

Our Annual Shareholders' Meeting

As a shareholder of NZX Limited (**NZX**), you are invited to our Annual Meeting to be held at The Chamber Room at The Piano, 156 Armagh Street, Christchurch Central City, Christchurch 8011 and virtually via an online platform provided by NZX's share registrar, MUFG Corporate Markets at <http://www.virtualmeeting.co.nz/NZX25> on Thursday, 1 May 2025 at 10.00am.

Venue: The Chamber Room at The Piano, 156 Armagh Street,
Christchurch Central City, Christchurch 8011
Details of how to attend online are set out in the "Important Information" section below.

Date: Thursday, 1 May 2025

Time: 10:00am

If you are attending the meeting in person, please bring your Proxy form (intact) or your CSN/Security holder number with you to help make registration quick and simple with the MUFG Corporate Markets team (who will be at the entrance to the room). If you are joining the meeting online, further instructions on how to participate are outlined below.

Business

A. Chairman's welcome and strategic overview

B. CEO's report on financial and business performance

C. Financial statements

To receive the Annual Report for the 12 months ended 31 December 2024, including the financial statements and the auditor's report.

D. Ordinary resolutions

The following resolutions will be voted on at the meeting:

1. That the Board be authorised to determine the auditor's fees and expenses for the 2025 financial year.
2. That Elaine Campbell, who retires and is eligible for re-election, be re-elected as a director of NZX Limited.
3. That Peter Jessup, who retires and is eligible for re-election, be re-elected as a director of NZX Limited.

E. Other business

To consider shareholder questions or any other business that may be properly brought before the meeting.

By order of the Board



Sara Wheeler
COMPANY SECRETARY

Explanatory Notes

All resolutions to be put to the meeting are discussed in the following Explanatory Notes.

All of the resolutions are proposed as ordinary resolutions and, to be passed, require approval by a simple majority of votes of shareholders who are entitled to vote on the resolutions and who exercise their right to vote. All references in this Notice of Meeting to the "Listing Rules" are references to the NZX Listing Rules dated 31 January 2025.

Resolution 1:

Auditor

PwC is the current auditor of NZX. The Companies Act 1993 (**Act**) provides that a company's auditor is automatically re-appointed unless its shareholders resolve to appoint a replacement auditor, or there is another reason for the auditor not to be re-appointed. Further, section 207S of the Act provides that an auditor's fees and expenses must be fixed by the company, or in the manner that the company determines at a shareholders' meeting.

Shareholders are being asked to resolve that the Board is authorised to fix the fees and expenses of PwC for the 2025 financial year.

The Board unanimously supports resolution 1 and recommends that you vote in favour of it at the meeting.

Election of Directors

Resolution 2:

Re-election of Elaine Campbell as a Director of NZX



Pursuant to Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting following the director's appointment, or 3 years, whichever is longer.

Elaine Campbell retires in accordance with Listing Rule 2.7.1 and offers herself for re-election.

Elaine was appointed as a director in February 2019. She was last presented for re-election in 2022.

Elaine has more than 20 years' executive experience, primarily in financial and capital markets, and the IT and telecommunications industry. Elaine is the Chief Legal, Governance and External Relations Officer at NZX-listed SkyCity. Immediately prior to this role, she was on the executive team at NZX-listed Chorus, most recently as the Executive GM of Fibre Access and prior to that, as the Chief Corporate Officer and General Counsel. Elaine spent five years at the Financial Markets Authority as Director of Compliance before joining AMP as an executive director and General Counsel. Elaine was on the executive team at NZX from 2002 to 2008, where Elaine led the demutualisation and listing of NZX and was responsible for the insourcing of regulatory functions, along with chairing Smart. She has previously worked in the UK and USA for multinational Sun Microsystems.

Elaine is a member of the NZX Human Resources & Remuneration Committee, and is also a director of NZX's subsidiary NZX Regulation Limited.

The Board has determined that, in its view, Elaine Campbell is an Independent Director (as defined in the Listing Rules).

The Board unanimously supports resolution 2 and recommends that you vote in favour of it at the meeting.

Resolution 3:

Re-election of Peter Jessup as a Director of NZX

Peter Jessup also retires in accordance with Listing Rule 2.7.1 and offers himself for re-election. Peter joined the NZX Board in January 2022, following his appointment to the Technology Committee in April 2021.

He brings more than 35 years' financial markets IT experience - including trading, surveillance, clearing, depository and settlement systems. Peter is a capital markets consultant with Accenture prior to which he led the Market Infrastructure Business Development team at LSEG and was Senior Vice President at Nasdaq's Global Technology Services group.

In Peter's earlier career he worked for NZSE (New Zealand Stock Exchange), where he played a key role in automation of the exchange, including the implementation of electronic settlement and automated trading technology.

Peter is Chair of the Technology Committee and a member of the Clearing Committee.

The Board has determined that, in its view, Peter Jessup is an Independent Director (as defined in the Listing Rules).

The Board unanimously supports resolution 3 and recommends that you vote in favour of it at the meeting.



Important Information

Voting

You are entitled to vote at the Annual Meeting if you have a shareholding in NZX Limited at **5:00pm on Tuesday 29 April 2025**. If you are entitled to vote and wish to do so in person, you should attend the Annual Meeting.

A proxy form is enclosed with this Notice of Annual Meeting which allows you to vote on the resolutions notified in this Notice of Annual Meeting. Please bring this form with you to the meeting, as the barcode will assist with your registration.

Proxies and corporate representatives

Any shareholder of NZX who is entitled to attend and vote at the Annual Meeting, is entitled to appoint a proxy (or representative in the case of a corporate shareholder) to attend the meeting and vote on their behalf. A proxy need not be a shareholder of NZX.

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as they see fit. If you wish to give your proxy discretion, then you should make the appropriate election, either online or on the proxy form, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any of resolutions 1 to 3.

The Chair of the meeting is willing to act as proxy for any shareholder who appoints him for that purpose. If you appoint the Chair of the meeting as your proxy and do not direct the Chair how to vote in the proxy form, the Chair will vote in favour of resolutions 1 to 3.

If, in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form that is lodged with MUFG Corporate Markets), or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may only vote in accordance with your express direction. To be valid, a completed proxy form must be returned so that it is received by no later than **10:00am on Tuesday 29 April 2025**. Any proxy form received after this time will not be valid for the meeting. You may return your completed proxy form by delivering it to MUFG Corporate Markets using one of the following methods:

Online at: <https://nz.investorcentre.mpms.mufg.com/voting/nzx>
(you will need your CSN/holder number and authorisation code (FIN))

Scan and email to: meetings.nz@cm.mpms.mufg.com
(use 'NZX Proxy' as email subject)

Mail to: MUFG Corporate Markets, PO Box 91976, Auckland 1142
using the enclosed reply paid envelope

By hand to: MUFG Corporate Markets, Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Online Participation

To participate at the meeting online use the following link to NZX's share registrar's virtual meeting platform: www.virtualmeeting.co.nz/NZX25

Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting. If you will be participating online you will require your shareholder number, found on your proxy form, for verification purposes.

More information regarding virtual attendance at the meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at: https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf

A full replay of the meeting will be available via the link below and can be accessed online at NZX's Investor Centre: <https://www.nzx.com/about-nzx/investor-centre/shareholder-meetings>

Resolutions

All of the resolutions are ordinary resolutions, meaning they can be approved by a simple majority (more than 50%) of the votes cast that are entitled to vote on the resolution.

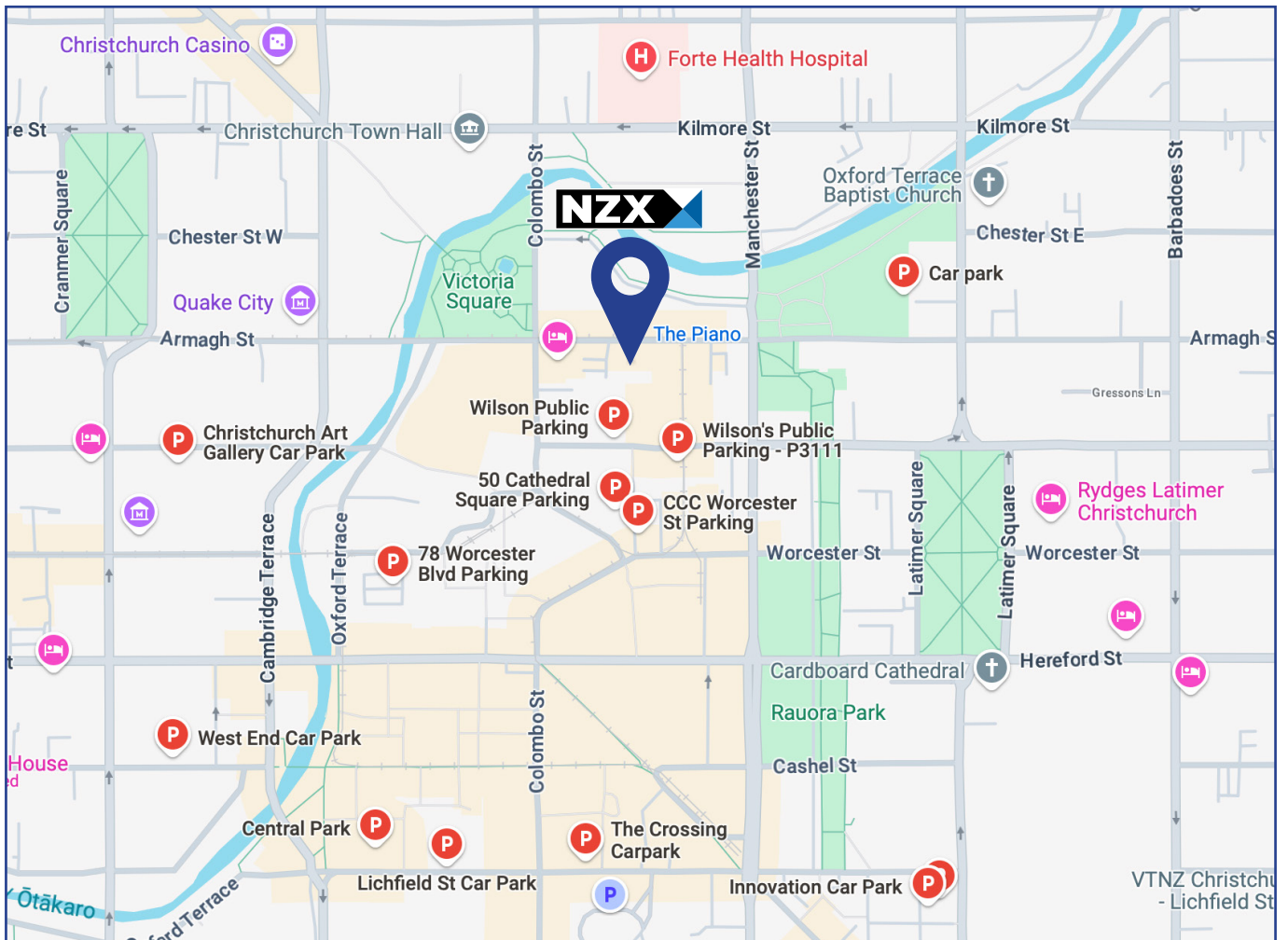
Questions

Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting (attending either in person or using the virtual meeting platform) to ask questions.

To encourage shareholder participation, we also invite those unable to attend in person to submit questions ahead of the meeting. If you would like to submit a question you can do so online or using the enclosed proxy form. The Company may not address questions that were not received by **10:00am on Tuesday 29 April 2025** (noting that the questions may be raised by shareholders at the meeting, whether attending in person or through the virtual meeting platform).

Copies of the Annual Meeting presentation materials will be published and available online shortly before the meeting begins.

How to get to the Annual Meeting



The Piano

▶ The Chamber Room
at The Piano
156 Armagh Street
Christchurch Central City

▶ **PARKING AVAILABLE AROUND THE VENUE**

- Christchurch Art Gallery Car Park
- Wilson Public Parking
- 50 Cathedral Square Parking
- CCC Worchester Street Parking
- Wilson's Public Parking - P3111
- West End Car Park
- 78 Worchester Blvd Parking
- Central Park
- Lichfield Street Car Park

