

## Lodge Your Proxy

### Online

<https://investorcentre.linkmarketservices.co.nz/voting/NZX>

(CSN/holder number and authorisation code (FIN) required to vote)

### Scan & Email

[meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz)

(please use "NZX Proxy Form" as the subject)

### Mail

Link Market Services Limited, PO Box 91976, Auckland 1142, New Zealand (if mailing within New Zealand, use pre-paid envelope provided. If mailing from outside New Zealand, use the return envelope but add postage)

### Deliver In Person

Link Market Services Limited, Level 11, Deloitte Centre, 80 Queen Street, Auckland, New Zealand

## Proxy Form: NZX 2019 Annual Meeting

The Annual Meeting of NZX Limited (NZX or the Company) will be held at The Dunedin Public Art Gallery, 30 The Octagon, Dunedin on **5 April 2019, commencing at 10.00am**. Please register and be seated by **9.50am**.

### 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 (resolutions 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 CHAIRMAN 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 favour of resolutions 1 to 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 Wednesday 3 April 2019.

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

### 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

Where the holding is in more than one name, all of the security holders should sign.

#### 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

#### Go online to:

<https://investorcentre.linkmarketservices.co.nz/voting/nzx>

to appoint and give directions to your proxy or turn over to complete the form.

# Proxy/Corporate Representative Form

## STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

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

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 on 5 April 2019**, 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 on a show of hands or a poll and your votes will not be counted in computing the required majority.

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

Tick (✓) in box to vote

Resolutions unanimously supported by the board

For      Against      Abstain      Discretion

Ordinary Resolutions:

1. That the board be authorised to determine the auditor's fees and expenses for the 2019 financial year
2. That Elaine Campbell be elected as a director of NZX Limited
3. That James Miller be re-elected as a director of NZX Limited

Special Resolution:

4. That NZX amend its existing Constitution in the manner marked up in the Constitution as presented to shareholders at the annual meeting and initialled by a director of NZX Limited for the purposes of identification

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 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.linkmarketservices.co.nz/voting/nzx> and completing the online validation process, or by completing the question section below and returning this Proxy Form to Link Market Services in the reply paid envelope enclosed. Questions will need to be submitted by 10.00am on Wednesday 3 April 2019. The board will address and answer questions at the Annual Meeting.

Questions:

**SIGN: SIGNATURE OF SECURITY HOLDER(S)** This section must be completed.

Security holder one

or duly authorised officer

Security holder two

or duly authorised officer

Security holder three

or duly authorised officer

## Electronic Investor Communications

If you received this Notice of Annual Meeting and proxy form by mail and wish to receive future investor communications by email, please provide your email address below. We encourage all shareholders to receive communications via email. This is an efficient and secure method of communication for you, and a more cost effective option for NZX.