

Our Annual Shareholders' Meeting

As a shareholder of NZX Limited (**NZX**), you are invited to our Annual Meeting to be held at our Auckland Office at Level 15, 45 Queen Street, Auckland and virtually via an online platform provided by NZX's share registrar, MUFG Pension & Market Services at www.virtualmeeting.co.nz/nzx26 on Thursday, 23 April 2026 at 10.00am.

Venue: [Level 15, 45 Queen Street, Auckland 1010](#)
Details of how to attend online are set out in the "Important Information" section below.

Date: [Thursday, 23 April 2026](#)

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 Pension & Market Services 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 2025, 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 2026 financial year.
2. That Dame Paula Rebstock, who retires and is eligible for re-election, be re-elected as a director of NZX Limited.
3. That Rachel Walsh, who retires and is eligible for re-election, be re-elected as a director of NZX Limited.

E. Other business

To consider shareholder questions 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 2026 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 Dame Paula Rebstock 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.

Dame Paula Rebstock retires in accordance with Listing Rule 2.7.1 and offers herself for re-election.

Dame Paula was appointed as a director in February 2023.

She is a leading Auckland-based economist and company director, who was made a Dame Companion of the New Zealand Order of Merit in 2015 for services to the State. Dame Paula has extensive professional experience in corporate and public services governance. She is a Director of NZX-listed Vector, Bluecurrent Australia and Bluecurrent New Zealand, and also serves on unlisted entities including Auckland One Rail, Chair of Asia Pacific Healthcare Group, and Chair of AIA Sovereign Insurance New Zealand, among others. Dame Paula is a former Chair of the New Zealand Commerce Commission, and the Accident Compensation Corporation (ACC); was Deputy Chair of KiwiRail, and a Director of Auckland Transport.

Dame Paula is Chair of the Human Resources and Remuneration Committee, and also a member of the Nomination Committee.

The Board (other than Dame Paula Rebstock) has determined that, in its view, Dame Paula 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 Rachel Walsh as a Director of NZX

Rachel Walsh also retires in accordance with Listing Rule 2.7.1 and offers herself for re-election.

Rachel joined the NZX Board in October 2022. She is an independent director on the Boards of IAG New Zealand, Asteron Life (Chairing the Board Audit and Risk Committee), and Chartered Accountants ANZ (Chairing the People and Remuneration Committee), and a member of the External Reporting Advisory Panel (XRAP). A Fellow of Chartered Accountants ANZ and Chartered Member of the Institute of Directors, she holds a Bachelor of Commerce from the University of Auckland. Rachel's executive career includes Group CFO of Datacom Group and Abano Healthcare, with senior finance roles in Rank Group, and PwC. She has extensive experience across financial services, technology, health care, private equity, and professional services, and is among a select group of women who have served as CFOs of NZX-listed entities.

Rachel is Chair of the Clearing Committee and also a member of the Audit and Risk, Nominations and Technology committees.

The NZX Corporate Governance Code commentary on factors to be considered when determining director independence include circumstances where the director has close family ties or personal relationships with anyone in the categories listed. The Board notes that Ms Walsh has a close personal relationship with an employee of NZX's current external audit firm (PwC).

The Board (other than Ms Walsh) considers that Ms Walsh remains independent on the basis that the relevant person does not provide services to NZX and therefore the circumstances do not result in a Disqualifying Relationship for the purposes of 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 21 April 2026**. 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 Pension & Market Services), 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 21 April 2026**. 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 Pension & Market Services 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 Pension & Market Services, PO Box 91976, Auckland 1142 using the enclosed reply paid envelope

By hand to: MUFG Pension & Market Services, 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/nzx26

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.

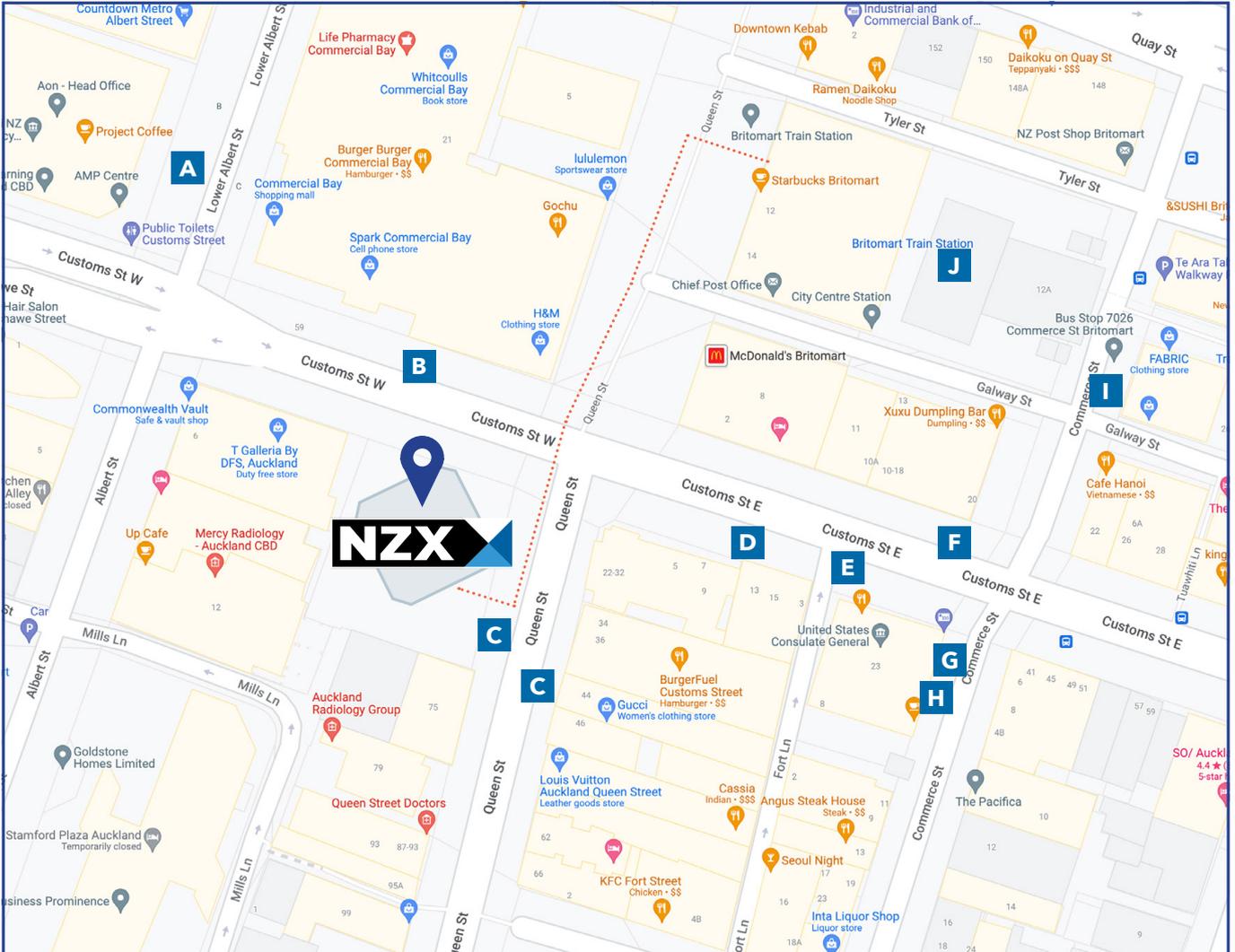
Questions

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 21 April 2026** (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



▶ NZX Limited
Level 15
45 Queen Street

Transit by train to Britomart Train Station then walk/taxi

BUS STOPS/ROUTES

- A.** Lower Albert Street
- B.** Custom Street West
- C.** Britomart Te Komititanga
- D.** Stop A Britomart Queens Arcade
- E.** Stop B Britomart Queens Arcade
- F.** Britomart Queens Arcade
- G.** Britomart
- H.** Britomart Custom Street East
- I.** Britomart Commerce Street
- J.** Britomart Train Station