

LODGE YOUR PROXY

Online

<https://investorcentre.linkmarketservices.co.nz/voting/NZX> (you will be required to enter your CSN/holder number and FIN for security purposes)

Scan & email

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 proxy 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)

Fax

+64 9 375 5990

Deliver in person

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

PROXY FORM FOR THE NZX 2017 ANNUAL MEETING

The Annual Meeting of NZX Limited (NZX or the Company) will be held in at Level 1, NZX Centre, 11 Cable Street, Wellington, on **Friday 30 June 2017, 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 Chairman 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 Chairman 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 5). 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 Chairman 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 Chairman of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 4 and against resolution 5.

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 28 June 2017.

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

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	<input type="text"/>	of	<input type="text"/>
	(full name of proxy)		(full address)
or failing that person	<input type="text"/>	of	<input type="text"/>
	(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 Friday 30 June 2017**, 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

Ordinary Resolutions:

For	Against	Abstain	Discretion
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Ordinary Business

1. That the Board be authorised to determine the auditor's fees and expenses for the 2017 financial year

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Director election resolutions SUPPORTED by the Board:

2. That Frank Aldridge be elected as a Director of NZX Limited
3. That Richard Bodman be elected as a Director of NZX Limited
4. That Patrick Strange be re-elected as a Director of NZX Limited

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Director election resolution NOT supported by the Board:

5. That Tony Falkenstein be elected as a Director of NZX Limited

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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 28 June 2017. 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 1

or duly authorised officer

Security holder 2

or duly authorised officer

Security holder 3

or duly authorised officer

ELECTRONIC INVESTOR COMMUNICATIONS

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