



NEW ZEALAND
**MEDIA AND
ENTERTAINMENT**

2018 NOTICE OF ANNUAL MEETING

NZME Central iHeart Lounge, 2-4 Graham Street, Auckland
Commencing at 3:00pm (NZT), Thursday 21 June 2018

Notice of Meeting

Dear Shareholder,

NZME Limited (NZME) invites you to join us for our Annual Shareholders' Meeting.

The meeting will be held on Thursday 21 June 2018 at 3:00pm (NZT) at:

**NZME Central iHeart Lounge
2-4 Graham Street*
Auckland
New Zealand**

The Directors invite shareholders to join them for afternoon tea from 2:30pm.

You may also listen to the meeting and view the presentation live on the day at www.nzme.co.nz/investor-relations/2018ASM. Please note this will not be interactive.

AGENDA

1. CHAIRPERSON'S ADDRESS

Peter Cullinane

2. CHIEF EXECUTIVE OFFICER'S ADDRESS

Michael Boggs

3. ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass the following ordinary resolutions:

1: Re-election of Director Carol Campbell

It is hereby resolved, as an ordinary resolution, that Carol Campbell, who retires by rotation and is eligible for re-election, be re-elected as a Director of NZME.

Please see explanatory notes for further information.

2: Election of Director David Gibson

It is hereby resolved, as an ordinary resolution, that David Gibson, who joined the Board after the last Annual Shareholders' Meeting, be elected as a Director of NZME.

Please see explanatory notes for further information.

3: Election of Director Barbara Chapman

It is hereby resolved, as an ordinary resolution, that Barbara Chapman, who joined the Board after the last Annual Shareholders' Meeting, be elected as a Director of NZME.

Please see explanatory notes for further information.

4: Auditor's remuneration

It is hereby resolved, as an ordinary resolution, that the Directors of NZME are authorised to fix the auditor's remuneration.

Please see explanatory notes for further information.

4. GENERAL BUSINESS

To consider any other business that may be properly brought before the Annual Shareholders' Meeting. You may send questions in advance to be addressed on the day to companysecretary@nzme.co.nz.

On behalf of the Board



Peter Cullinane
Independent Chair
24 May 2018



PETER CULLINANE
Independent Chair

Explanatory Notes

RESOLUTION 1: RE-ELECTION OF DIRECTOR CAROL CAMPBELL



NZME's constitution and the NZX Main Board Listing Rules require at least one third of the Directors (or the number nearest to one third) to retire by rotation at the Annual Shareholders' Meeting each year. Those Directors are, however, eligible for re-election at that meeting.

The Director who has been longest in office since his or her last election is ordinarily required to retire by rotation. As Carol Campbell has been longest in office since her initial election, she is therefore required to retire by rotation. Carol Campbell is standing for re-election with the full support of the Board.

Carol is a Chartered Accountant and member of Chartered Accountants of Australia and New Zealand.

Carol has extensive financial experience and a sound understanding of efficient Board governance. Carol holds a number of directorships across a broad spectrum of companies, including New Zealand Post, Kiwibank, T&G Global, NPT and the Fisher Listed Investment companies - Kingfish, Barramundi and Marlin Global where she is also Chair of the Audit and Risk Committee. Carol was a Director of The Business Advisory Group for 11 years, a chartered accountancy practice, and prior to that a partner at Ernst & Young for over 25 years. She holds a Bachelor of Commerce in Accounting.

RESOLUTION 2: ELECTION OF DIRECTOR DAVID GIBSON



NZME's constitution and the NZX Main Board Listing Rules require Directors newly appointed since the most recent Annual Shareholders' Meeting to retire and stand for election by shareholders.

As David Gibson has been appointed since the most recent Annual Shareholders' Meeting, he is retiring from the Board and standing for election. He has the full support of the Board.

David has a strong background in strategy and finance with over 20 years' investment banking experience, including as Co-Head of Investment Banking in New Zealand for Deutsche Bank and Deutsche Craigs. During his finance career David has advised on many of New Zealand's largest capital market transactions, including within the media industry. He holds a Bachelor of Laws (LL.B. Hons) and a Bachelor of Commerce in Economics.

RESOLUTION 3: ELECTION OF DIRECTOR BARBARA CHAPMAN



NZME's constitution and the NZX Main Board Listing Rules require Directors newly appointed since the most recent

Annual Shareholders' Meeting to retire and stand for election by shareholders.

As Barbara Chapman has been appointed since the most recent Annual Shareholders' Meeting, she is retiring from the Board and standing for election. She has the full support of the Board.

Barbara served as Chief Executive and Managing Director of ASB Bank Limited from 2011 until 2 February 2018. Barbara has extensive business experience gained through a successful career in the banking industry commencing with the Commonwealth Bank Group in 1994.

During her career Barbara has held a number of senior and executive roles in retail banking, insurance, marketing, communications and human resources. She is passionate about people and culture, and promoting best practice in community, governance and sustainability.

Barbara currently holds directorships with Genesis Energy Limited and The New Zealand Initiative. In 2017 she was named the New Zealand Business Leader of the Year. Barbara holds a Bachelor of Commerce from Canterbury University.

Explanatory Notes

RESOLUTION 4: AUDITOR'S REMUNERATION

The current auditor of NZME, PricewaterhouseCoopers, will automatically continue in office by virtue of section 207T of the Companies Act 1993. Under section 207S of the Companies Act 1993 auditor's fees and expenses must be fixed in the manner determined at the Annual Shareholders' Meeting. Shareholder approval is therefore sought for the Board to fix PricewaterhouseCoopers' remuneration for the following year.

Procedural Notes

ENTITLEMENT TO VOTE

The only persons entitled to vote at the meeting are those shareholders whose names are recorded in the share register of NZME as at 5:00pm (NZT) on 19 June 2018. Only the shares registered in those shareholders' names may be voted at the meeting.

VOTING AND PROXIES

Resolutions 1 to 4, to be considered at the meeting, are ordinary resolutions and will be passed if more than 50% of the votes of shareholders entitled to vote and voting on the resolution are voted in favour of that resolution.

Your right to vote may be exercised by:

- (a) attending and voting in person;
- (b) submitting an online or postal vote; or
- (c) appointing a proxy (or representative) to attend in person and vote in your place.

You can cast a postal vote or appoint a proxy to attend the meeting and vote on your behalf by completing and returning the enclosed voting/proxy form in accordance with the instructions set out on the form. Link Market Services Limited has been authorised by the Board to receive and count postal votes at the meeting.

Alternatively, you can submit your vote or appoint a proxy online at <https://vote.linkmarketservices.com/NZM>. You will require your CSN/Holder Number and FIN (New Zealand Register Holders) or HIN/SRN and postcode (Australian Register Holders) to complete your online vote or proxy appointment.

Your completed copy of the enclosed form must be received by NZME's share registrar, Link Market Services Limited, or your online appointment or vote completed, no later than **3:00pm (NZT) on 19 June 2018**, 48 hours before the Annual Meeting.

If attending in person, please bring the enclosed voting/proxy form to the meeting. The barcode is required for registration.

Location Map



PARKING

Limited metered parking is available on Graham and Hardinge Streets. NZME recommends utilising public transport options. Alternatively, the nearest car park building is the Fanshawe Street Parking Building located at 72-100 Fanshawe St.

**NZ
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