



# NZX Limited.

# Notice of Annual Meeting of Shareholders.

## ANNUAL MEETING

Notice is given that the 11th Annual Meeting of Shareholders of NZX Limited ("NZX" or "Company") will be held at Westpac on Takutai Square, Level 9, 16 Takutai Square, Britomart, Auckland, on **Friday 16 May 2014, commencing at 2.00pm**. Please take the escalator to reception on Level 1.

### Agenda

The agenda for the 2014 NZX Annual Meeting is as follows:

#### A. Chairman's Introduction And Comments

#### B. Chief Executive's Review

#### C. Financial Statements

To receive the Annual Report for the 12 months ended 31 December 2013, including the financial statements and the auditors' report.

#### D. Auditors (Resolution 1)

To consider and, if thought fit, to pass the following as an ordinary resolution:

"That the Board be authorised to determine the auditors' fees and expenses for the 2014 financial year."

#### E. Election Of Directors (Resolutions 2-3)

In accordance with NZX's Constitution, Andrew Harmos and Alison Gerry, being together one-third of the Directors, must retire and, being eligible, offer themselves for re-election.

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

**Resolution 2:** To re-elect Andrew Harmos; and

**Resolution 3:** To re-elect Alison Gerry, as Directors of NZX.

(See Explanatory Note 2 for biographical detail.)

#### F. Other Business

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

#### Proxies

A Proxy Form is included with this Notice of Annual Meeting. Any shareholder of NZX, who is entitled to attend and vote at the Annual Meeting, is entitled to appoint a proxy to attend the Annual Meeting and vote on his or her behalf. A proxy need not be a shareholder of NZX. The Chairman intends to vote any discretionary proxies in favour of all resolutions.

To be valid, a completed Proxy Form must be produced to the Company by delivering it to the Company's registered office or by delivering, posting or faxing it to Link Market Services Limited (see Proxy Form for the address). You can also appoint your proxy online at <https://investorcentre.linkmarketservices.co.nz/voting/NZX>. You will need your CSN/holder number and FIN. In all cases your completed Proxy Form must be received no later than **2.00pm on Wednesday 14 May 2014**.

Those NZX shareholders who receive their company information electronically may also return their Proxy Form in electronic format to [meetings@linkmarketservices.co.nz](mailto:meetings@linkmarketservices.co.nz) no later than **2.00pm on Wednesday 14 May 2014**. Please use "NZX Proxy" as the subject of your email.

#### Resolution requirements

An ordinary resolution is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

#### Other means of having your questions answered

To assist NZX in providing detailed responses to any further questions shareholders may have, shareholders are invited to forward questions to NZX in advance of the Annual Meeting.

Questions should be sent via email to [bevan.miller@nzx.com](mailto:bevan.miller@nzx.com) no later than **4.30pm on Friday 9 May 2014**. Directors will ensure that any questions or comments submitted will be addressed in the course of the Annual Meeting. Copies of any presentation materials will be available online shortly after the Annual Meeting concludes.

By order of the Board,

**BEVAN MILLER**  
CHIEF FINANCIAL OFFICER

# Explanatory Notes.

## 1. AUDITORS (Resolution 1)

KPMG is automatically reappointed as auditors under section 200 of the Companies Act 1993. Resolution 1 authorises the Board to fix the fees and expenses of the auditors for the current year.

## 2. ELECTION OF DIRECTORS (Resolutions 2–3)

Pursuant to clause 26.1 of the Constitution and NZSX Listing Rule 3.3.11, one-third of the Directors must retire by rotation at each annual meeting. Andrew Harnos and Alison Gerry retire in accordance with clause 26.2 of the Constitution and each offers himself and herself respectively for re-election.

### Andrew Harnos

Chairman: LLB (Hons), BCom

Andrew Harnos, NZX Chairman, is one of the founding directors of Harnos Horton Lusk, an Auckland-based specialist corporate legal advisory firm. He specialises in takeover advice and structuring, securities offerings, company and asset acquisitions and disposals, strategic and board corporate legal advice. Andrew was appointed a Director of NZX in 2002, and prior to that held a number of other listed company directorships.

Andrew is a Director of ASX listed Westfield Retail Trust, AMP Life and the National Mutual Life Association of Australasia, fund manager Elevation Capital Management, and Pascaro Investments, a rural focused investment company. He is a trustee of the McCahon House Trust, a trust established to restore and preserve artist Colin McCahon's house and establish a residency for artists in his honour. He is also a trustee of the Arts Foundation of New Zealand.

The Board has determined Andrew Harnos to be an Independent Director as defined in the NZX Main Board Listing Rules.

### Alison Gerry

MAPPFIN, BMS(Hons), CFTP

Alison Gerry was appointed a Director of NZX in February 2012. She is a professional company director with more than 20 years' experience working in finance and treasury. Alison is currently Deputy Chair of Kiwibank and a director of TVNZ, Queenstown Airport and Pioneer Generation. From 1999 to 2005, Alison was Group Treasurer for Lion Nathan, based in Sydney. Prior to that, she worked for various financial institutions in Sydney, Hong Kong, Tokyo and London in trading, finance and risk roles.

Alison was also a visiting fellow at the Applied Finance Centre of Macquarie University for 12 years until 2011. Alison has a Masters of Applied Finance from Macquarie University and a first class honours degree in Management Studies from Waikato University.

The Board has determined Alison Gerry to be an Independent Director as defined in the NZX Main Board Listing Rules.