



External Auditor Independence Policy

Policy Statement

The objective of this policy is to ensure that audit independence is maintained, both in fact and appearance, such that Spark New Zealand's external financial reporting is viewed as being highly reliable and credible.

Background

Oversight of Spark New Zealand's external audit arrangements is the responsibility of Spark New Zealand's Audit and Risk Management Committee. Ensuring that external audit independence is maintained is one of the key aspects in discharging this responsibility. This formal policy on external audit independence has been adopted by the Committee to meet this requirement.

This policy covers the following areas:

- provision of related assurance services by Spark New Zealand's external auditors;
- external auditor rotation;
- the hiring of staff from the external audit firm; and
- relationships between the external auditor and Spark New Zealand.

Approval of External Auditor

The Audit and Risk Management Committee shall only approve a firm to be external auditor if that firm:

- is registered and its audit partners are licensed in accordance with the Auditor Regulation Act 2011;
- would be regarded by a reasonable investor with full knowledge of all relevant facts and circumstances as capable of exercising objective and impartial judgement on all issues encompassed within the external auditor's engagement;
- has not, within two years prior to the commencement of the external audit, had as a member of its audit engagement team Spark New Zealand's Managing Director, Chief Financial Officer, GM Financial Control or any member of Spark New Zealand's management who act in a financial oversight role; and
- does not allow the direct compensation of its audit partners for selling non-audit services to Spark New Zealand.

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Provision of Non-Audit Services by Spark New Zealand's External Auditors

The guidelines that follow are designed to ensure that related assurance services provided by Spark New Zealand's external auditors are not perceived as conflicting with the independent role of the external auditor.

The general principles to be applied in assessing related assurance services are as follows:

- the external auditor should not have any involvement in the production of financial information or preparation of financial statements such that they might be perceived as auditing their own work. This includes the provision of valuation services where such valuation forms an input into audited financial information;
- the external auditor should not perform any function of management, or be responsible for making management decisions;
- the external auditor should not be responsible for the design or implementation of financial information systems; and
- the separation between internal and

external audit should be maintained.

Services permitted to be performed

The Audit and Risk Management Committee must pre-approve all statutory and regulatory audit and related assurance services provided by the external auditor.

Aside from core audit services relating to the statutory and regulatory audits, it is appropriate for Spark New Zealand's external auditors to provide the following services, with prior approval from the Audit and Risk Management Committee:

- other assurance services (e.g. Telecommunications Service Obligation certification, trust deed reporting, tax assurance);
- accounting policy advice (including opinions on compliance with New Zealand and International Financial Reporting Standards);
- listing advice;
- accounting/technical training; and
- tax compliance.

Any other ad-hoc engagement must be approved by the Chair of the Audit and Risk Management Committee above a de minimis amount.

Services not permitted

It is not considered appropriate for Spark New Zealand's external auditors

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to provide:

- book keeping/other services related to accounting records or financial statements;
- the design of financial information systems;
- appraisal / valuation services / opinions as to fairness;
- internal audit services;
- structured finance advice;
- due diligence services;
- legal services (these are services that could *only* be provided by a person who is qualified in law);
- tax planning and strategy services;
- management functions;
- broker / dealer / investment adviser / investment banking services;
- services of an expert as an advocate;
- actuarial services;
- provision of temporary staff for appropriate assignments;
- assistance in the recruitment of senior management; and
- Tax services to employees of Spark New Zealand who act in a financial reporting oversight role¹.

These prohibitions apply to all offices of the firm of Spark New Zealand's external auditors, including overseas

¹ For the purposes of this exclusion, the following employees are deemed to perform a financial reporting oversight role: Managing Director, Chief Financial Officer, GM Financial Control, the business unit heads of finance and the heads of finance within the Group function.

offices and affiliates.

Billing arrangements

The billing arrangements for services provided by Spark New Zealand's external auditors should not include any contingent fees (e.g. where a success fee is paid depending upon whether a transaction proceeds or not).

Other procedural requirements

Regardless of Spark New Zealand's policies, it is expected that Spark New Zealand's external auditors will rigorously comply with their own internal policies on independence and all relevant professional guidance (including independence rules and guidance issued by the Financial Markets Authority, Chartered Accountants Australia and New Zealand and other relevant overseas accounting bodies).

While this policy does not prescribe any particular ratio of "other" service fees to audit fees, this ratio should be monitored by the Audit and Risk Management Committee. Accordingly, the nature of services provided by Spark New Zealand's external auditors and the level of fees incurred should be reported to the Audit and Risk Management Committee in detail on a quarterly basis to enable the Committee to perform its oversight role.

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Development of local and overseas practice with regard to related assurance services shall be monitored on an ongoing basis to ensure that Spark New Zealand's policies remain compliant with best practice.

External Auditor Rotation

The continued appointment of Spark New Zealand's external auditors is to be confirmed annually by the Audit and Risk Management Committee. A policy of regular rotation of audit firm is not mandated.

Rotation of Spark New Zealand's client service partner, and the lead and concurring audit partners of Spark New Zealand and its subsidiaries will be required every five years. Those partners will be subject to a five year cooling off period following rotation.

All other audit partners will be required to rotate every seven years and will be subject to a two year cooling-off period. Accordingly it is expected that such a policy will be adopted by Spark New Zealand's external auditors. Compliance with this requirement shall be reported to the Audit and Risk Management Committee annually.

Hiring of Staff from the External Audit Firm

The hiring by Spark New Zealand of any former audit partner or audit manager must first be approved by the Chairman of the Audit and Risk Management Committee.

There are no other restrictions on the hiring of other staff from the audit firm.

External audit services provided by firms other than the external auditor

The Audit and Risk Management Committee must pre-approve all audit and related assurance services by firms other than the external auditor. Any firm providing such services must meet the requirements of section 3 of this policy. Any waivers from the requirements of Approval of External Auditor section must be agreed with the Chairman of the Audit and Risk Management Committee.

Ownership

This is a Board Policy that is owned by the Audit and Risk Management Committee. It will be updated annually or as otherwise required or necessary.

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