participants' expectations
Depository Automation – the project to automate various operational processes is progressing well with the first phase completed in January 2025

Information Services Revenue

Lower professional terminals and subscriptions lag the general improvement in the macroeconomic environment
High level of back dated indices revenue and increased higher value licences



Note: Information Services Revenue graph includes Audit and Backdated Licenses / Indices revenue

Market Activity	
Information Services revenue (including audit / backdated revenue)	$19.9 million
• Movement from 2023 / 5 year CAGR	+1.0% / 5.8%
Audit and Backdated Licenses / Indices revenue includes:	
• Back dated indices revenue ($850k); and	
• Royalty audit revenue ($310k) – decreasing from historical high levels as revenues are now being captured within recurring revenue lines	
Information Services revenue (excluding audit / backdated revenue)	$18.7 million
• Movement from 2023 / 5 year CAGR	(0.2)% / 6.4%

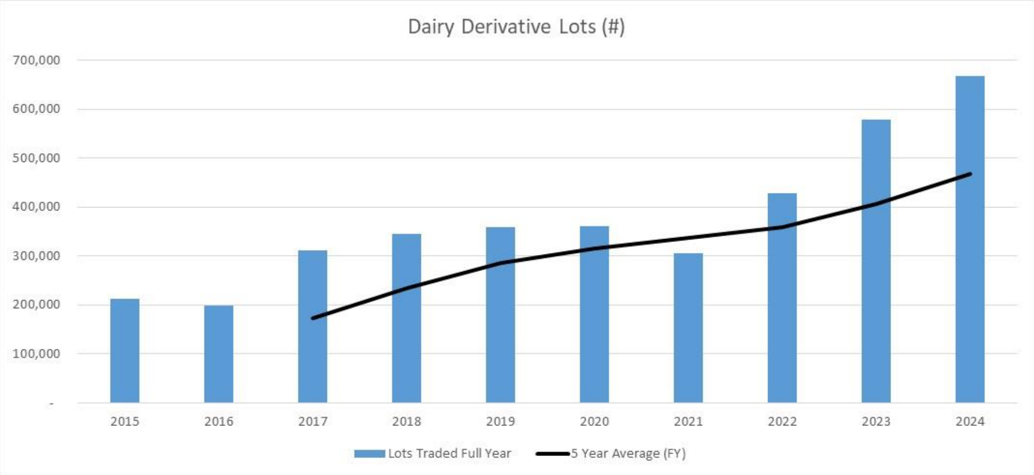
Market Development

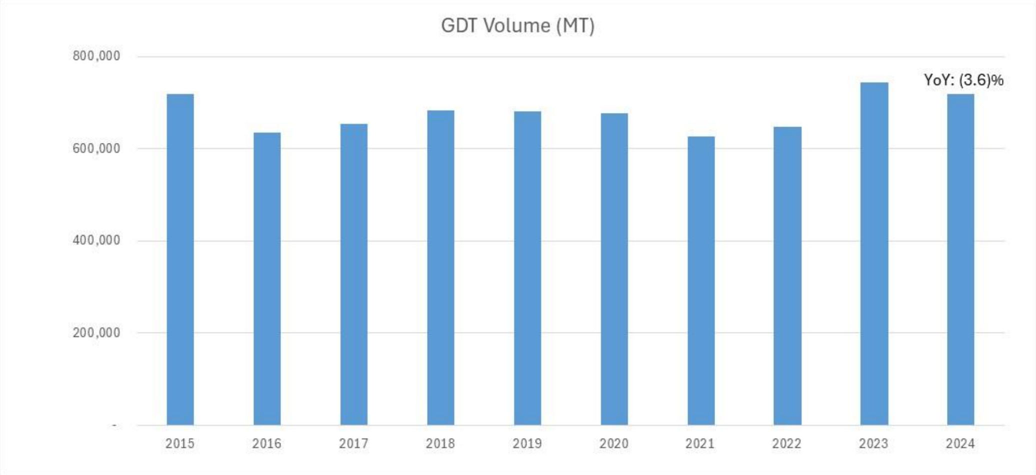
Introduced **new licence type** for end of day data usage, with further new licence types intended for 2025

Connectivity – **completed the Trans-Tasman connectivity upgrade** to increase resilience and simplify connecting global clients to NZX trading and clearing systems.

Dairy Derivatives and GlobalDairyTrade

Dairy Derivatives lots traded continue to see the significant growth expected from the Singapore Exchange strategic partnership though margin fee rates have started to normalise from the prior year peak levels
GlobalDairyTrade is underway with its strategic growth initiatives





Market Activity

• Dairy Derivatives Lots traded	667k
Movement from 2023 / Relative to 5 year rolling average	+15.3% / +42.5%

Dairy Derivatives

Singapore Exchange (SGX) strategic partnership has extended market distribution and expanded global access:

- Trebled the number of trading and clearing members with potential for further expansion;
- Market Maker and Liquidity Provision Schemes operational;
- Margin fees have started to normalise in line with global future interest rate curves; and
- Open interest continues to hit record levels indicating continued growth across the product suite

GlobalDairyTrade Holdings Limited (GDT)

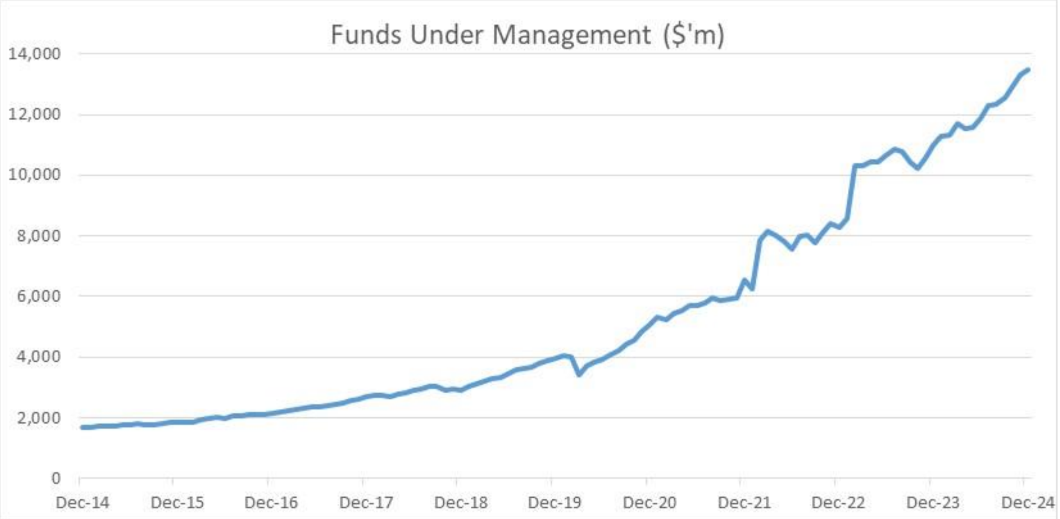
GDT's underlying profitability remains strong

Strategic initiatives – GDT's investments will be a cost drag for a few years:

- 'GDT Pulse' – successfully expanded the number of auctions further enhancing price transparency
- EU and US sales presence established resulting in new global suppliers coming to market though volumes are currently low
- Upgrade to the auction platform commenced with the upgrade OPEX being incurred through to 30 June 2025

Smart – Funds Under Management (FUM)

Continues to drive growth
Smart's future growth opportunities remain strong through organic growth
We continue to mature the operational environment to improve operating leverage



Fund Activity in 2024

- Craigs Investment Partners – the first new funds under the Product Support & Distribution Agreements were launched in April
- Smart launched four new ETFs in October – Smart Bitcoin ETF, Smart Gold ETF, Smart US Technology and Smart S&P/NZX 20 ETF

Funds Under Management (FUM)

Funds Under Management at $13.5 billion, up 22.6% due to:

- Cashflows +$0.8 billion / +7.0%; and
- Market returns +$1.7 billion / +15.6%

Strategic Activities

Smart – ETF rebrand

- the new brand is based on the belief 'the wise invest Smart' – with our products empowering investors to achieve financial success by making wise choices that stand the test of time
- the ETFs are the first phase of the rebrand strategy which will continue into 2025

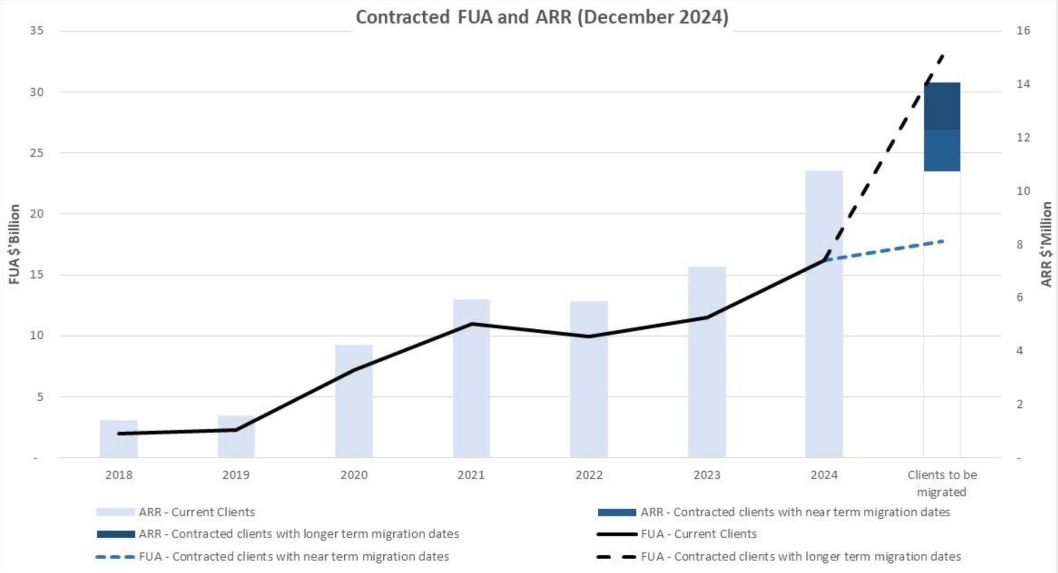
iShares by BlackRock - new strategic alliance

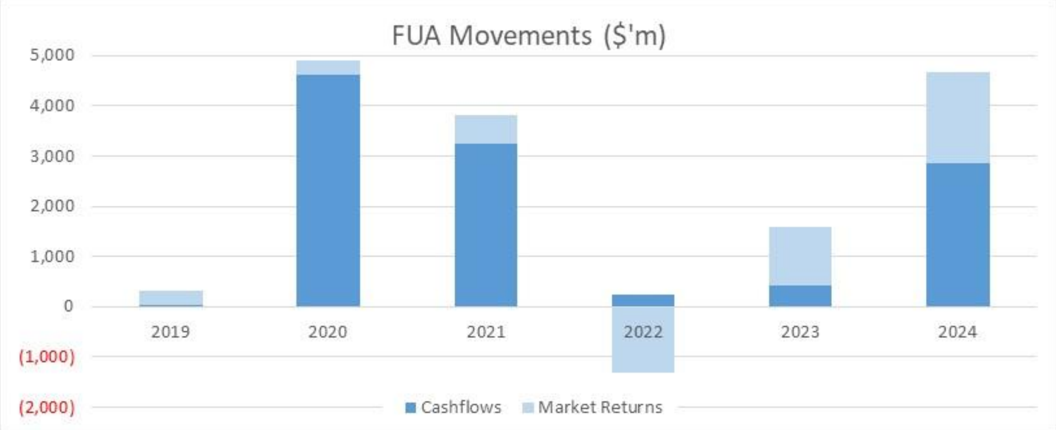
QuayStreet operating model integration ongoing – aligning with the Smart operating model will unlock further synergies

Maturing of Smart's operations is proceeding to plan and includes a fund structure rationalisation and client portal / registry replacements

Wealth Technologies – Annual Recurring Revenue (ARR) and Funds Under Admin (FUA)

Client transitions continue, with successful pipeline conversions and the positive outlook continues
External client activities were cash flow positive for the December 2024 month





Client Activity in 2024

External Clients	2024	2023
Clients on the NZXWT platform at start of year	21	17
New clients migrated during the year	11	4
Clients on the NZXWT platform at year end	32	21
New clients won in the year	12	10
Clients (new and existing) migrating FUA onto platform	9	8

Annual Recurring Revenue (ARR)

Annual Recurring Revenue (external clients)	$'m	YoY
ARR on FUA at 31 December 2024	10.8	+50.0%
ARR on FUA with near term migration dates	1.6	
ARR on FUA with migration dates TBC	1.8	
TOTAL ARR on contracted external clients once fully migrated	14.2	

Funds Under Administration (FUA)

Funds Under Administration at $16.2 billion, up 40.4% 2024 due to:

- Cashflows / new client migrations +$2.9 million / +24.8%;
- Market return +$1.8 million / +15.6%

Cashflow

- December 2024 month external client activities were cash flow positive
- Some NZXWT resources are now used to enhance Smart operations (i.e. client portal, registry)

Financial Performance

Income Statement

	2024 $000	2023 $ 000	Change Fav/(Adv)
Operating Revenue	120,756	108,387	11.4%
Operating Expenses (excl. acq/int/restructure costs)	(72,229)	(68,278)	(5.8)%
Operating earnings[1] (excl. acq/int/restructure costs)	**48,527**	**40,109**	**21.0%**
Acquisition, integration and restructure costs	(1,344)	(1,215)	(10.6)%
Operating earnings[1]	**47,183**	**38,894**	**21.3%**
Net finance expenses	(3,545)	(3,432)	(3.3)%
Depreciation, amortisation expenses	(17,971)	(16,764)	(7.2)%
Loss on disposal of assets and gain on lease modification	4	7	(42.9)%
Share of profit of associate	565	1,031	(45.2)%
Accounting Adjustments	7,162	(530)	1451.3%
Income tax expense	(7,908)	(5,652)	(39.9)%
Profit for the year	**25,490**	**13,554**	**88.1%**
Operating Margin (excl. acq/int/restructure costs)	**40.2%**	**37.0%**	**8.6%**

Notes:

1 Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities. Refer to financial statements note 2 for a reconciliation of EBITDA to NZ IFRS profit for the year.

2 Finance Technology Partners (January 2025) EBITDA Margins (median) information for Regional/Country Based Exchanges is estimated at 2024: 54%.

Operating Earnings

Operating earnings (ex. one-off integration and restructure costs) of $48.5 million was up 21.0%

Operating Earnings by business unit – refer to Appendix 1 for detailed segmental analysis

Net Profit

Net Profit of $25.5m million was up 88.1%

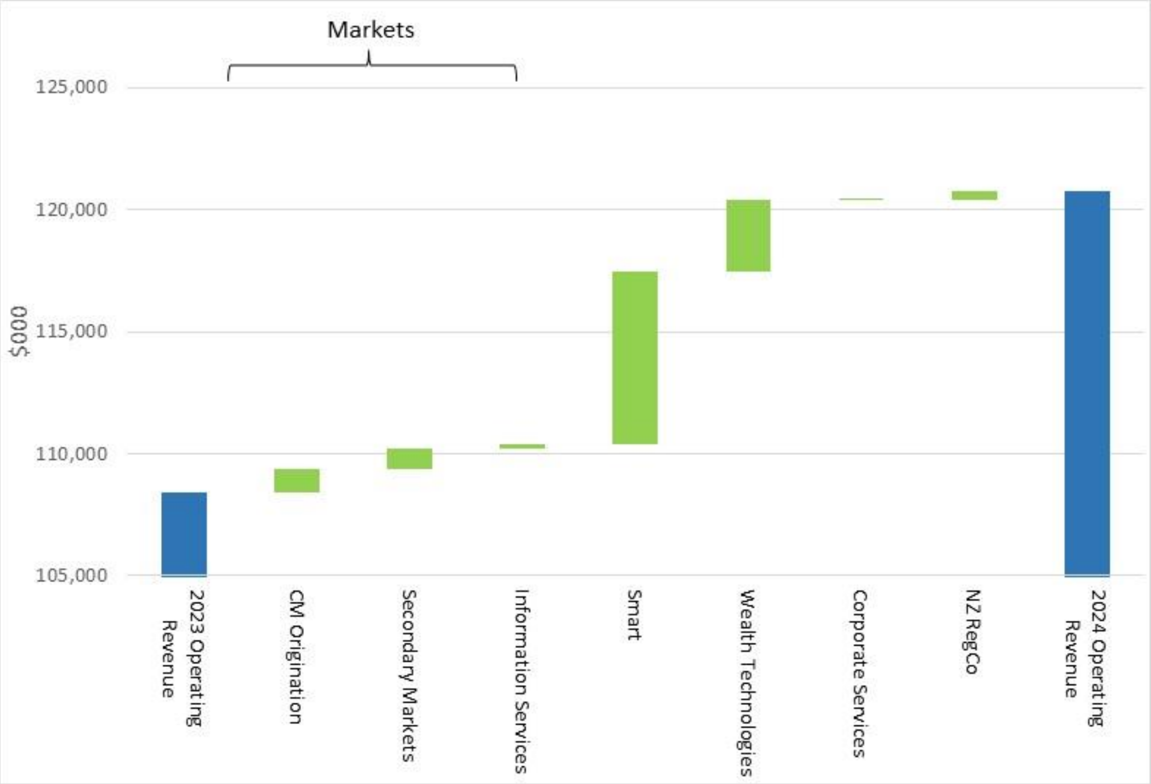
Net Profit, excluding the non-cash accounting adjustments was $18.3 million which is 30.1% higher than 2023

Operating Margin

The operating margin at 40.2%, excluding acquisition, integration & restructure costs (2023: 37.0%), is lower than our peers[2] due to the diverse nature of NZX (i.e. energy markets and non-markets businesses) relative to peers

Income Statement – Operating Revenue (+$12.4m / +11.4%)

Increased revenue driven by strong growth in both Smart and Wealth Technologies, with some recovery in Markets revenues



Markets

Markets revenue increased $2.0 million / 3.3% driven by:

- *Capital Markets Origination revenue* – increased 6.1%, reflecting higher levels of primary listings and secondary issuances, partially offset by lower annual listing fee revenue;
- *Secondary Markets revenue* – increased 3.4%, driven by higher levels of trading / clearing value, depository registry transfers and OTC settlement fees, partially offset by lower dairy derivatives margin fees, contractual revenue and consulting and development activity; and
- *Information Services revenue* – increased +1.0%, driven by higher indices revenue and audit and back dated indices / licensing revenue, partially offset by lower levels of average terminal numbers and average subscription numbers

Smart

Smart revenue increased $7.0 million / 19.1%.

Funds Under Management (FUM) based revenue increased in line with higher average FUM, which is a combination of i) positive market returns and net cash flows, ii) full period of QuayStreet (acquired Feb 2023), and iii) the integration of SuperLife SMT (August 2023) resulting in increased net revenue

Member-based revenue decreased as insurance administration is now performed directly by the insurance company

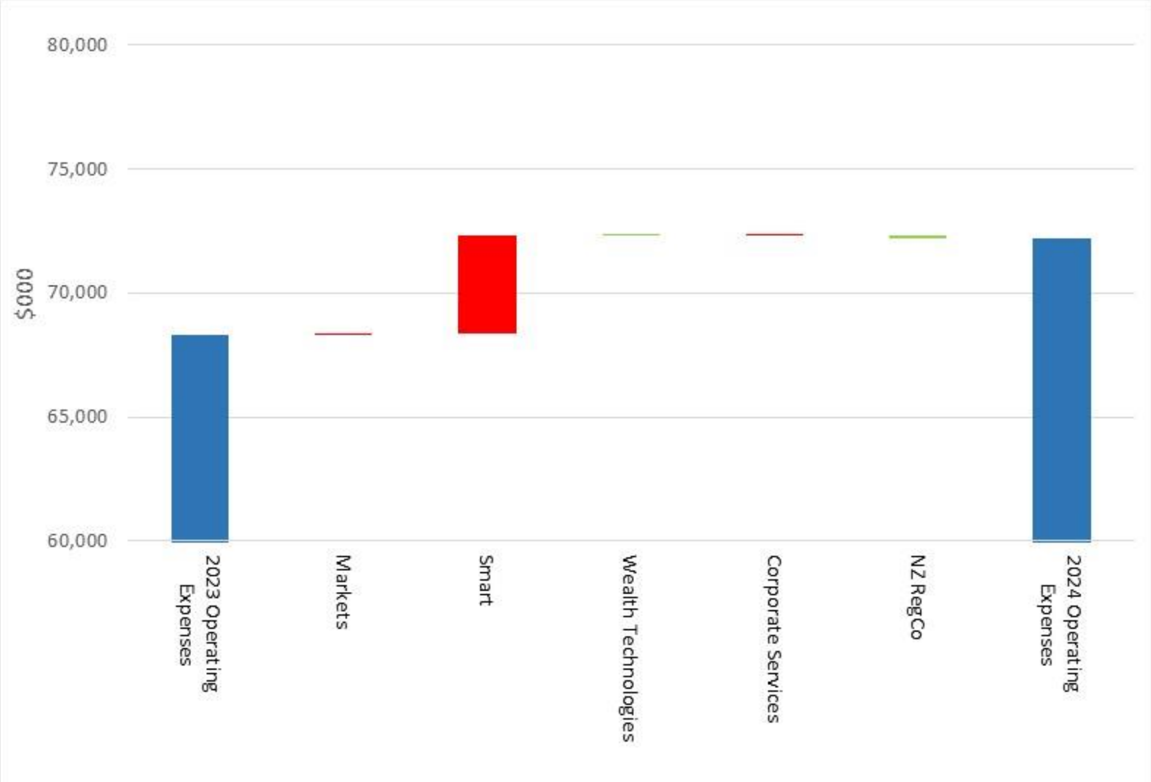
Wealth Technologies

Wealth Technologies revenue increased $2.9 million / 42.7%:

Administration (FUA) based fees increased in line with higher average FUA, which is a combination of i) positive market returns and net cash flows, ii) new clients FUA migrated onto the platform, and iii) a full period impact from the new clients FUA migrated during 2023 onto the platform

Income Statement – Operating Expenses (+$4.0m / +5.8%)

Strong cost control across NZX, with increased expenses driven by integration of Smart acquisitions



Operating expenses exclude acquisition, integration and restructuring costs

Markets

Markets expenses increased $0.1 million / 0.5% driven by:

- *Personnel costs* – decreased 4.4% on 2023, driven by lower average number of FTEs due to restructures offset by the transfer of two roles (net) from Corporate Services, as well as a lower level of energy contractors fees (in line with reduced revenue);
- *Information Technology costs* – increased 19.5% due to upgraded infrastructure running costs for NZX.com, market connectivity, energy systems and derivatives, as well as trading and clearing systems inflation related price increases; and
- *Professional Fees* – decreased 23.7% reflecting lower audit royalty fees (in line with reduced revenue) partially offset by dairy derivatives costs being impacted by the FX rate, and equity derivative set up costs

Smart

Smart expenses increased $3.9 million / 22.5% driven by:

- *Personnel costs* – increased $3.1m / 26.9%
  - Additional staff to perform SuperLife SMT investment management, investment administration and registry upon migration into Smart existing teams mid 2023;
  - QuayStreet Asset Management staff full period impact (acquired in Feb 2023 or employed during 2023); and
  - additional compliance (AML), fund services (i.e. middle office) and business analyst resources
- *Professional Fees* – increased 128.8% due to the acquisition of QuayStreet (i.e. research fees), as well as legal and tax advice relating to Smart's new fund structure and funds launched in 2024.

Wealth Technologies

Wealth Technologies expenses decreased $0.03 million / 0.6%:

- *Personnel costs* – decreased $0.3m / 5.9% driven by higher levels of capitalisable activity; off set by
- *Information Technology costs and Professional fees* increases relating to new clients migrated onto the platform

Income Statement – Operating Earnings Segmental Analysis

2024 $000	Capital Markets Origination	Secondary Markets	Information Services	Markets Sub-total	Funds Management (Smart)	Wealth Technologies	Corporate Services	NZX Commercial Operations Sub-total	Regulation (NZ RegCo)	NZX Group Total
Operating revenue	17,018	25,993	19,912	62,923	44,006	9,729	102	116,760	3,996	**120,756**
Operating expenses				(20,066)	(21,530)	(5,144)	(21,550)	(68,290)	(3,939)	**(72,229)**
Operating earnings[2] (excl. acq / int / restructure costs)				**42,857**	**22,476**	**4,585**	**(21,448)**	**48,470**	**57**	**48,527**

2023 $000	Capital Markets Origination	Secondary Markets	Information Services	Markets Sub-total	Funds Management (Smart)	Wealth Technologies	Corporate Services	NZX Commercial Operations Sub-total	Regulation (NZ RegCo)	NZX Group Total
Operating revenue	16,045	25,127	19,723	60,895	36,957	6,816	83	104,751	3,636	**108,387**
Operating expenses				(19,975)	(17,581)	(5,175)	(21,544)	(64,275)	(4,003)	**(68,278)**
Operating earnings[2] (excl. acq / int / restructure costs)				**40,920**	**19,376**	**1,641**	**(21,461)**	**40,476**	**(367)**	**40,109**

Notes:
1 Refer to Appendix 1 for segments definitions and detailed analysis

2 Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities. Refer to financial statements note 2 for a reconciliation of EBITDA to NZ IFRS profit for the year.

Income Statement – Non Operating Expenses

Amortisation will continue to grow in line with Wealth Technologies new client migration / CAPEX profile; resulting in future cash flows initially rising faster than future NPAT increases (due to the Wealth Technologies' 'amortisation bubble' - refer to slide 37)

Acquisition, integration & restructure costs

Acquisition, integration and restructure costs relate to:

- Smart:
  - integration activities for QuayStreet Asset Management; and
  - planning to mature the Smart operations
- Capital Markets / Corporate Services teams restructured

Non-Operating Expenses

Net finance costs include:

- Interest income on cash and risk / regulatory capital – positively impacted by higher average interest rates
- Interest expenses driven by:
  - subordinated notes (interest rate reset from 5.4% to 6.8% in June 2023); and
  - Acquisition facility (to fund the QuayStreet acquisition in Feb 2023)

Depreciation and amortisation increased due to the impact of:

- NZX WT – increased amortisation relating to new client migrations. The amortisation profile lags the CAPEX profile by a few years ('amortisation bubble') refer to Appendix 1 (slide 37) for more detail
- Smart – QuayStreet management rights amortisation commenced (from 23 Feb 2023)
- Accommodation - depreciation on the Wellington office refit (July 2024) and the new Auckland ticker / signage (from Sept 2023)

Non-Operating Expenses (continued)

Share of profit/loss of associate relates to our investment in GlobalDairyTrade (GDT).

GDT's three-year growth initiatives are progressing, as previously highlighted, these will impact GDT's profitability in the near term.

Accounting Adjustments (Net $7.2m):

- **Change in fair value of contingent consideration** ($10.9m) relates to a decrease in the fair value of the QuayStreet earnout provision to recognise that the reassessment of the probability of achieving the net FUM inflow target by November 2025 has reduced; and
- **Goodwill write off** ($3.7m) relates to the partial write down of the energy contracts intangible asset to recognise the current year renewal pricing terms, the reduced number of energy contracts during the current term, and the expected terms of a successful retendering in 2027.

Effective **tax** rate is lower than statutory rate (28%) due to:

- non-taxable items (particularly for the accounting adjustments); partially offset by
- differences in valuation method (accounting v taxation)

Financial Position and Cash Flows

Balance Sheet as at 31 December 2024

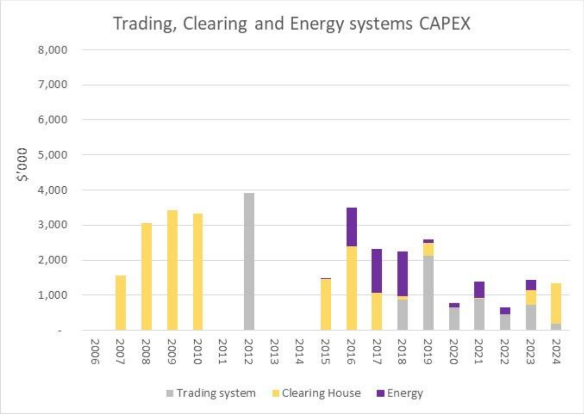
Most cash balances (i.e. risk capital and regulatory working capital) are not available for general use

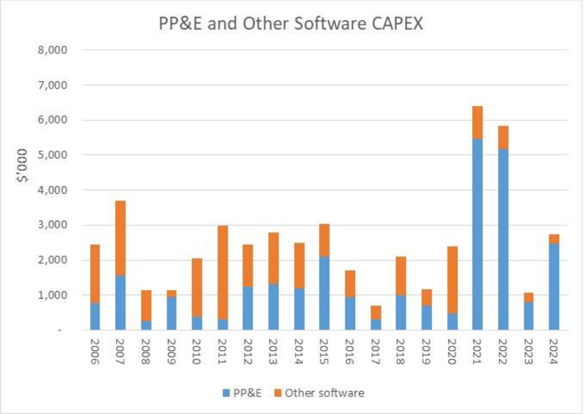
	2024 $000	2023 $000
Current assets		
Cash and cash equivalents	48,825	44,670
Receivables and prepayments	19,074	15,874
Funds held on behalf of third parties	27,616	21,702
Total current assets	**95,515**	**82,246**
Non-current assets		
Right-of-use lease assets	15,661	17,380
Other non-current assets	152,915	159,202
Investment in associate	18,343	17,642
Total non-current assets	**186,919**	**194,224**
Current liabilities		
Trade payables	9,152	7,604
Other current liabilities	26,510	32,753
Lease liabilities	1,243	1,291
Funds held on behalf of third parties	27,616	21,702
Total current liabilities	**64,521**	**63,350**
Non-current liabilities		
Interest bearing liabilities	61,443	61,256
Lease liabilities	18,508	19,770
Other non-current liabilities	10,965	14,723
Total non-current liabilities	**90,916**	**95,749**
Net assets	**126,997**	**117,371**

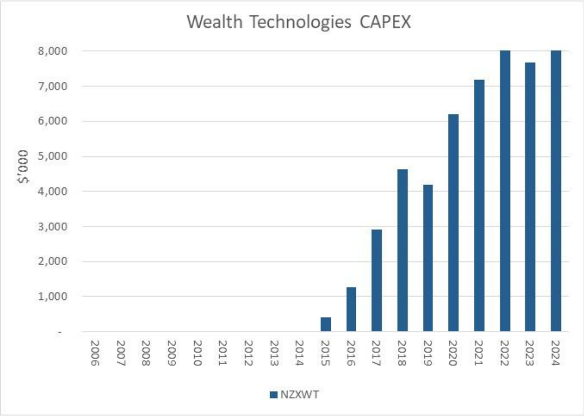
Cash and cash equivalents	Includes: • Clearing House risk capital ($20 million) which is not available for general use; • Clearing House complies with Financial Market Infrastructure Act and International Organisation of Securities Commissions' principles requiring retention of sufficient working capital (including cash of approximately $3.1 million); and • Smart maintains sufficient net tangible assets in accordance with its licence requirements (including cash of approximately $3.2 million)
Funds held on behalf of third parties (assets and liabilities) offset	• Relates to issuer bond deposits, participants' collateral deposits and deposited funds (including those held in the Mutualised Default Fund) • Amounts are repayable to issuers and participants and not available for general use
Right-of-use lease assets and lease liabilities	• Relates to leased premises and IT equipment
Other non-current assets	• Consists of property, plant & equipment, intangible assets and goodwill
Investment in Associate	• Investment in GlobalDairyTrade Limited (GDT)
Other current liabilities	• Includes income in advance largely related to annual listing (billed on 30 June each year) and data subscriptions, employee benefits payable, tax payables and • The earnout on the acquisition of QuayStreet was paid in January 2025
Interest bearing liabilities	Relate to: • Subordinated notes ($38.9 million) – interest rate 6.8% until the next election date (20 June 2028); and • Term loan ($22.5 million) – funding the QuayStreet acquisition
Other non-current liabilities	Includes deferred tax liabilities, including those recognised on acquisition of QuayStreet

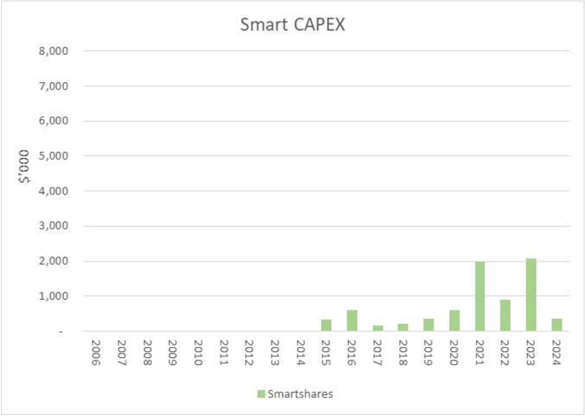
CAPEX

CAPEX mainly relates to Wealth Technologies' new client migration activity, which is expected to remain high whilst there is new client migration activity and Wealth Technologies enhances the Smart operating systems (i.e. client portal and registry)









Trading, Clearing and Energy Systems CAPEX

- **Trading, clearing and energy systems CAPEX** driven by specific system life cycles which historically have resulted in large multi-year projects

  2024 CAPEX relate to system enhancements for NZX Dark, S&P / NZX20 Index Futures and automation of the depository systems

PP&E and Other Software CAPEX

- **PP&E CAPEX** relates to the normal life cycle replacements for IT equipment and software, as well as completing the implementation of a strategic storage solution

  In 2021 and 2022 CAPEX relate to the NZX Capital Markets' Centre in Auckland and the replacement of the Auckland ticker. 2024 CAPEX relates to the refit of the Wellington office to allow retrenchment to one floor
- **Other software CAPEX** relates to technology upgrades (i.e. re-platforming NZX.com) and enhancements of the NZX technology architecture which strengthens NZX's cyber security

Financial Services Growth Businesses CAPEX

- **Wealth Technologies CAPEX** relates primarily to new client migration activity, with some ongoing product development. This includes additional temporarily headcount to accelerate the migration velocity of additional FUA from a current client

  We expect capitalisation levels to remain high whilst there is new client migration activity and Wealth Technologies enhances the Smart operating systems (i.e. client portal and registry)
- **Smart CAPEX** relates to system enhancements

  In 2025 / 2026 we expect further system enhancements / replacements (e.g. client portal and registry) and additional digital tools as we mature Smart's operations and integrate QuayStreet

Cash Flows

Increased cash flows driven by operating earnings. In future years, cash flows are expected to rise faster than NPAT increases due to the Wealth Technologies' 'amortisation bubble' (refer to slide 37)

	2024 $000	2023 $000
Operating activities	35,887	34,439
Investing activities		
- Payments for PPE & other intangible assets	(13,423)	(12,395)
- Payments for acquisitions	-	(22,438)
- Advances to related party	-	(100)
Financing activities		
- Net receipts from term loan	-	22,500
- Dividends paid	(17,016)	(16,741)
- Other financing activities	(1,293)	(1,206)
Net change in cash and cash equivalents	**4,155**	**4,059**

Operating Activities

Operating activities cashflow represents net profit after tax less non-cash items (e.g. depreciation and amortisation, share of profit/loss of associate, share based payments, and change in fair value of contingent consideration)

The overall cashflows from operations slightly increased on 2023 reflecting higher operating activities cashflow being largely offset by adverse working capital movements (higher levels of debtors, prepayments and accrued income at year end)

NZX's cashflows from operations mainly occur in the second half of the year when annual listing and participant fees are collected

In December 2024 Wealth Technologies became cash flow positive on external client activities. Some Wealth Technologies' resources are now being used to enhance the Smart operating model (i.e. client portal and registry)

Investing Activities

Investing activities relate to:

- Payments for PPE & other intangible assets, including:
    - Wealth Technologies' software development;
    - Technology upgrades and enhancements, including to the NZX technology architecture; and
    - Completion of the Wellington office refit and the replacement of the Auckland ticker
- Payments for acquisitions – relates to the acquisition of QuayStreet Asset Management in 2023

Financing Activities

Financing activities includes:

- Term loan to fund the acquisition of QuayStreet Asset Management;
- Payments of lease liabilities;
- Transaction costs relating to the renewal of NZX's subordinated notes (in 2023); and
- Dividends which are net of participation in the dividend reinvestment plan

Final Dividend and 2025 Earnings Guidance

Final Dividend

Final Dividend

- The Board has declared a fully imputed final dividend of 3.1 cents per share
- Dividend to be paid on 2 April 2025 to shareholders registered as at the record date of 19 March 2025
- Total dividends for the 2024 financial year are 6.1 cents per share fully imputed

Fully imputed dividends (CPS)	FY 2024	FY 2023
Interim dividend	3.0	3.0
Final dividend	3.1	3.1
Total dividends	6.1	6.1

Dividend Policy

- The policy is to pay between 80% to 110% of adjusted Net Profit After Tax over time, subject to maintaining a prudent level of capital to meet regulatory requirements
- Adjustments include reversing the impact of intangible asset impairments (if any)
- NZX is focused on generating future earnings to support dividends

Dividend Reinvestment Plan (DRP)

- The board has suspended the DRP
- All shareholders who elected to participate in the DRP will receive a cash dividend

2025 Earnings Guidance

2025 Earnings Guidance

NZX's full year 2025 Operating Earnings (EBITDA), excluding integration costs, is forecast to be in the range of **$49.0 million to $54.0 million**

The guidance is subject to market outcomes, particularly with respect to market capitalisation, total capital listed and raised, secondary market value and derivatives volumes traded, funds under management and administration growth, acquisition related integration costs and technology costs

Additionally, this guidance guidance assumes there are no material adverse macro-economic and/or market condition impacts on our assumed market outcomes, and there are no significant one-off expenses, major accounting adjustments, other unforeseeable circumstances, or future acquisitions or divestments

The Earnings Guidance excludes the expected impact of the GDT investment as this is recognised as "share of profit of associate" (i.e. after Operating Earnings)

Notes:
1 Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities.

Appendices

Appendix 1: Segmental Analysis
Income Statement by Business Unit

2024 $000	Capital Markets Origination[1]	Secondary Markets[1]	Information Services[1]	Markets Sub-total[1]	Funds Management (Smart)[2]	Wealth Technologies[3]	Corporate Services[4]	NZX Commercial Operations Sub-total	Regulation (NZ RegCo)[5]	NZX Group Total
Operating revenue	17,018	25,993	19,912	62,923	44,006	9,729	102	116,760	3,996	**120,756**
Operating expenses (excl. acq / int / restructure costs)				(20,066)	(21,530)	(5,144)	(21,550)	(68,290)	(3,939)	**(72,229)**
Operating earnings⁶ (excl. acq / int / restructure costs)				**42,857**	**22,476**	**4,585**	**(21,448)**	**48,470**	**57**	**48,527**
Integration / restructure costs				(473)	(740)	-	(131)	(1,344)	-	**(1,344)**
Operating earnings[6]				**42,384**	**21,736**	**4,585**	**(21,579)**	**47,126**	**57**	**47,183**
Depreciation and amortisation				(2,221)	(4,715)	(6,933)	(4,102)	(17,971)	-	**(17,971)**
Earnings after depreciation and amortisation[7]				**40,163**	**17,021**	**(2,348)**	**(25,681)**	**29,155**	**57**	**29,212**

2023 $000	Capital Markets Origination[1]	Secondary Markets[1]	Information Services[1]	Markets Sub-total[1]	Funds Management (Smart)[2]	Wealth Technologies[3]	Corporate Services[4]	NZX Commercial Operations Sub-total	Regulation (NZ RegCo)[5]	NZX Group Total
Operating revenue	16,045	25,127	19,723	60,895	36,957	6,816	83	104,751	3,636	**108,387**
Operating expenses (excl. acq / int / restructure costs)				(19,975)	(17,581)	(5,175)	(21,544)	(64,275)	(4,003)	**(68,278)**
Operating earnings[6] (excl. acq / int / restructure costs)				**40,920**	**19,376**	**1,641**	**(21,461)**	**40,476**	**(367)**	**40,109**
Acquisition costs				(42)	(1,086)	(32)	-	(1,160)	(55)	**(1,215)**
Operating earnings[6]				**40,878**	**18,290**	**1,609**	**(21,461)**	**39,316**	**(422)**	**38,894**
Depreciation and amortisation				(2,312)	(4,025)	(6,635)	(3,792)	(16,764)	-	**(16,764)**
Earnings after depreciation and amortisation[7]				**38,566**	**14,265**	**(5,026)**	**(25,253)**	**22,552**	**(422)**	**22,130**

Notes:

1 Markets is the integrated business that supports the growth of capital markets with the revenue generating BUs being:

- Capital Markets Origination – provider of issuer services for current and prospective customers;
- Secondary Markets – provider of trading and post-trade services for securities and derivatives markets operated by NZX, as well as the provider of a central securities depository and Market operator for the Electricity Authority and the Ministry for the Environment;
- Information Services – provider of data services for the securities and derivatives markets, and analytics for the dairy sector

Additionally, the Markets business cost base includes the IT costs specific to providing capital markets services.

2 Funds Management (Smart) – comprises the SuperLife superannuation and KiwiSaver products, QuayStreet managed funds and Kiwisaver products and Smart Exchange Traded Funds

3 Wealth Technologies (NZX Wealth Technologies Limited) – provides a platform that enables advisers and brokers to manage client investments

4 Corporate Services provides accommodation, legal, accounting, IT, HR, communications and project management support to the other business units and subsidiaries. Related costs are currently not recharged to the commercial business units and subsidiaries (other than NZ RegCo)

5 NZ RegCo (NZX Regulation Limited) – is the independently-governed agency which performs all of NZX's frontline regulatory functions, this ensures structural separation of the Group's commercial and regulatory roles.

6 Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities. Refer to financial statements note 2 for a reconciliation of EBITDA to NZ IFRS profit for the year.

7 Earnings after depreciation and amortisation are before net finance expense, income tax, loss on disposal of assets, gain on lease modification and accounting adjustments relating to the write-back of earn out provisions on the acquisition of QuayStreet, and a partial write down in the value of the energy contracts with the Electricity Authority.

Appendix 1: Segment – Markets

Markets is the integrated business that supports the growth of NZ capital markets

	2024 $000	2023 $000	Change Fav/(Adv)
Revenue			
Capital Markets Origination			
Annual Listing Fee (net)	10,920	11,289	(3.3)%
Primary listing fees	1,764	1,601	10.2%
Secondary issuance fees	4,334	3,155	37.4%
Secondary Markets			
Participant services revenue (net)	513	540	(5.0)%
Securities trading revenue	4,279	3,696	15.8%
Securities clearing revenue	7,581	6,324	19.9%
Dairy derivatives revenue	3,252	3,551	(8.4)%
Contractual revenue	9,521	9,810	(2.9)%
Consulting and development revenue	847	1,206	(29.8)%
Information Services			
Royalties from terminals	8,372	8,485	(1.3)%
Subscriptions and licences	5,467	5,448	0.3%
Dairy data subscriptions	606	598	1.3%
Indices	1,479	1,405	5.3%
Audit and back dated revenue	1,160	931	24.6%
Connectivity	2,828	2,856	(1.0)%
Total operating revenue	62,923	60,895	**3.3%**

	2024 $000	2023 $000	Change Fav/(Adv)
Expenses			
Gross personnel costs	12,047	12,195	1.2%
Less capitalised labour	(670)	(290)	131.0%
Personnel costs	11,377	11,905	4.4%
Information technology costs	6,676	5,585	(19.5)%
Professional fees	1,029	1,349	23.7%
Marketing	387	496	22.0%
Other expenses	765	753	(1.6)%
Capitalised overhead	(168)	(113)	48.7%
Total operating expense (excl. restructure costs)	20,066	19,975	**(0.5)%**
Operating earnings (excl. restructure costs)	**42,857**	**40,920**	**4.7%**
Restructure costs	473	42	(1026)%
Operating earnings	**42,384**	**40,878**	**3.7%**
Depreciation & amortization	2,221	2,312	3.9%
Earnings after depreciation and amortization	**40,163**	**38,566**	**4.1%**
Operating Margin (excl. restructure costs)	**68.1%**	**67.2%**	**1.4%**

Notes:

- Corporate Services provides accommodation, legal, finance, IT, HR, risk management, communication, policy and project management support to Markets. The related costs are currently not recharged to Markets and consequently not included in the above segmental analysis.
- Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities.

Appendix 1: Segment – Markets

Operating Revenue

Markets Operating Revenue

Markets operating revenue was $62.9 million (increase of 3.3% on 2023) driven by:

- *Capital Markets Origination revenue* – increased 6.1% from 2023, reflecting higher levels of primary listings and secondary issuances, partially offset by lower annual listing fee revenue;
- *Secondary Markets revenue* – increased 3.4% from 2023, driven by higher levels of trading / clearing value, depository registry transfers and OTC settlement fees partially offset by lower dairy derivatives margin fees, contractual revenue and consulting and development activity; and
- *Information Services revenue* – increased +1.0% from 2023, driven by higher indices revenue and audit and back dated indices / licencing revenue, partially offset by lower levels of average terminal numbers and average subscription numbers

Capital Markets Origination Revenue

The *Annual listing fee* year runs from 1 July to 30 June, with the 2024 fees based on the market capitalisation at 1) 31 May 2023 for H1-24, and 2) 31 May 2024 for H2-24.

The annual listing fees decrease has been driven by contraction in equity market capitalisation (31 May 2024 verses 31 May 2023) which is only partially offset by the growth in value of the NZX Debt Market and price increases

Primary listing fees are up 10.2% from 2023 driven by higher levels of equity, partially offset by lower levels of retail debt listings

Secondary issuance fees are up 37.4% from 2023 driven by higher levels of equity recapitalisations and retail debt issuances

Secondary Markets Revenue

Participant services revenue – the number of market participants is unchanged (December 2023 and 2024: 27). Participant services revenue is net of an internal allocation to NZ RegCo, which was higher in 2024

Securities trading and clearing revenues increased due to higher market activity levels:

- value traded / cleared being up 22.9%; and
- higher levels of registry transfers and OTC settlement fees; partially offset by
- higher levels of uncharged value traded (i.e. exceeded fee cap) at 13.7% (2023: 8.9%)

Secondary Markets Revenue (continued)

Dairy derivatives revenue has been adversely impacted by margin fees normalising in line with global future interest rate curves, which has outweighed the higher level of lots traded (+15.3%)

Contractual revenue is in line with contracts to run auctions or markets for the Electricity Authority, Fonterra (due to cease in early 2025) and the Ministry for the Environment

Consulting and development revenue earned through continuing enhancements to the electricity market systems has been at lower levels than 2023 (when the market real time pricing project completed)

Information Services Revenue

Royalties from terminals revenue reduction of (1.3)% relates to lower professional terminals, which was partially offset by higher retail terminal numbers and price increases (effective January 2024)

Subscriptions and licences revenue growth of 0.3% reflects increased high value licence numbers and licence price increases (effective January 2024), partially offset by decreased direct data subscriptions

Dairy subscription revenue increased 1.3% reflecting higher one-off and consulting revenues and price increases being offset by reduced subscriptions.

Indices revenue is higher (excludes back dated revenue included below) reflecting continued growth in use of indices by the market and increased levels of support from S&P DJI

Audit and back dated revenue is dependent on the timing of audit completions, with 2024 including significant back dated indices revenue. Audit and back dated licensing revenue is largely now being captured within royalties or licence's recurring revenues.

Connectivity revenue has decreased (1.0)%, reflecting the connectivity requirements (i.e. standards of performance and resilience) from both market participants (impacted by consolidation) and data vendors.

Appendix 1: Segment – Markets

Operating Expenses

Markets Operating Expenses

Markets operating expenses were $20.1 million for 2024 (increase of 0.5% on 2023) mainly reflecting:

- *Personnel costs* – reduced 4.4% on 2023, driven by lower average number of FTEs due to restructures offset by the transfer of two roles (net) from Corporate Services, as well as a lower level of energy contractors costs (in line with reduced revenue);
- *Information Technology costs* – increased 19.5% due to upgraded infrastructure running costs for NZX.com, market connectivity, energy systems and derivatives, as well as trading and clearing systems inflation related price increases; and
- *Professional Fees* – decreased 23.7% reflecting lower audit royalty fees (in line with reduced revenue) partially offset by SGX-NZX dairy derivatives strategic partnership costs increasing in line with lot volumes

Personnel Costs

Personnel costs are driven by the average number of FTEs, wage inflation and capitalisation levels:

- headcount – the average number of FTEs is lower due to:
  - restructuring of the Capital Markets teams has resulted in a reduction in headcount (FTEs Dec 2024: 76.7, Dec 2023: 82.0), net of the transfer of two roles (net) from Corporate Services. The full financial impact of the restructuring will be recognised in 2025;
  - reduced energy contractors in line with reduced levels of consulting and development revenue; and
  - movements in vacancy levels
- capitalised labour relates to NZX Dark, S&P / NZX20 equity derivatives, automation of the depository systems and re-platforming NZX.com

Information Technology Costs

Information technology costs increased by 19.5% and include:

- trading and clearing systems – licensing and hardware / software maintenance costs, which are impacted by the USD exchange rate and contractual inflation increases;
- NZX.com related costs – including the upgraded (June 2024) infrastructure running costs;
- energy electricity market systems – significant increases in hardware / software maintenance costs, as well as data feed costs;
- energy carbon market systems – third party specialist support provides ongoing support of the carbon managed auction service;
- derivatives – NZX's share of IT costs under the SGX-NZX dairy derivatives strategic partnership and system enhancement costs; and
- Information services IT – software licences costs and data feeds associated with the delivery of customer management data platforms and improved market connectivity services

Professional Fees

Professional fees cost decreased by (23.7)% and include:

- EEX ongoing royalty fees relating to the carbon managed auction service;
- SGX ongoing costs relating to the SGX-NZX dairy derivatives strategic partnership;
- audit fees $89k (2023: $282k) – which vary in proportion to audit revenue, with revenues recognised on a gross basis; and
- annual assurance program – including clearing house risk review, tax advice, energy audit obligations under Electricity Authority contract (e.g. Energy Clearing Manager, WITS Manager and Reconciliation Manager reviews in the current period)

Marketing Costs

The key marketing focuses are:

- Capital Markets Origination team marketing includes membership of various industry groups to identify listing pipeline opportunities. There remains a relatively low level of direct marketing campaigns in 2024 reflecting the macroeconomic environment for primary listings and secondary issuances
- Dairy Derivatives team marketing includes hosting a dairy industry conference in Singapore, with the conference attendance fees / sponsorships being reflected in revenue
- SGX-NZX dairy derivatives new market maker arrangements

Other Expenses

Other expenses include audit fees (e.g. clearing house financial and operational audits), travel, statutory compliance costs and non-recoverable GST costs

Depreciation & Amortisation

Depreciation & amortisation relates primarily to the trading, clearing and energy systems. The reduction reflects the clearing systems becoming fully depreciated from July 2023

Appendix 1: Segment – Smart (formerly Smartshares)

This business is a funds management business which comprises the SuperLife superannuation, QuayStreet funds, KiwiSaver products and Smart Exchange Traded Funds

	2024 $000	2023 $000	Change Fav/(Adv
FUM-based revenue	40,579	33,069	22.7%
Member-based revenue	2,442	2,704	(9.7)%
Other revenue	985	1,184	(16.8)%
Total operating revenue	**44,006**	**36,957**	**19.1%**
Gross personnel costs	15,098	11,888	(27.0)%
Less capitalised labour	(188)	(140)	34.3%
Personnel costs	14,910	11,748	(26.9)%
Information technology costs	2,429	2,322	(4.6)%
Professional fees	1,707	746	(128.8)%
Marketing	987	1,014	2.7%
Other expenses	1,544	1,805	14.5%
Capitalised overhead	(47)	(54)	(13.0)%
Total operating expense (excl. acq / int / rest. costs)	**21,530**	**17,581**	**(22.5)%**
Operating earnings (excl. acq / int / rest. costs)	**22,476**	**19,376**	**16.0%**
Acquisition costs	-	99	100.0%
Integration costs	740	961	23.0%
Restructuring costs	-	26	100.0%
Operating earnings	**21,736**	**18,290**	**18.8%**
Depreciation & amortisation, and loss on disposal	4,715	4,025	(17.1)%
Earnings after depreciation and amortisation	**17,021**	**14,265**	**19.3%**
Operating Margin (excl. acq / int / rest. costs)	**51.1%**	**52.4%**	**(2.5)%**

Corporate Services provides accommodation, legal, finance, IT, HR, risk management, communication, policy and project management support to Smart. The related costs are currently not recharged to Smart and consequently not included in the above segmental analysis.

Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities.

Operating Earnings (excluding acquisition, integration and restructuring costs)

Year on Year comparison impacted by several key factors:

1. One-off revenue relating to prior financial years (2023: $1.5 million; 2024: $0.4 million)
2. QuayStreet revenue and expenses for only a part period in 2023 as the acquisition occurred on 23 February 2023:
   - revenue – QuayStreet's revenue is currently included net of the transition services fund costs (until the operating model is migrated)
   - costs – including QuayStreet employee (2023: 5 FTEs acquired in February 2023 and 5 FTEs employed during 2023), information technology (Bloomberg), professional fees (research, legal and tax advice), marketing and other costs

   It is estimated 2023 operating earnings would be approximately $0.4m higher if QuayStreet's revenues and cost base had been consolidated for the full year

   Once complete the QuayStreet operating model migration will potentially unlock further synergies
3. From late August 2023 the synergy unlocked by the SuperLife SMT migration of transition services (i.e. investment management, investment administration and registry services). As indicated in the FY2023 Investor Presentation the migration resulted in a grossing up of:
   - revenue – transition services fund costs no longer incurred against FUM based revenue; and
   - costs – Smart having employed additional FTEs to perform these services within existing teams (i.e. SuperLife SMT is now on Smart's fund operating model)
   - The net impact is estimated to be an increase to 2024 operating earnings of approx. $0.8m over 2023.

The remaining increase in operating earnings (excluding acquisition, integration and restructuring costs) beyond the factors above reflects:
- FUM-based revenue continued to grow in line with the increased average FUM which is a combination of positive market returns and positive net cash flows; off set by
- Increased costs for personnel costs (relating to wage inflation and additional compliance (AML), fund services (i.e. middle office) and business analyst resources), and professional fees (including QuayStreet research and legal / tax fees associated with new funds and a new fund structure)

Appendix 1: Segment – Smart (formerly Smartshares)

This business is a funds management business which comprises the SuperLife superannuation, QuayStreet funds, KiwiSaver products and Smart Exchange Traded Funds

Operating Revenue

FUM-based revenue – has increased 24.7% after adjusting for one-off FUM-based revenue. The average FUM has increased (2024: $11.93b, 2023: $10.27b) which is a combination of a full period impact from the QuayStreet acquired FUM, positive market returns and positive net cash flows. Additionally, the integration of SuperLife SMT (August 2023) resulting in increased net revenue as transition services fund costs are no longer incurred (replaced by FTE and other costs with a net synergy realised)

Member-based revenue has decreased 1.7% after adjusting for one-off member-based revenue, reflecting a combination of increased average investor numbers (from the QuayStreet acquisition) and a reduction in insurance administration fees (the administration of which is now performed directly by the insurance company)

Other revenue has increased 4.0% after adjusting for one-off other revenue, reflecting higher interest income partially offset by lower levels of stock lending

2024 included one-off revenues of $0.4 million (2023: $1.5 million) relating to prior financial years

Operating Expenses

Personnel costs are driven by wage inflation (particularly for investment specialists), the average number of FTEs and capitalisation levels:

- headcount (FTEs Dec 2024: 100.0; Dec 2023: 95.7) – average number of FTEs increased due to:
  - additional staff to perform SuperLife SMT investment management, investment administration and registry upon migration into Smart existing teams mid 2023;
  - QuayStreet Asset Management staff full period impact (acquired in February 2023 or employed during 2023 / 2024). Note further hires expected when transition services transfer to the Smart operating model, with an offsetting reduction in fund costs (netted against revenue); and
  - additional compliance (AML), fund services (i.e. middle office) and business analyst resources
- capitalised labour and overhead which reflects capitalisable activity on internal systems

Information Technology costs include database and software licence costs for the Bloomberg front and middle office operating system (impacted by the USD exchange rate). Information Technology costs increased for the full period impact of QuayStreet incremental IT offset by the integration synergies realised from October 2023

Professional fees includes directors fees, legal fees, tax advice costs, consultancy costs, research costs and internal audit fees. Professional fees have increased significantly with the acquisition of QuayStreet (i.e. research fees), as well as legal and tax advice relating to Smart's new fund structure and funds launched in 2024.

Marketing spend relates to advertising, printing and distribution costs (including KiwiSaver schemes postage costs), and are usually timed to coincide with marketing campaigns and new fund launches.

Other expenses include non-recoverable GST (which increases as the business grows), external auditor fees, travel costs and statutory and compliance costs (FMA levies increase as FUM levels increase)

Acquisition, integration and restructuring costs

In 2024 costs relate to QuayStreet Asset Management integration activities and planning to mature the Smart operations.

The 2023 costs relate mainly to the integration of the SuperLife SMT acquisition

Non-operating Expenses

Depreciation & amortisation – increases relate to amortisation of:

- QuayStreet management rights – amortisation commenced 23 February 2023 and the incremental impact is $0.2m; and
- amortisation of system enhancements required during the SuperLife SMT integration (commenced December 2023)

Appendix 1: Segment – Wealth Technologies

This business administers and manages a platform that enables advisers and brokers to manage client investments

	2024 $000	2023 $000	Change Fav/(Adv)
Administration (FUA based) fees	9,212	6,558	40.5%
Development fees / deferred income release	517	258	100.4%
Total operating revenue	**9,729**	**6,816**	**42.7%**
Gross personnel costs	11,446	10,530	(8.7)%
Less capitalised labour	(6,953)	(5,753)	20.9%
Personnel costs	4,493	4,777	5.9%
Information technology costs	1,118	1,050	(6.5)%
Professional fees	259	100	(159.0)%
Marketing	27	19	(42.1)%
Other expenses	624	526	(18.6)%
Capitalised overhead	(1,377)	(1,297)	6.2%
Total operating expenses	**5,144**	**5,175**	**0.6%**
Operating earnings (excl. restructure costs)	**4,585**	**1,641**	**179.4%**
Restructure costs	-	32	100.0%
Operating earnings	**4,585**	**1,609**	**185.0%**
Depreciation & amortisation	6,933	6,635	(4.5)%
Earnings after depreciation and amortisation	**(2,348)**	**(5,026)**	**53.3%**
Operating Margin (excl. restructure costs)	**47.1%**	**24.1%**	**95.4%**

Corporate Services provides legal, finance, IT, HR, risk management, communication, policy and project management support to Wealth Technologies. The related costs are currently not recharged to Wealth Technologies and consequently not included in the above segmental analysis.

Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities.

Operating Revenue

Administration (FUA based) fees – average FUA has increased (2024: $14.14b, 2023: $10.77b) which is a combination of a full year impact from the new clients FUA migrated during 2023 onto the platform, positive market returns and positive net cash flows (including from new clients). Additionally, the portion of operations and custody clients has increased improving the average bps.

Development fees/deferred income release relates to customisation of the wealth management platform or data migration effort specific to client requirements

Operating Expenses

Personnel costs (net of capitalisation) are driven by average number of FTEs, wage inflation and the capitalisation of internal development resources:

- headcount is dependent at any point in time on a) the levels of platform investment (including migration activity) required for current and future clients, and b) the operational services provided to current clients;
- average headcount (FTEs at 31 December 2024: 75.2, December 2023: 72.3) as indicated in previous investor presentations, is temporarily higher to accelerate the migration velocity of additional FUA from a current client; and
- capitalised labour and overhead reflects continued product development and client migration activity. 2024 includes the additional temporary headcount, and 2023 was at lower levels reflecting the non-capitalisable effort required to migrate clients between the legacy platform (closed in mid 2023) and on to the new platform

Information Technology cost movements relate to data hosting / data feeds costs which have grown as new clients are migrated onto the platform, as well as penetration testing in 2024, partially offset by the decommissioning of the legacy platform

Professional fees include legal fees (usually for new client contracts), taxation advice and internal control reviews (e.g. ISAE 3402 internal controls report)

Other expenses include office costs (e.g. electricity, rates, stationery etc), travel, compliance costs and non recoverable GST (which increases as the business grows)

Non-operating Expenses

Depreciation & amortisation – relate to:

- intangible assets (relating to platform development and client migration activity) are amortised over 5-years commencing from the migration completion date (which is aligned to administration fee revenue commencing). Intangible asset amortisation will continue to increase with the continued product development and client migration activity levels; and
- right of use assets (i.e. mainly property leases) are depreciated over the period of the lease

Appendix 1: Segment – Corporate Services

This function provides accommodation, legal, finance, IT, HR, communications and project management support to the business

	2024 $000	2023 $000	Change Fav/(Adv)
Other revenue	102	83	22.9%
Total operating revenue	**102**	**83**	**22.9%**
Gross personnel costs	13,240	12,382	(6.9)%
Less capitalised labour	(206)	(189)	9.0%
Personnel costs	13,034	12,193	(6.9)%
Information technology costs	4,698	4,578	(2.6)%
Professional fees	920	1,298	29.1%
Marketing	117	144	18.8%
Other expenses	3,612	4,189	13.8%
Capitalised overhead	(51)	(74)	(31.1)%
Internal Allocation to NZ RegCo	(780)	(784)	0.5%
Total operating expense	**21,550**	**21,544**	**(0.0)%**
Operating earnings (excl. restructure costs)	**(21,448)**	**(21,461)**	**(0.1)%**
Restructure costs	131	-	N/A
Operating earnings	**(21,579)**	**(21,461)**	**(0.5)%**
Depreciation & amortisation	4,102	3,792	(8.2)%
Earnings after depreciation and amortisation	**(25,681)**	**(25,253)**	**(1.7)%**

Corporate Services provides accommodation, legal, finance, IT, HR, risk management, communication, policy and project management support to all business units and subsidiaries (including the Smart and Wealth Technologies businesses). Related costs are currently not recharged to the commercial business units and subsidiaries, with the exception of NZ RegCo

Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities.

Operating Revenue

Revenue relates to the sublease of space in Auckland office, as well as commission fees on NZX related accredited courses

Operating Expenses

Personnel costs are driven by the average number of FTEs, wage inflation and capitalisation levels:

- Headcount (FTEs Dec 2024: 70.0, Dec 2023: 74.6) reduction reflects restructuring of the IT teams in late 2024 and an increase in vacancies, being partially offset by the transfer of two roles (net) from the Markets business, and one new policy role
- capitalised labour and overhead reflects the project management team's activity on NZX capitalisable projects

IT cost inflation has been offset by some cost savings

Professional fees include legal fees, internal audit fees, annual conflicts review, corporate governance review. 2023 included high levels of legal fees and internal audit activity, as well as 2024 including costs savings of external members of governance forums (e.g. CGI Chair)

Marketing costs relate to the investor relations programme (including annual / interim reporting, investor day etc)

Other expenses include office costs (e.g. electricity, rates, stationery etc for Wellington, Albany and the Capital Markets Centre in Auckland, including tickers / signage), insurance premiums, directors' fees (increased during the year), travel, external audit costs, outsourced payroll system, corporate memberships, carbon credits, non-recoverable GST (which increases as the business grows) and statutory and compliance costs.

Non-operating Expenses

Depreciation & amortisation – increases relate to:

- amortisation of IT enhancements to improve IT resilience (including strategic storage hardware solutions) commenced in mid 2023 ; and
- depreciation on the Auckland office level 14 fit out (including the associated right of use assets) and the new ticker / signage commenced in September 2023

Appendix 1: Segment – Regulation (NZ RegCo)

Tasked with performing all of NZX's frontline regulatory functions, resulting in the structural separation of the Group's commercial and regulatory roles

	2024 $000	2023 $000	Change Fav/(Adv)
Issuer Regulation services	556	510	9.0%
Participant Compliance services	117	121	(3.3)%
Market Conduct	10	16	(37.5)%
Surveillance	738	712	3.7%
Listing and Participants Fee allocation	2,575	2,277	13.1%
Total operating revenue	**3,996**	**3,636**	**9.9%**
Gross personnel costs	2,528	2,646	4.5%
Less capitalised labour	(5)	(2)	150.0%
Personnel costs	2,523	2,644	4.6%
Information technology costs	289	233	(24.0)%
Professional fees	277	244	(13.5)%
Marketing	-	-	n/a
Other expenses	71	99	28.3%
Capitalised overhead	(1)	(1)	0.0%
Internal Allocation to NZ RegCo	780	784	0.5%
Total operating expense (excl. restructure costs)	**3,939**	**4,003**	**1.6%**
Operating earnings (excl. restructure costs)	**57**	**(367)**	**115.5%**
Restructure costs	-	55	n/a
Operating earnings	**57**	**(422)**	**113.5%**
Depreciation & amortisation	-	-	n/a
Earnings after depreciation and amortisation	**57**	**(422)**	**113.5%**

Operating earnings (EBITDA) is not a defined performance measure in NZ IFRS. The Group's definition of operating earnings may not be comparable with similarly titled performance measures and disclosures by other entities.

Regulation (NZ RegCo)

Regulation is structurally separate, in accordance with global best practice, from NZX's commercial and operational activities. Governed by a separate board with an independent Chair, the majority of directors are independent of the NZX Group

NZ RegCo is targeted to operate on a cost-neutral basis after internal allocations. The internal allocations are set at the commencement of the year based on the services expected to be provided by/to NZ RegCo, and are intended to subsidise NZ RegCo to achieve a break-even operating result over the medium term

Operating Revenue

Regulatory revenue relates to:

- regulatory fees relate to Issuer Regulation, Participant Compliance, Market Conduct and Surveillance services (based on a fee schedule); and
- revenue for costs awards recovered from enforcement matters referred to the NZ Markets Disciplinary Tribunal

Regulatory fee generating activity levels have been higher than 2023 due to increased market activity levels

Additionally, there is an internal allocation of Annual Listing Fees, Annual Participants Fees and internal fees for the recovery of NZ RegCo staff time

Operating Expenses

Personnel costs are driven by average number of FTEs and wage inflation:

- headcount – FTEs have increased (FTEs Dec 2024: 16.1; Dec 2023: 15.0) reflects a reduction in vacancy levels; and
- wage inflation – for specialist qualified personnel

Information technology costs include SMARTS surveillance software costs, which are impacted by the movement in the AUD exchange rate

Professional fees primarily relate to NZ RegCo independent directors' fees, which increased from June 2024

Other expenses relate to travel costs to undertake on site participant inspections

Internal costs allocations relate to Corporate Services costs i.e. accommodation, legal, finance, IT, HR, communications and project management support

Non-operating Expenses

Depreciation & amortisation – NZ RegCo systems are fully depreciated

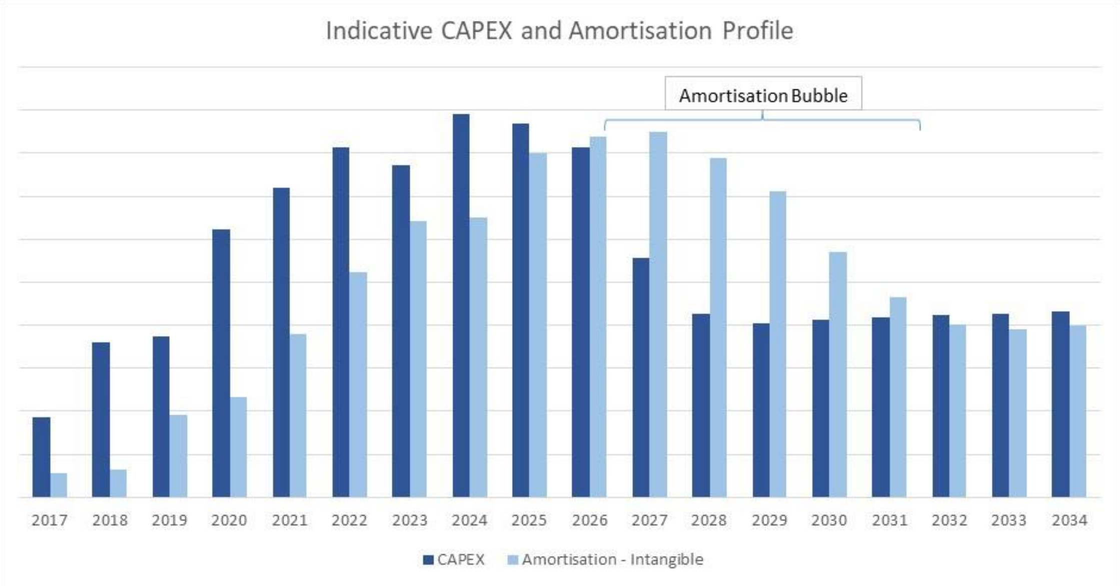
Appendix 1: Non-Operating Expenses

Depreciation and Amortisation

Depreciation and amortisation

Depreciation and amortisation increased due to the impact of:

- Wealth Technologies – increased amortisation of the core platform and new client migrations completed in 2023 and 2024. The amortisation profile lags the CAPEX profile by a few years ('amortisation bubble')
- Smart amortisation commenced (from 23 February 2023) on the acquired QuayStreet Asset Management management rights
- Accommodation - depreciation on the Wellington office refit (July 2024) and the new Auckland ticker / signage (from Sept 2023)



Wealth Technologies – Amortisation Bubble

Wealth Technologies future CAPEX levels are dependent on the number of new client migrations and are expected to tail off as market share increases

The amortisation profile lags the CAPEX profile by a few years

Indicative CAPEX profile is based on:

- Migration of contracted clients through FY25/26;
- Conversion and migration of some of the pipeline; and
- Retention of two sprint teams to assist Smart to mature operations

Longer term there will be a lower level of CAPEX required, to ensure that the currency of the platform is maintained up to date.

Indicative amortisation profile will continue to rise as clients are onboarded until peaking in FY27 (based on currently contracted clients to be migrated), before tailing off.

There is a timing difference between the CAPEX profile and the amortisation profile (**referred to as the amortisation bubble**). This results in future free cash flows initially rising faster than NPAT increases.

Should new clients continue to be won then CAPEX will be maintained to onboard these new clients – subject to a positive business case assessment – resulting in a deferral of when the amortisation bubble occurs.

Appendix 1: Non-Operating Expenses

Other Non-Operating Expenses

Acquisition, integration & restructure costs

Acquisition, integration & restructure costs relate to:

- Smart – QuayStreet Asset Management integration activities and planning to mature Smart operations. The prior year relates to the integration of the SuperLife SMT acquisition. Smart's integration and operational improvements costs are expected to continue over the next couple of years
- Capital Markets / Corporate Services teams were restructured in 2024, and the benefits will be recognised in 2025

Non-Operating Expenses

Net finance costs include:

- interest income on operational cash balances, clearing house risk capital and regulatory working capital, which have been positively impacted by higher average interest rates
- interest expenses (including amortised borrowing costs) on:
  - the subordinated notes – interest rate reset in June 2023 from 5.4% to 6.8% (until June 2028);
  - lease liabilities; and
  - acquisition facility (to fund the QuayStreet acquisition in February 2023 and earn out payment in January 2025) – interest rate reset monthly
- net loss on foreign exchange

Non-Operating Expenses (continued)

Share of profit/loss of associate relates to our investment in GlobalDairyTrade (GDT).

GDT's three-year growth initiatives are progressing:

- European and US sales presences are in place and are expected to mature over the coming years, and
- an upgrade to the auction platform is underway and expected to be complete mid-2025.

As previously highlighted, these growth initiatives will impact GDT's profitability in the near term

Effective **tax** rate is lower than statutory rate (28%) due to:

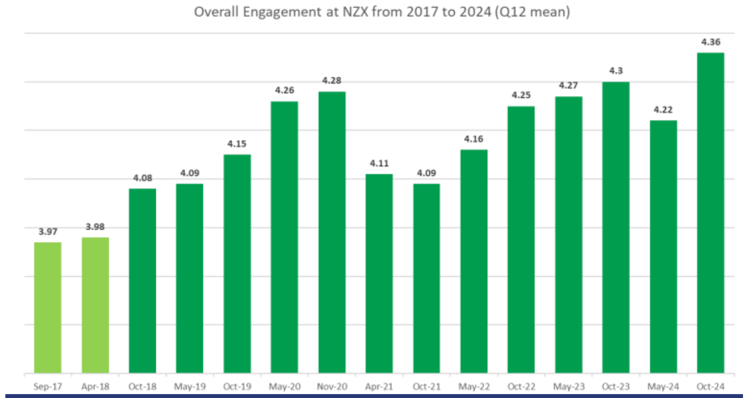
- non-taxable items (particularly for the accounting adjustments); partially offset by
- differences in valuation method (accounting v taxation), for example on vesting of long-term incentive schemes

Appendix 2: People

NZX has strong employee engagement, a diverse workforce and a healthy culture across the organisation
Work is required to promote and recruit more females into leadership positions

Culture and Engagement

- NZX uses the Gallup survey to measure employee engagement twice per year
- Employee engagement (4.36) has increased over H2-24. Senior leaders are building action plans with their teams to progress engagement across their group
- NZX ranks close to the top third of global companies that utilise the Gallup survey

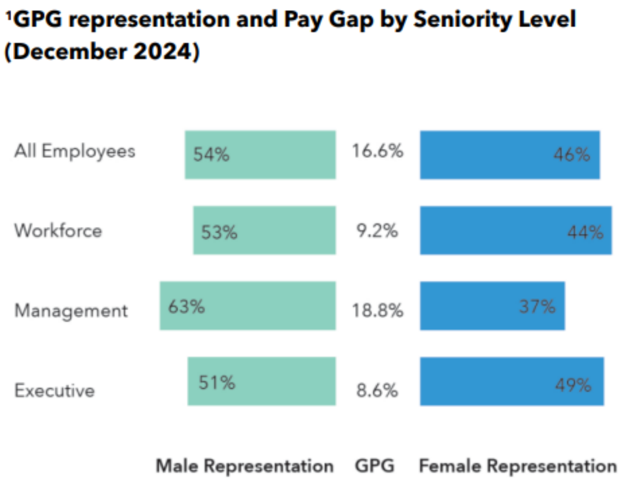


Health, Safety & Wellbeing

- NZX has an excellent safety record, with Total Recordable Injury Rate (TRIR) of 0.99 incidents per 200,000 hours worked.
- NZX absence rate remains stable at 2.08%.
- NZX supports flexible working options for our staff, with the majority of our people coming into the office either on a regular or full-time basis.

Diverse Workforce and Gender Pay Gap (GPG)

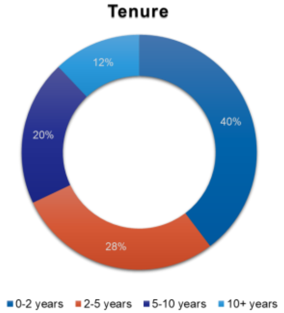
- NZX aims to pay women and men equally for the work they perform
- However, NZX has an opportunity to recruit and promote more women into leadership and technical expert roles, as their lack of representation in those roles is driving a structural gender pay gap of 16.6%. Excluding the CEO the gender pay gap is 15.0%.
- GPG is calculated as ((average male base salary – average female base salary) ÷ average base male salary))

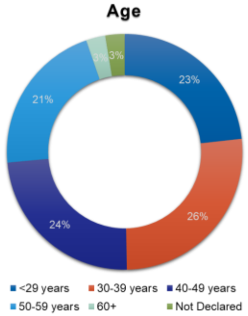


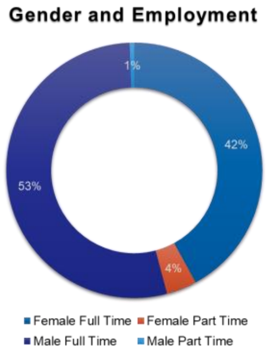
[1] Executive: includes the extended Senior Leadership Team who lead and set strategic direction for the organisation, driving overall business performance and long-term growth (Note - in 2022 and 2023, this category included the core Executive team only).
Management: people who oversee teams and operations, ensuring goals are met and business objectives are achieved efficiently.
Workforce: professionals who are individual contributors with specialised skills and knowledge, and support level workers who assist with day-to-day operations to keep the business running smoothly

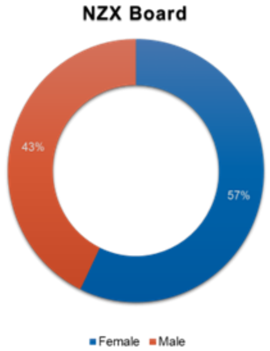
Diverse Workforce and Gender Pay Gap (cont)

- NZX has 32% of its workforce that have > 5 years' experience within the organisation, and 60% with > 2 years
- The regrettable turnover score of 12.0%, below our 16% target
- NZX employees have a wide spread of age bands
- NZX aims to have a gender balance of 40:40:20, and are currently meeting that objective at the Board level, and Senior Leadership Team, as well as for the overall workforce









Appendix 3: NZX Group overview

A diverse and connected capital markets focused business

NZX Group
Corporate, Legal, Policy, Technology

Capital Markets

Cash (Shares), Derivatives, Energy, Environmental, Fonterra Markets

- **Capital Markets Origination** – Existing and new issuance
- **Secondary markets**
  - **Markets Development** – Market Participants
  - **Market Operations** – Clearing House & Operations
  - **Strategic Delivery** – Derivatives (including dairy with SGX), Electricity and Carbon Markets
- **Information Services** – Market data, Indices, Connectivity

Smart (Funds Management)

A leading investment fund manager in New Zealand

NZX Wealth Technologies

A market leading, tailored custodial investment management platform

NZ RegCo

(Issuer Regulation, Participant Compliance, Surveillance and Market Conduct)

An independently governed agency which performs all frontline regulatory functions in support of NZX's statutory obligations as a licensed market operator

Appendix 4: Operating Revenue Definitions

Capital Markets Origination

Annual listing fees paid by NZX's equity, fund and debt issuers is driven by the number of listed issuers, and equity, debt and fund market capitalisations as at 31 May each year.

Primary listing fees are paid by all issuers at the time of listing. The primary driver of this revenue is the number of new listings and the value of capital listed.

Secondary issuance fees are paid by existing issuers when a company raises additional capital through placements, rights issues, the exercise of options, dividend reinvestment plans, or subsequent debt issues. The primary driver for this revenue is the number of secondary issuances and the value of secondary capital raised.

Information Services

Royalties from terminals revenue relate to the provision of markets data for display on terminals (retail and professional).

Subscription and licences revenue relate to the provision of markets data to market participants and stakeholders.

Dairy data subscriptions revenue relate to the sale of dairy data and analytical products.

Indices revenue relates to the revenue generated on index licensing in partnership with S&P.

Connectivity revenue relates to the provision of connectivity and access to the NZX operated markets for market participants and data vendors, which is recognised over the period the service is provided.

Secondary Markets

Participant services revenue is charged to market participants (broking, clearing and advisory firms) that are accredited for NZX's equity, debt and derivatives market.

Securities trading revenue comes from the execution of trades on the equity and debt markets operated by NZX. Trading fees are a variable fee based on the value of the trade.

Securities clearing revenue relates to clearing and settlement activities, and related depository services undertaken by NZX's subsidiary New Zealand Clearing and Depository Corporation Limited. The largest component is clearing fees, which are based on the value of settled transactions.

Dairy derivatives revenue relates to trading, clearing and settlement and margin fees for trading SGX-NZX dairy futures and options. Fees are largely charged in USD (reflecting the global nature of the market) per lot traded.

Contractual revenue arises from the operation of:

- New Zealand's electricity market, under long term contract from the Electricity Authority;
- the Fonterra Shareholders' Market; and
- New Zealand's Emissions Trading Scheme managed auction services, under a long term contract from the Ministry for the Environment.

Consulting and Development revenue arises on a time and materials basis for the electricity market and for the implementation of New Zealand's Emissions Trading Scheme managed auction services.

Funds Management (Smart)

Funds Under Management based revenue relates to variable Funds Under Management (FUM) fees, which are now received net of fund expenses for all funds. Fund expenses include a combination of fixed costs (principally outsourced fund accounting and administration costs, registry fees and audit fees), and variable costs proportionate to FUM (principally custodian fees, trustee fees, index fees, settlement costs and third party manager fees).

Member based revenue includes fixed membership administration fees and other member services.

Wealth Technologies (NZXWT)

Administration (funds under administration based) fees relates to administration fees for the wealth management platforms and are proportionate to Funds Under Administration (FUA).

Development fees/deferred income release relates to customisation of the wealth management platform or data migration effort specific to client requirements.

Regulation (NZ RegCo)

Issuer Regulation services revenue arises from time spent by NZ RegCo reviewing listing and secondary capital raising documents, requests for listing rule waivers and rulings, and other activity subject to per hour recoveries.

Participant Compliance services revenue arises from time spent by NZ RegCo reviewing participant applications and oversight activity subject to direct recoveries.

Market Conduct revenue arises from cost awards for enforcement matters referred to the NZ Markets Disciplinary Tribunal.

Surveillance revenue arises from market surveillance activities that are recoverable from market participants.

Appendix 5: Historical Information

Financial Information	2018[1] Restated	2019	2020	2021	2022	2023	2024
Operating Earnings (excluding acquisition, integration and restructuring costs)	$28.6m	$31.4m	$34.4m	$35.8m	$36.6m	$40.1m	$48.5m
Net Profit After Tax	$13.7m	$14.6m	$17.6m	$15.0m	$14.2m	$13.6m	$25.5m
Earnings per Share	5.1 cps	5.3 cps	6.3 cps	5.4 cps	4.6 cps	4.2 cps	7.8 cps
Dividend per Share	7.6 cps[2]	6.1 cps	6.1 cps	6.1 cps	6.1 cps	6.1 cps	6.1 cps
Net Cash Flow	$5.0m	$2.4m	$5.0m	$(3.7)m	$(8.5)m	$4.1m	$4.2m

Notes:
1 2018 financial results restated for the adoption of NZIFRS 16 and excludes discontinued activities
2 2018 dividend includes a special dividend of 1.5 cps (from the proceeds of disposals)

Key Metrics	2018	2019	2020	2021	2022	2023	2024
Capital listed and raised	$9.5b	$18.7b	$17.6b	$19.8b	$20.9b	$14.2b	$15.8b
Total value traded / cleared	$38.2b	$37.8b	$53.7b	$52.4b	$37.4b	$33.8b	$41.5b
Dairy derivative lots	346k	359k	361k	306k	428k	579k	667k
Information Services revenue (excluding audit and back dated revenue)	$13.9m	$13.8m	$15.1m	$16.2m	$17.9m	$18.8m	$18.8m
Funds Under Management	$2.9b	$4.0b	$5.1b	$6.5b	$8.3b	$11.0b	$13.5b
Funds Under Administration	$2.0b	$2.3b	$7.2b	$11.0b	$10.0b	$11.5b	$16.2b

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Thank you