

**Ongoing Disclosure Notice****Disclosure of Directors and Officers Relevant Interests****Section 19T(2), Securities Markets Act 1988****A Details of director or officer**

| | |
|-------------------------------------------------|---------------------------------------------------------------------|
| Name of director or officer of public issuer: | NZX Director - Mark Weldon |
| Name of public issuer: | NZX Limited |
| Name of related body corporate (if applicable): | Tane Nominees Limited (holds/held title to the relevant securities) |
| Position held in public issuer: | Director/ CEO |

B Securities in public issuer or related body corporate to which this disclosure relates

| | |
|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Number, class, and type of securities: <u>1</u> | 656,966 Ordinary Shares in NZX Limited comprised of: A. 509,524 Ordinary Shares in NZX Limited ("Redeemed Shares"); and B. 147,442 Ordinary Shares in NZX Limited ("Related Shares") |
|-------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

C Nature of relevant interest and name of registered holder

| | |
|-----------------------------------------------------------|-----------------------|
| Nature of relevant interest in those securities: <u>2</u> | Beneficial |
| Name of registered holder of those securities <u>3</u> | Tane Nominees Limited |

D Details of acquisitions and disposals*If the relevant interest was acquired—*

| | |
|----------------------------------------------|----|
| Date of acquisition: <u>4</u> | NA |
| Consideration paid for acquisition: <u>5</u> | NA |

If the relevant interest was disposed of—

| | |
|-----------------------------------------------|--------------------------------------------------------------------------------------------------------------------|
| Date of disposal: <u>6</u> | 20-Feb-12 |
| Consideration received for disposal: <u>7</u> | In respect of the Redeemed Shares, \$1,313,298.11. In respect of the Related Shares, no consideration was payable. |

Type of transaction

| | |
|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Describe the arrangement pursuant to which, or the circumstances in which, the acquisition or disposal took place: <u>8</u> | Mr Weldon has ceased to have a relevant interest in the Redeemed Shares as the qualification criteria of those securities, pursuant to the terms of the Out Performance offer component of the 2007 CEO Share Scheme, had not been met. In respect of the Related Shares, Mr Weldon's beneficial interest is now subject to a right of NZX Limited to have the Related Shares sold on behalf of Mr Weldon and the proceeds of such sale be paid to NZX Limited. |
|--------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

E Total number of transactions this notice relates to: 9

NA

F Date of last disclosure notice (whether in form 1 or form 2) by the director or officer: 10

28-Jun-11

G Signature

Signature of director or officer:

Date of signature:

or

Signature of person authorised to sign on behalf of director or officer:

Date of signature:

Name and title of authorised person:



24-Feb-12

Notes:

Use this form to disclose all the acquisitions and disposals by a director or officer of a public issuer of relevant interests in securities of the public issuer or of a related body corporate. The disclosure must normally be made within 5 trading days of the first acquisition or disposal disclosed in this notice

Provide the information required under headings C and D for each type of security identified under heading B.

This notice must be signed either by the director or officer making the disclosure, or by a person authorised by the director or officer to sign on his or her behalf.11

References

- 1. Regulation 8.
- 2. Regulation 7.
- 3. Regulation 7.
- 4. Regulation 9.
- 5. Regulation 10.
- 6. Regulation 9.
- 7. Regulation 10.
- 8. Regulation 11.
- 9. Regulation 12 (2)
- 10. Regulation 13.
- 11. Regulation 14.