

2025 Notice of Annual Meeting

9.30 am, Friday 7 November 2025



LETTER FROM THE CHAIR

3 October 2025

On behalf of the Board of directors I am pleased to invite you to the 2025 Annual Meeting of Spark New Zealand Limited ("Spark"), which will be held at the Conference Centre, Ground Floor, 50 Albert Street, Auckland at 9.30 am on Friday 7 November 2025 (New Zealand time). Please note this is a new venue.

Shareholders are also able to attend the Annual Meeting online via the Virtual Meeting portal at virtualmeeting.co.nz/spark2025 or by telephone from New Zealand by dialling 0800 449 170 or from Australia by dialling 1800 896 574. Please read the procedural notes for further detail.

Items of Business

1. **Chairperson's Address**
2. **Chief Executive Officer's Review**
3. **Resolutions**

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

1. **Re-election of Lindsay Wright:** That Lindsay Wright (appointed as a director of Spark by the Board with

effect from 1 August 2025) who retires and is eligible for re-election, is re-elected as a director of Spark.

2. **Re-election of Tarek Robbiati:** That Tarek Robbiati (appointed as a director of Spark by the Board with effect from 1 October 2025) who retires and is eligible for re-election, is re-elected as a director of Spark.
3. **Re-election of Vince Hawksworth:** That Vince Hawksworth (appointed as a director of Spark by the Board with effect from 1 October 2025) who retires and is eligible for re-election, is re-elected as a director of Spark.
4. **Re-election of Jolie Hodson:** That Jolie Hodson, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
5. **Re-election of Justine Smyth:** That Justine Smyth, who retires by rotation and is eligible for re-election, is re-elected as a director of Spark.
6. **Auditor's remuneration:** That the directors of Spark are authorised to fix the auditor's remuneration for the ensuing year.

The Resolutions above are to be considered as ordinary resolutions and, to be passed, require the approval of more than 50% of the votes of those shareholders entitled to vote and voting on the resolutions.

For more information on the resolutions, please see the Explanatory Notes below.

4. Shareholder Questions

By Order of the Board of Spark New Zealand Limited



Justine Smyth
Chair, Spark New
Zealand Limited
3 October 2025

EXPLANATORY NOTES



Resolution 1: Re-election of Ms Lindsay Wright

Under NZX Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Ms Lindsay Wright has been appointed as a non-executive director with effect from 1 August 2025. Ms Lindsay Wright accordingly retires and offers herself for re-election at the 2025 Annual Meeting. Ms Lindsay Wright is considered by the Board to be independent.

Term of Office: Appointed with effect from 1 August 2025.

Board Committees: Chair of the Audit and Risk Management Committee and member of the Nominations and Corporate Governance Committee.

Biography: Lindsay has more than 35 years of executive experience in the financial services sector, both within New Zealand and internationally. Her senior management roles at leading global asset management firms have equipped her with substantial expertise in commercial operations including business development and stakeholder management, strategy, investment management, finance, capital markets, and risk and capital management. Lindsay

also brings extensive governance experience spanning 14 years, serving on boards of both listed and private companies. She currently holds directorships with NZX Limited (serving as Audit and Risk Management Committee (ARMC) Chair), Milford Asset Management (as ARMC Chair), and ASX-listed Navigator Global Investments. Her previous board appointments include Kiwibank and the Guardians of New Zealand Superannuation, where she was Deputy Board Chair and Audit Committee Chair.



Resolution 2: Re-election of Mr Tarek Robbiati

Under NZX Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Mr Tarek Robbiati has been appointed as a non-executive director with effect from 1 October 2025. Mr Tarek Robbiati accordingly retires and offers himself for re-election at the 2025 Annual Meeting. Mr Tarek Robbiati is considered by the Board to be independent.

Term of Office: Appointed with effect from 1 October 2025.

Board Committees: Member of the Audit and Risk Management Committee and member of the Nominations and Corporate Governance Committee.

Biography: Tarek is a highly regarded global telecommunications, technology and financial services leader, best known for his strategic business transformation leadership roles within large-scale organisations. He has a strong commercial background, and deep strategic knowledge of the telecommunications industry having held executive roles at several global telcos, including as CFO at Sprint Corporation, and Group Managing Director at Telstra International Group. Tarek is currently CFO at NYSE listed Pure Storage, and a director on

the Board of Digicel (as ARMC Chair). His extensive listed company governance experience includes serving on the Boards of TelstraClear New Zealand, Hewlett Packard Enterprise Financial Services, CSL Limited Hong Kong, and Australia-Japan Cable Limited Bermuda.



Resolution 3: Re-election of Mr Vince Hawsworth

Under NZX Listing Rule 2.7.1 a Director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment. Mr Vince Hawsworth has been appointed as a non-executive director with effect from 1 October 2025. Mr Vince Hawsworth accordingly retires and offers himself for re-election at the 2025 Annual Meeting. Mr Vince Hawsworth is considered by the Board to be independent.

Term of Office: Appointed with effect from 1 October 2025.

Board Committees: Member of the Human Resources and Compensation Committee and member of the Nominations and Corporate Governance Committee.

Biography: Vince has over 18 years' Chief Executive experience in utility and infrastructure businesses across New Zealand and Australia, having most recently served as Chief Executive of Mercury Energy, and prior to that of Trustpower New Zealand. He is highly skilled in infrastructure investment, management of large-scale customer bases, and people and culture leadership. Vince is currently a director on the Board of Powerco, a Board Trustee of the Starship Foundation, and an Advisor to Datagrid New Zealand.



Resolution 4: Re-election of Ms Jolie Hodson

Re-election of Ms Jolie Hodson: That Ms Jolie Hodson (appointed as a director of Spark by the Board with effect from 23 September 2019) who retires and is eligible for re-election, is re-elected as a director of Spark.

Executive director Ms Jolie Hodson retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election. Ms Jolie Hodson is considered by the Board not to be independent.

Term of Office: Appointed 23 September 2019 and last re-elected at the 2022 Annual Meeting.

Board Committees: None.

Biography: Jolie became Chief Executive Officer (CEO) on 1 July 2019 and joined the Board in September 2019. As CEO Jolie is responsible for ensuring the company has a sound strategy and builds a team around her that is able to deliver the digital infrastructure, products and services, and innovation that supports Spark's customers

and Aotearoa to win big in a digital world. Jolie joined Spark in 2013 as Chief Financial Officer (CFO), and held the roles of CEO Spark Digital and Customer Director before being appointed CEO on 1 July 2019. Prior to joining Spark Jolie worked for 20 years in a range of senior roles for the Lion Group and Deloitte.



Resolution 5: Re-election of Ms Justine Smyth, CNZM

Re-election of Ms Justine Smyth: That Ms Justine Smyth (appointed as a director of Spark by the Board with effect from 1 December 2011) who retires and is eligible for re-election, is re-elected as a director of Spark.

Non-executive director Ms Justine Smyth retires by rotation pursuant to NZX Listing Rule 2.7.1 and offers herself for re-election. Ms Justine Smyth's intention is to serve for a period of up to 12 months to ensure a successful transition to a new Chair and to support ongoing stability for Spark as it embarks on its new strategy.

Ms Justine Smyth is considered by the Board to be independent.

NZX Corporate Governance Code commentary on factors to be considered when determining director independence include whether the director has been a director of the entity for a period of 12 years or more; and whether a director derives a substantial portion of their annual revenue from the issuer. Ms Smyth has been a director for 13.7 years, and Chair for 6.9 years as at 30 June 2025. In addition, Ms Smyth's Spark director

fees and distributions from Spark shares were a substantial portion of her revenue during FY25. The Board (other than Ms Smyth) considers that Ms Smyth is "independent", as it is satisfied that neither factor materially affects Ms Smyth's capacity to bring an independent view to decisions in relation to Spark.

Term of Office: Appointed 1 December 2011 and last re-elected at the 2022 Annual Meeting.

Board Committees: Member of the Human Resources and Compensation Committee and Chair of the Nominations and Corporate Governance Committee.

Biography: Justine joined the Board in December 2011 and became Chair in 2017. She has extensive experience in governance, mergers and acquisitions, taxation, and the financial performance of large corporate enterprises as well as small and medium enterprises (SMEs). Her background is in finance and business management, having been a Partner with Deloitte and Group Finance Director at Lion Nathan. Justine is currently Chair of Mondiale VGL Limited and the Breast Cancer Foundation New Zealand and a former director of Auckland International Airport Limited. Justine has a Bachelor of Commerce from the University of Auckland and is a Fellow of Chartered Accountants of Australia and New Zealand and a Chartered Fellow of the Institute of Directors. In 2020 Justine was appointed a Companion of the New Zealand Order of Merit for services to governance and women.

Resolution 6: Fixing the remuneration of the auditor, Deloitte

Pursuant to section 207T of the Companies Act 1993, Deloitte is automatically reappointed at the Annual Meeting as auditor of Spark. The proposed resolution is to authorise the directors under section 207S of the Companies Act 1993 to fix the remuneration of the auditor, Deloitte, for the ensuing year.

Deloitte was first appointed as auditor in 2020.

Mr Jason Stachurski was the lead audit partner for the financial year ending 30 June 2025. In line with the audit partner rotation policy Ms Melissa Collier has been appointed the lead audit partner for the financial year ending 30 June 2026.

In August 2025 the Audit and Risk Management Committee assessed and confirmed the independence of Deloitte after consideration of the External Audit Independence Policy criteria.

PROCEDURAL NOTES

This year shareholders may attend the Annual Meeting either in person or virtually via an online portal or by telephone.

Attending in Person

If you wish to vote in person, you should attend the Annual Meeting where you will be issued with a voting card. Please bring your Proxy Form with you to the meeting (enclosed with this notice) to assist with your registration.

Online Participation

Shareholders may also attend the Annual Meeting virtually via an online portal, where they can watch the Annual Meeting, vote and ask questions during the Annual Meeting. Shareholders attending virtually will require their Holder Number for verification purposes. Shareholders attending virtually will be able to ask questions during the Annual Meeting via the "Ask a Question" functionality or via telephone. Spark's virtual Annual Meeting portal can be found at virtualmeeting.co.nz/spark2025. If you require any help using the online portal prior to or during the annual meeting, from New Zealand please dial **0800 200 220** or from Australia please dial **1800 990 363**. A user guide can be found under the Annual Meeting section of our website at investors.sparknz.co.nz.

Telephone Participation

Shareholders who participate by phone will be able to hear the meeting, ask questions and vote at the appropriate times during the meeting. Voting will be conducted at the conclusion of the meeting. Please follow the voting instructions provided by the call facilitator.

To participate in the Annual Meeting by telephone in New Zealand please dial **0800 449 170** or from Australia please dial **1800 896 574**.

Shareholders attending by phone will require their unique PIN for verification purposes. Your unique PIN can be found at the top of the Proxy Form that accompanies this notice. Please disregard the PIN on your Proxy Form if you will be attending the meeting in person or virtually via the online portal.

American Depositary Receipts (ADR) Holders

ADR holders are able to attend the meeting online as a registered visitor and can view the live webcast (see further instructions below) but unfortunately are not able to vote or ask questions via the online portal. ADR holders are encouraged to vote via the ADR proxy vote process facilitated by the Bank of New York Mellon, as the ADR depository bank, and your securities bank/broker.

To view the webcast, go to virtualmeeting.co.nz/spark2025.

Voting Entitlements

Only shareholders whose names are registered on the Spark share register at 5.00 pm on Wednesday 5 November 2025 (New Zealand time) are entitled to vote, and only shares registered in the names of those shareholders at that time may be voted at the Annual Meeting.

Proxy Voting

If you cannot attend the Annual Meeting and choose not to participate by telephone or virtually via the Annual Meeting portal, you are encouraged to appoint a proxy to attend and vote on your behalf.

Appointing a proxy

Shareholders entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote on their behalf. A body corporate that is a shareholder may appoint a person to attend the meeting as its representative in the same manner that it would appoint a proxy. A proxy need not be a Spark shareholder.

The Chair of the meeting or any other director is willing to act as proxy for any shareholder who appoints him or her for that purpose. The Chair of the meeting and the directors of Spark intend to vote all discretionary proxies, for which they have authority to vote, in favour of all of the resolutions.

If, in appointing your proxy, you do not name a person as your proxy (either online or on your Proxy Form), or your proxy does not attend the Annual Meeting, the Chair of the meeting will be your proxy and may vote only in accordance with your express direction.

A proxy is able to vote on motions from the floor and/or any resolutions put before the meeting to amend the resolutions stated in this notice.

Shareholders can appoint a proxy by completing the enclosed Proxy Form and returning it to MUFG Pension & Market Services by email or mail so that it is received no later than 9.30am on Wednesday 5 November 2025 as set out in the Proxy Form.

Online proxy voting

Alternatively, shareholders can elect to lodge their proxy appointment online by visiting vote.cm.mpms.mufg.com/SPK.

Holders on the New Zealand register will be required to enter their CSN/Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

Holders on the Australian register will be required to enter their Holder Number (HIH SRN) and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

All online or postal proxy appointments must be received by MUFG Pension & Market Services via mail or email no later than 9.30am on Wednesday 5 November 2025 (New Zealand time).

Shareholder Questions

We want to make it as easy as possible for shareholders to ask questions at the Annual Meeting. Shareholders present at the Annual Meeting or attending virtually via the online portal or by telephone will have the opportunity to ask questions during the Annual Meeting.

Shareholders who cannot attend the Annual Meeting

If you cannot attend the Annual Meeting but would like to ask a question you can submit a question by completing the shareholder question section on the Proxy Form and returning it to MUFG Pension & Market Services, or online by going to **vote.cm.mpms.mufg.com/SPK**. After completing the online validation process choose "Questions". Shareholder questions will need to be submitted by 5.00 pm Friday 31 October 2025 (New Zealand Time).

Online Questions

Shareholders attending the online Annual Meeting will be able to submit questions via the "Ask a Question" functionality in the online portal. Questions can be submitted via the online portal 30 minutes before the meeting begins or at any time during the Annual Meeting. We encourage shareholders to submit questions as early as possible to ensure that as many questions as possible are received and addressed at the appropriate time during the meeting.

Please note in order to "Ask a Question" via the online portal shareholders must have completed the registration process to vote in order to validate themselves

as a shareholder and make the "Ask a Question" functionality available.

Telephone Questions

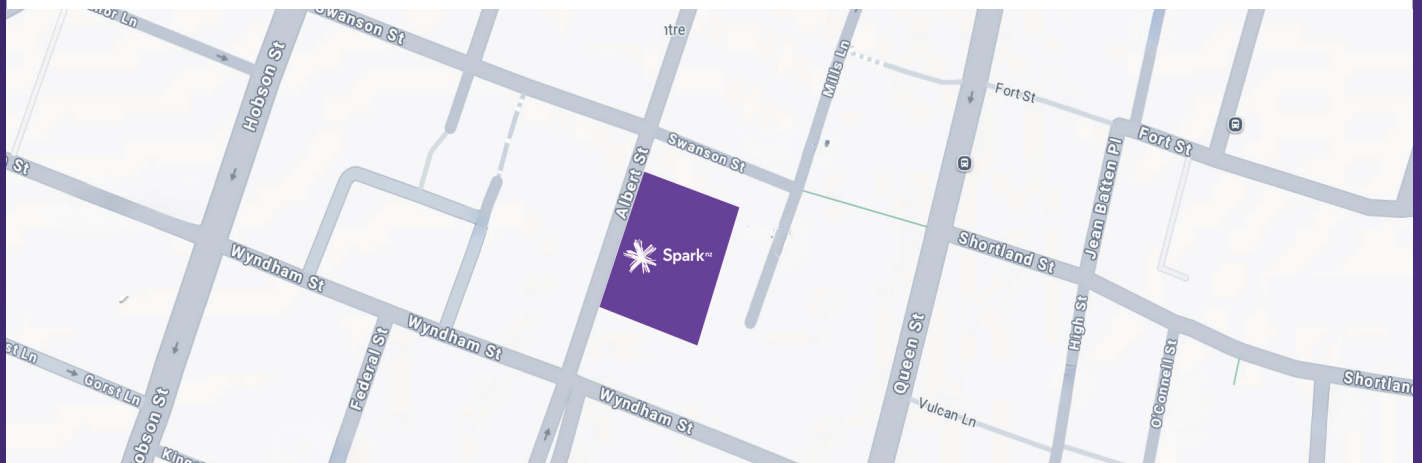
Shareholders are also able to ask questions by telephone. This is a great option for shareholders who may be less confident navigating a computer or may find typing a question challenging. Asking a question by telephone also allows the opportunity for follow up questions to be asked in real-time. To ask a question by telephone in New Zealand please dial **0800 449 170** or from Australia please dial **1800 896 574**. We recommend shareholders wanting to ask questions by telephone dial into the Annual Meeting as early as possible. To queue for a question please dial ***1**. The operator will announce your name and invite you to ask your question at the appropriate time during the meeting.

Webcast

The Annual Meeting will be webcast live on the internet. To view the webcast, go to **virtualmeeting.co.nz/spark2025**.

Venue & Parking (new venue)

Spark's Annual Meeting will be held at:
The Conference Centre, Ground Floor, 50 Albert Street, Auckland, New Zealand



Parking around Spark City

Auckland's CBD is well served by rail and bus services. There are a number of buses that stop near to Spark's building on Albert and Queen Street. It is also a short walk from the Britomart Transport Centre. For full route, timetable and fare information call Auckland Transport Contact Centre on **09 366 6400** or **0800 103 080**. Or visit AT online at at.govt.nz/bus-train-ferry.