



## NOTICE OF FINANCIAL ASSISTANCE TRANSACTION

15 January 2013

Dear Shareholder

We hereby give you notice under section 80(1)(b) of the Companies Act 1993 (“**Act**”) of the following transaction under which NZX Limited (“**NZX**”) has given financial assistance to Tim Bennett, the Chief Executive Officer of NZX (“**CEO**”). Financial assistance was provided in accordance with section 80 of the Act for the acquisition of 1,575,000 ordinary shares issued by NZX (“**Shares**”), pursuant to the terms of the CEO LTI Share Scheme (the “**Scheme**”).

The details of the financial assistance are:

- (a) 1,575,000 Shares were issued to the CEO beneficially under the Scheme, with the registered holder being a nominee company wholly owned by NZX.
- (b) The consideration paid for the Shares under the Scheme was \$1.19 per Share (“**Issue Price**”), payable on application. The Issue Price is the volume weighted average price of NZX ordinary shares in the 10 business days ended on Friday 4 May 2012, being the business day immediately preceding the CEO’s start date.
- (c) NZX provided a loan to the CEO for the total Issue Price of the Shares issued to the CEO under the Scheme (“**Financial Assistance**”). The total amount of the Financial Assistance provided to the CEO in this issue was \$1,874,250, being the total Issue Price of the Shares issued to the CEO pursuant to the offer under the Scheme.
- (d) The person to whom Financial Assistance was provided is Tim Bennett.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Elizabeth Rose', written in a cursive style.

Elizabeth Rose

Company Secretary

For and on behalf of NZX