



LODGE YOUR PROXY

Online

<https://investorcentre.linkmarketservices.co.nz/voting/NZX> (you will be required to enter your CSN/holder number and FIN for security purposes)

Scan & Email

meetings@linkmarketservices.co.nz (please use "NZX Proxy Form" as the subject)

Fax

+64 9 375 5990

Mail

Link Market Services, PO Box 91976, Auckland 1142, New Zealand
(If mailing proxy from within New Zealand please use the pre-paid envelope provided. If you are mailing from outside New Zealand you can also use the return envelope but please add a stamp for the required postage.)

Deliver in person

Link Market Services Limited, Level 7, Zurich House, 21 Queen Street, Auckland

General enquiries

+64 9 375 5998

PROXY FORM FOR THE 2015 ANNUAL MEETING

The Annual Meeting of NZX Limited (NZX or the Company) will be held in the Epsom Rooms at the SkyCity Convention Centre, Level 4, 88 Federal Street, Auckland on **Thursday 21 May 2015, commencing at 2.00pm**. Please register and be seated by **1:50pm**.

APPOINTMENT OF PROXY

If you do not plan to attend the Annual Meeting, you may appoint a proxy. The Chairman or any other director can act as a proxy for any shareholder who appoints him or her. If, in appointing your proxy, you do not name a person to be your proxy (either online or on this form), or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote in accordance of your express direction.

VOTING OF YOUR HOLDING

Direct your proxy how to vote by making the appropriate election, either online or on this form, in respect of each item of business (resolution 1 to 3). If you do not make an election in the respect of a resolution your proxy may vote as they choose.

If you make more than one election in respect of a resolution your vote will be invalid for that resolution.

APPOINTING THE CHAIRMAN OF THE MEETING OR A DIRECTOR AS YOUR PROXY

If you expressly appoint the Chairman of the meeting or any other director as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they may exercise your vote even if they have an interest in the outcome of that resolution.

The Chairman of the meeting and the directors intend to vote all discretionary proxies in favour of resolutions 1 to 3.

Please complete, sign and lodge this Proxy Form and voting instructions to Link Market Services (NZX's registry), no later than 2.00pm on Tuesday 19 May 2015.

Proxies need to be lodged as per the instructions on the reverse of this form.

Go online to <https://investorcentre.linkmarketservices.co.nz/voting/NZX> to appoint and give directions to your proxy or turn over to complete the form.

ATTENDING THE MEETING

If you propose to attend the Annual Meeting please bring this Admission Card/Proxy Form intact to the meeting, the barcode is required for registration at the meeting.

SIGNING INSTRUCTIONS FOR PROXY FORMS

Individual

Where the holding is in one name, the security holder must sign.

Joint holding

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney

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

Company

This Proxy Form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder(s) of NZX Limited

Hereby appoint of
(full name of proxy) (full address)

Or failing that person of
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the **Annual Meeting of NZX Limited to be held at 2.00pm, Thursday 21 May 2015, and at any adjournment of that meeting.**

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business:

This form is to be used to vote as follows on the following:

Tick (✓) in box to vote

Ordinary Resolutions:

For Against Abstain Discretion

- | | | | | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. That the Board be authorised to determine the auditor's fees and expenses for the 2015 financial year | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That Jon Macdonald be re-elected as a Director of NZX Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That Patrick Strange be elected as a Director of NZX Limited | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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 meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy may vote as he / she thinks fit or abstain from voting on each such resolution. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting but would like to ask a question you can submit a question online by going to <https://investorcentre.linkmarketservices.co.nz/voting/NZX> and completing the online validation process or complete the question section below and return to Link Market Services in the reply paid envelope enclosed.

Questions will need to be submitted by Tuesday 19 May at 2.00pm. The Board will address and answer questions at the Annual Meeting.

Questions:

SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed.

Security holder 1

or duly authorised officer

Security holder 2

or duly authorised officer

Security holder 3

or duly authorised officer

ELECTRONIC INVESTOR COMMUNICATIONS

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