

Proxy form for the NZX 2024 Annual Meeting

The Annual Meeting of NZX Limited (NZX or the Company) will be held at our Auckland Office at Level 15, 45 Queen Street, Auckland, and virtually via an online platform provided by NZX Limited's share registrar, Link Market Services at www.virtualmeeting.co.nz/NZX24, on Thursday, 18 April 2024, commencing at 10:00am. Please register and be seated by 9:50am. If you will be attending online, you will require your Holder Number for verification purposes.

Appointment of Proxy

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

Voting of your holding

Direct how to vote your proxy by making the appropriate election, either online or on this form, in respect of each item of business (resolution 1 to 4). If you do not make an election in respect of a resolution your proxy may vote as they choose.

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

Appointing the Chair of the meeting or a Director as your proxy

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

The Chair of the meeting and the Directors intend to vote all discretionary proxies in favor of resolutions 1 to 3.

Please note restrictions on Resolution 4.

Please complete, sign and lodge this Proxy Form and voting instructions with LINK Market Services (NZX's registry), no later than **10:00am on Tuesday, 16 April 2024**.

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

Lodge your proxy

Online

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

Scan & Email

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

Mail

LINK Market Services
PO Box 91976, Auckland, 1142, New Zealand

(If mailing the proxy form from within New Zealand please use the pre-paid envelope provided. If you are mailing from outside New Zealand you can also use the return envelope but please add a stamp for the required postage)

Deliver In Person

Link Market Services Limited, Level 30, PwC Tower,
15 Customs Street West, Auckland

Restrictions

In accordance with the Listing Rules, each Director and all Associated Persons of each Director (as that term is defined in the Listing Rules) is disqualified from casting a vote in favour of resolution 4, other than where the vote is cast by a Director or an Associated Person as a proxy for a person who is entitled to vote, in accordance with express directions on the Voting/Proxy Form to vote for or against the resolution.

Attending the meeting

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

Signing instructions for proxy forms

Individual holding

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

Joint holding

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

Power of Attorney

If this Proxy Form has been signed by an attorney, a copy of the power of attorney under which it was signed (if not previously provided to the registry), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Company

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Proxy/Corporate Representative Form

STEP 1: Appoint a proxy to vote on your behalf

I / We being a shareholder(s) of NZX Limited

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

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

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of NZX Limited to be held at **10:00am, Thursday, 18 April 2024**, and at any adjournment of that meeting.

STEP 2: Items of business - proxy voting instructions

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf during the poll, and your votes will not be counted in computing the required majority.

Ordinary Business:

This form is to be used to vote as follows on the following:

Ordinary Resolutions:

- That the Board be authorised to determine the auditor's fees and expenses for the 2024 financial year.
- That John McMahon (appointed by the Board as a director with effect from 10 May 2023), who retires and is eligible for election, be elected as a director of NZX Limited.
- That Lindsay Wright, who retires and is eligible for re-election, be re-elected as a director of NZX Limited.
- That the annual remuneration payable to each director of NZX Limited be set at \$88,000, the Chair's annual remuneration be set at \$166,000, with the Chair of the Audit & Risk Committee to receive an additional annual fee of \$15,000, the Chairs of each of the Clearing, Human Resources & Remuneration and Technology Committees to receive an additional annual fee of \$10,000, for any NZX Directors who are appointed to the board of NZX Regulation Limited to receive an additional annual fee of \$20,000 and for any non-executive Directors appointed to the board of NZX Wealth Technologies Limited to receive an annual fee of \$20,000, all with effect from 1 July 2024.

Tick (✓) in box to vote

	For	Against	Abstain	Discretion
1. That the Board be authorised to determine the auditor's fees and expenses for the 2024 financial year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That John McMahon (appointed by the Board as a director with effect from 10 May 2023), who retires and is eligible for election, be elected as a director of NZX Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Lindsay Wright, who retires and is eligible for re-election, be re-elected as a director of NZX Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. That the annual remuneration payable to each director of NZX Limited be set at \$88,000, the Chair's annual remuneration be set at \$166,000, with the Chair of the Audit & Risk Committee to receive an additional annual fee of \$15,000, the Chairs of each of the Clearing, Human Resources & Remuneration and Technology Committees to receive an additional annual fee of \$10,000, for any NZX Directors who are appointed to the board of NZX Regulation Limited to receive an additional annual fee of \$20,000 and for any non-executive Directors appointed to the board of NZX Wealth Technologies Limited to receive an annual fee of \$20,000, all with effect from 1 July 2024.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

And to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy may vote as he/she thinks fit or abstain from voting on each such resolution.
The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: Shareholder questions

Shareholders present at the Annual Meeting in person or virtually will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/NZX> and completing the online validation process, or complete the question section below and return to LINK Market Services in the reply paid envelope enclosed. Questions will need to be submitted by **10:00am on Tuesday, 16 April 2024**. The Board will address and answer questions at the Annual Meeting.

Questions:

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

Shareholder 1

Shareholder 2

Shareholder 3

or duly authorised officer

or duly authorised officer

or duly authorised officer

Electronic Investor Communications

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