



Chorus Limited
Level 10, 1 Willis Street
P O Box 632
Wellington 6140
New Zealand
Email: company.secretary@chorus.co.nz

STOCK EXCHANGE ANNOUNCEMENT

27 September 2016

Notice of annual meeting and proxy

Chorus' notice of meeting and proxy form to be sent to shareholders are attached.

The notice of meeting and proxy form will also be available on Chorus' website at <https://www.chorus.co.nz/annual-meeting>.

Chorus' 2016 Annual Shareholders' Meeting will be held at Chorus' Wellington office, State Insurance Building, Level 10, 1 Willis Street, Wellington, New Zealand on Tuesday 1 November at 10:30am (New Zealand time).

The meeting will also be webcast live on Chorus' website at: www.chorus.co.nz/webcast.

ENDS

For further information:

Nathan Beaumont
Media and PR Manager
Phone: +64 4 896 4352
Mobile: +64 (21) 243 8412
Email: Nathan.Beaumont@chorus.co.nz

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Investor Relations Manager
Phone: +64 4 896 4039
Mobile: +64 (27) 488 7808
Email: Brett.Jackson@chorus.co.nz

Notice of Annual Meeting 2016



Notice is hereby given that the 2016 annual meeting of shareholders (Annual Meeting) of Chorus Limited (Chorus) will be held at our Wellington office.

Where

Level 10
1 Willis Street
Wellington
New Zealand

When

Tuesday
1 November 2016
Commencing at 10:30am
(New Zealand time)

You are encouraged to read this Notice (including the Explanatory Notes and Procedural Notes) and the instructions on the Proxy/Voting Form carefully.

Important dates

All times are given in New Zealand time unless otherwise specified.

30 October 2016, 10:30am

Latest time for receipt of Proxy Forms

31 October 2016, 5:00pm

Record date for voting entitlements for the Annual Meeting

1 November 2016, 10:30am

Annual Meeting

Business

Shareholders will be asked to consider and, if thought appropriate, to pass the following ordinary resolutions:

Re-election and Election of Directors

1. That Ms Anne Urlwin be re-elected as a director of Chorus.
2. That Dr Keith Turner be re-elected as a director of Chorus.
3. That Mr Mark Cross be elected as a director of Chorus.

Biographical details of each director offering themselves for re-election and election are set out in Explanatory Note 1.

Director Remuneration

4. That the maximum aggregate remuneration able to be paid to all directors (in their capacity as directors) be increased by \$49,500 from \$1,100,000 to \$1,149,500 per annum.

See Explanatory Note 2.

Auditor Fees and Expenses

5. That the Board be authorised to fix the fees and expenses of KPMG as auditor.

See Explanatory Note 3.

By order of the Board

A handwritten signature in blue ink, appearing to read 'V. Oakley'.

Vanessa Oakley
General Counsel & Company Secretary
27 September 2016

Explanatory Notes

Explanatory Note 1: Re-election and Election of Directors

Chorus' constitution and the NZX Main Board Listing Rules require one-third of the directors (or, if their number is not a multiple of three, the number nearest to one-third) to retire from office at Chorus' annual meeting each year.

Accordingly, Mr Clayton Wakefield, Ms Anne Urlwin and Dr Keith Turner, as Chorus' longest serving directors since last being re-elected, are retiring from office at this year's meeting.

Ms Urlwin and Dr Turner, both being eligible, offer themselves for re-election. Both directors standing for re-election do so with the full support of the Board and are considered by it to qualify as independent directors.

Mr Wakefield has decided to retire from the Board and is not seeking re-election.

In addition, Mr Mark Cross has been nominated for appointment as a Chorus director. The Board fully endorses Mr Cross's appointment and unanimously recommends that shareholders vote in favour of his election. Mr Cross is considered by the Board to be an independent director.

A biographical background of each director standing for re-election and election is set out below.



Anne Urlwin
BCom, CA, CFInstD, MAICD,
FNZIM, ACIS

Independent Director since 1 December 2011

Chairman of Chorus' Audit and Risk Management Committee
Anne Urlwin is a professional director with experience in a diverse range of sectors including infrastructure, construction, technology and regulatory services.

She is currently chairman of commercial construction group Naylor Love and a director of Summerset Group, Steel & Tube Holdings, OnePath Life (NZ) and Southern Response Earthquake Services. Anne is also the independent chairman of the Ngai Tahu Te Runanga Audit and Risk Committee.

Anne is a chartered accountant with extensive experience as both a chairman and member of Audit and Risk committees. She is a former director of Meridian Energy and Airways Corporation, and a former chairman of the New Zealand Blood Service and internet domain name registry operator NZRS.



Keith Turner
BE (Hons), ME,
PhD DistFIPENZ

Independent Director since 1 December 2011

Member of Chorus' Human Resources and Compensation Committee
Member of the Chorus/Crown Fibre Holdings UFB Steering Committee

Keith Turner has an extensive track record in regulated utilities, both during his 40 year professional career in New Zealand's electricity industry and more recently as a professional director. Keith was CEO of New Zealand electricity generator and retailer Meridian Energy for nine years from its establishment in 1999.

He is currently chairman of Fisher & Paykel Appliances, a director of Spark Infrastructure (an Australian listed company) and a director of Transgrid, South Australia Power Networks, Victoria Power Networks all Australian regulated utilities.

Keith was formerly chairman of Emirates Team New Zealand and deputy chairman of Auckland International Airport. He has taken part in much of the electricity sector reform, including the separation of Transpower from Electricity Corporation of New Zealand (ECNZ) in 1992, the separation of Contact Energy from ECNZ in 1996 and the eventual break up of ECNZ into three companies in 1999.

Keith has agreed to continue as a director for a further year. He has indicated that he is likely to stand down at next year's Annual Meeting after six years with Chorus.



Mark Cross
BBS, CA

Independent

Mark Cross has extensive financial markets experience, both as a professional director and consultant, and during his earlier investment banking career. Mark is currently chairman of Milford Asset Management, MFL Mutual Fund and Superannuation Investments, and a director of Z Energy, Argosy Property, Genesis Energy, and other private companies in which he is an investor.

In his investment banking career, Mark provided corporate finance advice to companies and governments and he has had significant experience advising companies in the regulated utilities sector in Australia, United Kingdom and Europe. Mark held senior positions at Deutsche Bank in London, and prior to that in Australia and at Lloyds Corporate Finance/Southpac Corporation in Australia and New Zealand.

Mark is a member of Chartered Accountants Australia and New Zealand and a member of the New Zealand Institute of Directors.

Explanatory Note 2: Director Remuneration

The fees payable to individual directors have not increased since 1 July 2013. The Board chose not to adjust the fees while dividends were suspended after the initial, steep reduction in regulated copper pricing. The only remuneration changes in the last three years have been to:

- increase the director fee pool in 2014 to allow for the appointment of an additional director; and
- introduce a fee payable to the Deputy Chairman in September 2015 to recognise the significant additional work this new role entails.

In accordance with good practice, the Board commissioned two independent reviews of director remuneration this year. On the basis of those reviews the Board proposes to increase the total amount of the annual directors' fee pool by \$49,500 from an aggregate of \$1,100,000 to \$1,149,500. This amounts to a 4.5% increase in the total fee pool.

The total fee pool increase will support similarly modest increases in the fees payable to individual directors, which will not exceed 4.5% in aggregate, and provide sufficient flexibility to address the complex and evolving regulatory environment Chorus operates in, succession planning and remaining competitive in the market to retain and attract directors with the skills and capabilities that support Chorus' future needs.

In accordance with the NZX Main Board Listing Rules, Chorus will disregard any votes cast on resolution 4 by any Chorus director and any of their associates, except where the vote is cast by a director (or one of their associates) as proxy for a shareholder who is entitled to vote and that director (or associate) votes in accordance with express instructions to vote for or against a particular resolution on the Proxy/Voting Form or to the extent of any waiver from NZX Regulation.

This means that, if a director is appointed as the shareholder's proxy, the director cannot cast that proxy vote in respect of resolution 4 (Director Remuneration) unless the shareholder has expressly directed the director to vote for or against the resolution (rather than in accordance with a proxy holder discretion) or a waiver from NZX Regulation permits.

No securities have been issued to Chorus' non-executive directors at any time in the past three years other than under Chorus' dividend reinvestment plan.

Explanatory Note 3: Auditor Fees and Expenses

KPMG are currently Chorus' auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is, therefore, sought to authorise the Board to fix the fees and expenses of KPMG as auditor.

Voting Entitlements

The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who are Chorus shareholders at 5:00pm on Monday 31 October 2016.

Casting Your Vote

You may cast your vote by either:

1. **Personal attendance:** If you wish, you can attend the Annual Meeting and vote. Voting will be by way of a show of hands or poll, at the discretion of the chairman. You must bring the Proxy/Voting Form with you to the meeting in case voting is held by way of a poll.
2. **Appoint a proxy to vote:** You may appoint a proxy or corporate representative (if the shareholder is a body corporate) to attend the Annual Meeting and vote on your behalf. Your proxy does not need to be a Chorus shareholder. To do this, you should complete the Proxy/Voting Form. It must be returned to the share registrar by 10:30am on 30 October 2016. You may return your Proxy/Voting Form by:
 - Completing the Proxy/Voting Form and either posting it or faxing it to the share registrar; or
 - Completing the Proxy/Voting Form online at www.investorvote.co.nz

Proxy/Voting Forms

The Proxy/Voting Form allows you to vote either for or against, or abstain from, the resolutions notified in the Notice of Meeting. If you appoint a director as your proxy to vote on your behalf, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions (except in the case of resolution 4 *Director Remuneration*, where directors will not vote except in accordance with the appointing shareholder's express direction or to the extent of any waiver from NZX Regulation).

Please note that Chorus directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as their proxy. If you wish to be heard at the meeting you should either attend in person or appoint a proxy other than a director.

To assist shareholders wishing to exercise their voting rights at the Annual Meeting (whether in person or by proxy), the Proxy/Voting Form accompanying this Notice of Meeting has been personalised with individual shareholder details. The Proxy/Voting Form shows your current shareholding. If, at 5:00pm on 31 October 2016, your shareholding is different from that shown on the Proxy/Voting Form, you can update the entitlement on arrival at the meeting.

Method of Voting

Voting on all resolutions put before the Annual Meeting will be by a show of hands or poll (at the discretion of the chairman of the meeting). A poll may also be called by five or more shareholders. Results of the voting will be available after the conclusion of the meeting, and will be notified on the NZX and ASX.

Voting Thresholds

All items of business are ordinary resolutions and are required to be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

Questions for the Annual Meeting

If you wish to submit written questions to be considered at the Annual Meeting, please email or post them to Vanessa Oakley, General Counsel & Company Secretary, at the following addresses:

Vanessa Oakley
General Counsel & Company Secretary
Chorus Limited
PO Box 632
Wellington 6140

Email: company.secretary@chorus.co.nz

Share Registrar

Chorus' share registrar in New Zealand and Australia is Computershare.

You can manage your shareholding online via the Computershare investor centre. To change your address, update your payment instructions and to view your investment portfolio including transactions, please visit www.investorcentre.com/nz.

The addresses for the share registrar are:

New Zealand

Email: enquiry@computershare.co.nz
Phone: +64 9 488 8777
Fax: +64 9 488 8787

Computershare Investor Services Limited
Private Bag 92119
Auckland 1142
Level 2, 159 Hurstmere Road
Takapuna
Auckland 0622
New Zealand

Australia

Email: enquiry@computershare.co.nz
Freephone: 1 800 501 366
Fax: +61 3 9473 2500

Computershare Investor Services Pty Limited
GPO Box 3329
Melbourne 3001
Australia

Webcast

If you cannot attend the Annual Meeting in person, it will also be webcast live on the investor section of Chorus' website www.chorus.co.nz/investor-centre. A copy of the presentations from the Annual Meeting will be available for viewing on this website when the Annual Meeting commences.



Venue Directions

Venue	Chorus' Wellington office
Address	Level 10 1 Willis Street Wellington New Zealand
Public Transport	Our office is located on the public bus route along Willis Street. Bus routes and times can be viewed online at www.metlink.org.nz .
Car parking	There are several car parking buildings in the vicinity of our office, as shown.


Lodge your proxy

 **Online**
www.investorvote.co.nz

 **By Mail**
Computershare Investor Services Limited
Private Bag 92119 Auckland 1142 New Zealand


 **By Fax**
+64 9 488 8787

For all enquiries contact

 +64 9 488 8777

 corporateactions@computershare.co.nz

Annual Meeting Admission and Proxy/Voting Form

	www.investorvote.co.nz Lodge your proxy online, 24 hours a day, 7 days a week:	Smartphone? Scan the QR code to vote now.
Your secure access information		
Control Number:	CSN/Securityholder Number:	
PLEASE NOTE: You will need your CSN/Securityholder Number and New Zealand Postcode/Country of Residence to appoint a proxy online.		
For your proxy to be effective it must be received by 10:30am (New Zealand time) Sunday 30 October 2016.		

How to Vote on Items of Business

All your shares will be voted in accordance with your directions.

Appointment of Proxy

If you do not plan to attend the meeting, you may appoint a proxy. To do this, enter the name of your proxy in the space allocated in 'Step 1' of this form. You must name a proxy for your appointment to be valid.

Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Appointing the Chairman or any other director as your proxy

The Chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint her or him to vote on their behalf. To appoint the Chairman of the meeting or a director as your proxy enter 'the Chairman' or the name of the director you wish to appoint in the space allocated in 'Step 1' of this form.

Direct the Chairman, or other director, how to vote by marking one of the boxes opposite each item of business. If you do not mark a box the Chairman, or other director, as your proxy, will vote in favour of the resolution even if they have an interest in that resolution (except in the case of resolution 4 Director Remuneration, where directors will not vote except in accordance with your express direction or to the extent of any waiver from NZX Regulation). If you mark more than one box on an item your vote will be invalid on that item.

The Chairman and the other Chorus directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as that shareholder's proxy. If you wish to be heard at the meeting you should either attend in person or appoint a proxy for that purpose, other than the Chairman or other Chorus director.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Signing Instructions for Postal Proxies**Individual**

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

Joint Holding

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

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a certified copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Form.

Companies

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.

Comments & Questions

If you have any comments or questions for Chorus, please write them on a separate sheet of paper and return with this form, or email company.secretary@chorus.co.nz.

Go online or turn over to complete the form

Proxy/Corporate Representative Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Chorus Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally* at the meeting on my/our behalf and to vote in accordance with the following directions at the **Annual Meeting of Chorus Limited to be held at Chorus' Wellington office, 1 Willis Street, Wellington on Tuesday 1 November 2016 at 10:30am (New Zealand time)** and at any adjournment of that meeting.

**The Chairman and the other directors are not prepared to speak at the Annual Meeting on behalf of a shareholder who appoints them as that shareholder's proxy. If you wish to be heard at the meeting you should either attend in person or appoint a proxy for that purpose (other than the Chairman or other director).*

STEP 2 Items of Business - Voting Instructions/Ballot Paper (if a Poll is called)

Please note: If you mark Abstain 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.

Resolutions

Re-election and Election of Directors

		For	Against	Proxy Discretion	Abstain
Item 1	That Ms Anne Urlwin be re-elected as a director of Chorus Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	That Dr Keith Turner be re-elected as a director of Chorus Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	That Mr Mark Cross be elected as a director of Chorus Limited.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	That the maximum aggregate remuneration able to be paid to all directors (in their capacity as directors) be increased by \$49,500 from \$1,100,000 to \$1,149,500 per annum.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Auditor Fees and Expenses

Item 5	That the Board of Chorus Limited be authorised to fix the fees and expenses of KPMG as auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SIGN Signature of Securityholder(s) This section must be completed.

Securityholder 1

or Sole Director and Sole Company Secretary

Securityholder 2

or Director

Securityholder 3

or Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Meeting of Chorus Limited to be held at Chorus' Wellington office, 1 Willis Street, Wellington on Tuesday 1 November 2016 at 10:30am (New Zealand time).