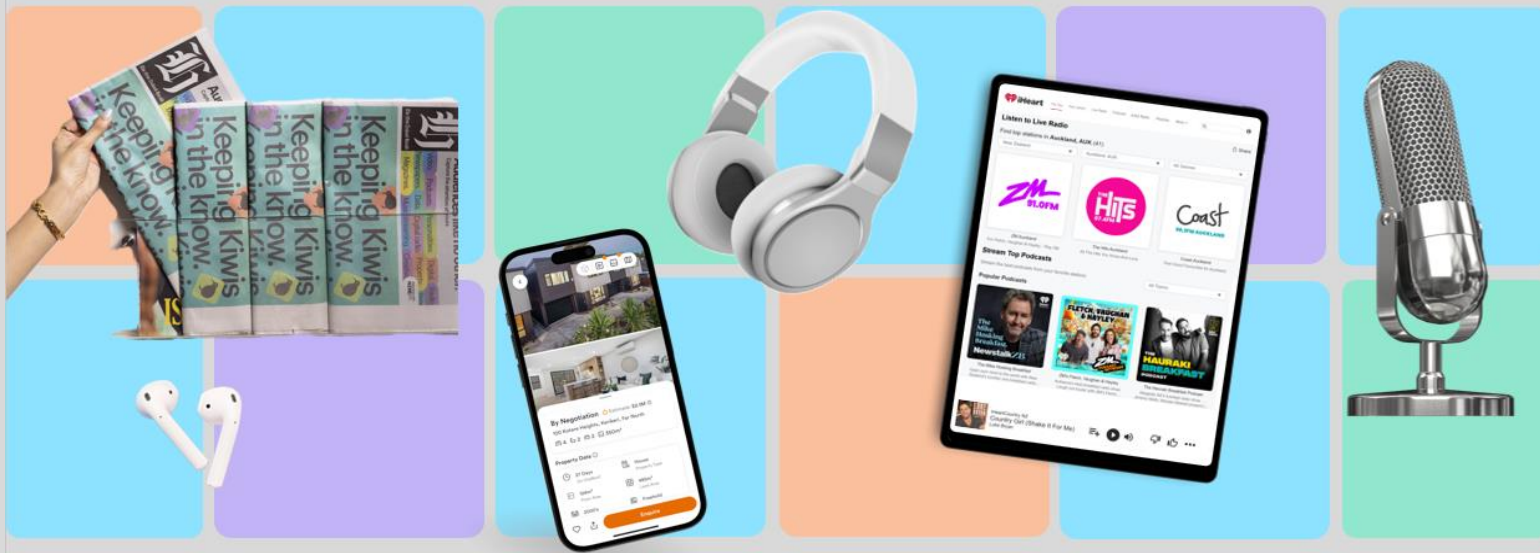




NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

To be held Wednesday 22 April 2026 at the NZME iHeart Lounge, 2 Graham Street, Auckland Central. And online at virtualmeeting.co.nz/nzm26 commencing at **3:00pm**

IMPORTANT DATES AND TIMES

Latest time for receipt of proxy voting forms:

Monday 20 April 2026, 3.00pm

Vote-eligibility date for voting entitlements for the Annual Shareholders' Meeting:

Monday 20 April 2026, 5.00pm

Annual Shareholders' Meeting:

Wednesday 22 April 2026, 3:00pm

All times are in New Zealand time.

The Directors invite shareholders to join them for afternoon tea at the conclusion of the meeting.

NZME. NEW ZEALAND
MEDIA AND
ENTERTAINMENT

NZME NOTICE OF ANNUAL SHAREHOLDERS' MEETING

Dear Shareholder,

NZME Limited (**NZME**) invites you to join in person or online its 2026 Annual Shareholders' Meeting (the **2026 Annual Shareholders' Meeting** or the **meeting**).

Notice is hereby given that the meeting will be held at the **NZME iHeart Lounge, 2 Graham Street, Auckland Central** and online at www.virtualmeeting.co.nz/nzm26 on **Wednesday 22 April 2026**

Agenda

1. Chair's Address

Steven Joyce

2. Chief Executive Officer's Address

Michael Boggs

3. Ordinary Resolutions

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

Ordinary Resolution 1

Election of Incumbent NZME Director: Bowen Pan

That Bowen Pan, who was appointed as a director by the Board since the last Annual Shareholders' Meeting in accordance with the Company's Constitution and who holds office until this meeting, be and is hereby elected as a director of NZME.

The Board unanimously supports the appointment of Mr Pan as a Director of NZME and strongly recommend that you vote FOR Ordinary Resolution 1.

Please see explanatory notes for further information.

Ordinary Resolution 2

Election of Incumbent NZME Director: Kate Parsons

That Kate Parsons, who was appointed as a director by the Board since the last Annual Shareholders' Meeting in accordance with the Company's Constitution and who holds office until this meeting, be and is hereby elected as a director of NZME.

The Board unanimously supports the appointment of Ms Parsons as a director of NZME and strongly recommend that you vote FOR Ordinary Resolution 2.

Please see explanatory notes for further information.

Ordinary Resolution 3

Election of NZME Director: Benedict Ong

That Benedict Ong, who has nominated himself for election as a director in accordance with Rules 2.3.1 and 2.3.2 of the NZX Listing Rules be and is hereby elected as a director of NZME.

The Board does not currently have sufficient information regarding Mr Ong to form a view regarding the specific relevant skills and expertise that he would bring to the NZME Board. The Board is of the view that the ongoing Board, which, following the retirement of Carol Campbell, will be comprised of six directors including those directors up for re-election, is an appropriate size, and possesses an appropriate balance of skills and expertise having regard to the size and nature of NZME's business.

Please see explanatory notes for further information.

Ordinary Resolution 4

Auditor's Remuneration

That the Directors of NZME be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2026.

Please see explanatory notes for further information.

4. General Business

To consider such other business as may be properly brought before the meeting.

On behalf of the Board



Steven Joyce
Chair
20 March 2026



Explanatory notes



Ordinary Resolution 1: Election of Incumbent NZME Director: Bowen Pan

Bowen was appointed as an independent director of the NZME Board on 13 June 2025. Clause 25.2 of the NZME Constitution and NZX Listing Rule 2.7.1 requires that a director appointed by the Board may hold office only until the next annual meeting, and will then be eligible for election.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that Bowen Pan qualifies as an independent director.

He is a business leader with deep experience building and scaling digital platforms, marketplaces and AI driven software across global technology and media companies. He led the creation of Facebook Marketplace and held senior product leadership roles at Trade Me, Meta, Stripe and Common Room. In addition to advising globally ambitious founders, Bowen also serves on the board of Milford Asset Management and on the University of Auckland Business School advisory board. Bowen is the Chair of NZME's OneRoof Advisory Board.



Ordinary Resolution 2: Election of Incumbent NZME Director: Kate Parsons

Kate was appointed as an independent director of the NZME Board effective from 1 March 2026. Clause 25.2 of the NZME Constitution and NZX Listing Rule 2.7.1 requires that a director appointed by the Board may hold office only until the next annual meeting, and will then be eligible for election.

Having had regard to the factors described in the NZX Corporate Governance Code that may impact director independence, the NZME Board considers that Kate Parsons qualifies as an independent director.

Kate has more than 30 years of experience in finance roles, across a variety of industries in New Zealand and internationally. She is a Chartered Accountant (CAANZ) and Chartered Member of the Institute of Directors, with extensive financial and analytical experience acquired through her time as CFO of technology and high-growth companies, including Endace, PowerbyProxi, Compac, Technique and RUSH. Kate is currently a director of Mainfreight, Entrada Travel Group, Freedom Lifestyle Villages and Grey Street Investments Limited (Tax Traders).

It is intended that Ms Parsons transition into the role of Chair of the Audit and Risk Committee, with NZME Board director and current Audit and Risk Committee Chair Carol Campbell due to retire from the Board on 31 May 2026.



Ordinary Resolution 3: Election of NZME Director Benedict Ong

NZME's Constitution requires that a person who is not disqualified under the Companies Act 1993 and, if required by the NZX Listing Rules, has been nominated within the time limits under the NZX Listing Rules, may be appointed as a director by an ordinary resolution of shareholders. NZME called for nominations for directors on 23 February 2026 in accordance with Rules 2.3.1 and 2.3.2 of the NZX Listing Rules.

Mr Ong has nominated himself for appointment as a director of NZME, with effect from the conclusion of the Annual Shareholders' Meeting.

Formerly an international investment banker, private banker and investment manager in Singapore, Benedict returned to his hometown of Dunedin, and was elected as a Dunedin City Councillor, in 2025.

Benedict has held Vice President and Associate Director roles at Rabobank International, Bank Sarasin-Rabo, Royal Bank of Canada and UOB in Singapore. His past career in international banking spanned the areas of corporate debt structuring & securities placement, mergers & acquisitions, equity fund raising and IPOs, private banking, and investment management across multi-asset class categories. Benedict has lived in five countries and covered complex financial and economic transactions across five continents.

Benedict holds a Bachelor of Commerce in Finance from the University of New South Wales, Sydney.

Ordinary 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, an auditor's fees and expenses must be fixed in the manner determined at a shareholders' meeting. Shareholder approval is therefore sought for the Board to fix PricewaterhouseCoopers' fees and expenses for the 2026 financial 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 **on Monday 20 April 2026 at 5:00pm**. Only the shares registered in those shareholders' names at that time may be voted at the meeting.

All resolutions to be considered at the meeting are ordinary resolutions. Each resolution will be passed if more than 50% of the votes of those shareholders who are entitled to vote and who vote on the resolution are voted in favour of that resolution.

Online participation

To participate at the meeting online use the following link to NZME's share registrar's virtual meeting platform:

www.virtualmeeting.co.nz/nzm26

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 voting/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:

[OnlinePortalGuide.pdf](#)

Voting and Proxies

Your right to vote may be exercised by:

- (a) **attending the meeting and voting in person or participating virtually and voting via the online platform;**
- (b) **submitting an online or postal vote; or**
- (c) **appointing a proxy (or representative in the case of a corporate shareholder) to attend and vote in your place.**

A proxy need not be a shareholder of NZME.

Further details of how to direct your proxy to vote or give your proxy discretion to vote are set out in the enclosed postal vote/proxy form.

You can cast a postal vote or appoint a proxy to vote on your behalf by completing and returning the enclosed postal vote/proxy form in accordance with the instructions set out on the form. NZME's share registrar, MUFG Pension and Market Services, 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.cm.mpms.mufig.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 postal vote/proxy form must be received by MUFG Pension & Market Services, or your online appointment or vote completed, no later than **Monday 20 April 2026 at 3.00pm**, 48 hours before the meeting. Postal vote/proxy forms received after this time will not be valid for the meeting.

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

Questions

Shareholders attending the meeting or participating virtually will have the opportunity to ask questions during the meeting. If you cannot attend the meeting but would like to ask a question, you may submit a question online at

<https://vote.cm.mpms.mufig.com/NZM/>

or send your question in advance to legal@nzme.co.nz

Questions must be submitted by Monday 20 April 2026 at 3.00pm, 48 hours before the meeting. The main themes will be aggregated and responded to at the meeting. NZME reserves the right not to address questions that, in the Chairman's opinion, are not reasonable in the context of an annual shareholders' meeting.

 The New Zealand Herald  Weekend Herald

 HERALD ON SUNDAY  Whanganui Chronicle  The Northland Age

 Bay of Plenty Times  ROTORUA  Daily Post  Hawke's Bay TODAY

 Advocate  The Gisborne Herald  Waikato Herald

VIVA  canvas  COAST country  New Farm Dairies  SunLive  SUN

 THE COUNTRY TimeOut travel  travel  reset

 Education Gazette  NZME.  EDUCATIONAL MEDIA

Coast  flava  Heart Country  GOLD SPORT  THE HITS  hokonui

 NewstalkZB  RADIO Hauraki  ZM  radiowānaka  ALTERNATIVE COMMENTARY COLLECTIVE

 iHeart Radio  OneRoof  BusinessDesk.  DRIVEN CAR GUIDE

 PREMIUM  VIVA PREMIUM  LISTENER

 Our Green Future  The Selection.  Kāhu  Talanoa

 Women's Lifestyle expo  HOME & LIFESTYLE SHOW  NZME Tell ME  NZME. PODCAST NETWORK

 NZME. CREATE ME  NZME. DIGITAL PERFORMANCE MARKETING  NZME PARTNER PROGRAMME

EVERYONE'S
HERE.

**NZ
ME.**
NEW ZEALAND
MEDIA AND
ENTERTAINMENT

LODGE YOUR PROXY/VOTE



Online

vote.cm.mpms.mufg.com/NZM



Scan & email

meetings.nz@cm.mpms.mufg.com



Mail

Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code
with your smartphone
and vote online



General Enquiries



Email

enquiries.nz@cm.mpms.mufg.com



Phone

+64 9 375 5998

Proxy/Vote Form/Admission Card for NZME Limited 2026 Annual Shareholders' Meeting

Notice is hereby given that the Annual Shareholders' Meeting of NZME Limited ("the Company") will be held at NZME iHeart Lounge, 2 Graham Street, Auckland Central and online through the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/nzm26 at **3:00pm (New Zealand time) on Wednesday, 22 April 2026**. You will require your Holder Number for verification purposes.

If you propose NOT to attend the Annual Shareholders' Meeting in person or online but wish to vote by postal vote or appoint a proxy, please complete and return the Postal Vote/Proxy Form to MUFG Pension & Market Services no later than **3:00pm on Monday, 20 April 2026**. Alternatively, proxy appointment or postal voting can be completed online by going to vote.cm.mpms.mufg.com/NZM or by scanning the QR code above with your smartphone. Any Postal Vote/Proxy Form received or completed online after 3:00pm on Monday, 20 April 2026 will not be valid for the Annual Shareholders' Meeting.



Wednesday, 22 April 2026 at 3:00pm (New Zealand time)



NZME iHeart Lounge, 2 Graham Street, Auckland Central



www.virtualmeeting.co.nz/nzm26

Postal Vote

As a shareholder entitled to vote at the Annual Shareholders' Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. Please do not appoint a proxy if you are voting by postal vote. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the Annual Shareholders' Meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution. If, in appointing a proxy, your named proxy does not attend the Annual Shareholders' Meeting, the Chair of the Annual Shareholders' Meeting will be your proxy and may vote in accordance with your express direction. Shareholders that have appointed a proxy may still attend the Annual Shareholders' Meeting in person or online but will not be able to vote as a proxy has been appointed.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution.

Attending the meeting

If you plan to attend the meeting in person, please bring this Admission Card/Proxy Form intact as the barcode will assist in your registration.

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/nzm26. You will require your Holder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/NZM to appoint your proxy

Step 1

Choose to Vote by Postal Vote **OR** Appoint a Proxy / Corporate Representative

Postal Vote

☐

I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolutions section below.

Appoint a Proxy

I/We being a shareholder/s of NZME Limited hereby appoint:

Name

Email Address

or failing him/her:

Name

Email Address

as my/our proxy to vote for me/us on my/our behalf at the Annual Shareholders' Meeting of NZME Limited to be held on **Wednesday, 22 April 2026 commencing at 3:00pm** (New Zealand time), and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the Annual Shareholders' Meeting (or any adjournment thereof).

Step 2

Items of Business – Voting Instructions

Instruct a proxy to vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

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

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That Bowen Pan, who was appointed as a director by the Board since the last Annual Shareholders' Meeting in accordance with the Company's Constitution and who holds office until this meeting, be and is hereby elected as a director of NZME.	☐	☐	☐	☐
2. That Kate Parsons, who was appointed as a director by the Board since the last Annual Shareholders' Meeting in accordance with the Company's Constitution and who holds office until this meeting, be and is hereby elected as a director of NZME.	☐	☐	☐	☐
3. That Benedict Ong, who has nominated himself for election as a director in accordance with Rules 2.3.1 and 2.3.2 of the NZX Listing Rules be and is hereby elected as a director of NZME.	☐	☐	☐	☐
4. That the Directors of NZME be authorised to fix the fees and expenses of the auditor for the financial year ending 31 December 2026.	☐	☐	☐	☐

Step 3

Shareholder Questions

Shareholders attending the Annual Shareholders' Meeting virtually, or in person, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Shareholders' Meeting but would like to ask a question, you can submit a question online by going to vote.cm.mpms.mufg.com/NZM and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions need to be submitted by 3:00pm on Monday, 20 April 2026. The Board will endeavour to address and answer questions at the Annual Shareholders' Meeting.

Question:

Step 4

Signature of Shareholder(s) ***This section must be completed***

Shareholder 1
or duly authorised officer or attorney

Contact Name

Shareholder 2
or duly authorised officer or attorney

Contact Daytime Telephone

Shareholder 3
or duly authorised officer or attorney

Date

Electronic Investor Communications

If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below: