Trading in Company Securities Policy

This policy applies to you if you are a director, employee, contractor or secondee of Mercury NZ Limited or any of its subsidiaries ("Mercury Person").

It also applies to people acting on your direction or recommendation (including family members), in addition to companies, trusts and other entities controlled by you.

In this policy 'trade' includes acquiring or disposing of Mercury Securities (as defined in section 1 below) or agreeing to do so.

In addition to the fundamental rule prohibiting insider trading in Mercury Securities applicable to all Mercury Persons, further rules apply to trading in Mercury Securities by directors and certain other people ("Restricted Persons" see section 12, Additional Trading Restrictions for Restricted Persons below).

1 Introduction and purpose

This policy details the rules for all Mercury Persons trading in the following securities ("Mercury Securities"):

> ordinary shares of Mercury listed on the NZX or ASX; and
> listed debt securities issued by Mercury or a subsidiary to the public; and
> any other securities of Mercury or its subsidiaries, and any options or derivatives (including futures contracts listed on an authorised futures exchange) created over or in respect of any securities of Mercury or its subsidiaries.

These policy requirements are separate from, and in addition to, the legal prohibitions on insider trading in New Zealand and Australia and any other country where Mercury Securities may be listed from time to time. This policy does not replace your legal obligations. Restricted Persons are required to understand and comply with this policy, including completing any mandatory training.

If you do not understand any part of this policy, or how it applies to you, you should raise the matter with the Company Secretary or the General Counsel before trading in any Mercury Securities.

2 Fundamental rule – do not trade, tip or disclose if you hold material information

If you possess "material information" (as defined in section 4 below) you must not:

> trade Mercury Securities;
> advise or encourage (tip) others to trade or hold any Mercury Securities;
> advise or encourage a person to advise or encourage another person to trade or hold Company Securities; or
> directly or indirectly disclose or pass on that information to anyone else - including colleagues, family or friends, as well as companies, trusts or nominees and other persons over whom you have investment control or influence - knowing (or where you ought reasonably to have known) that the other person will use that information to trade, hold, or advise or encourage someone else to trade, or hold, Mercury Securities.

These activities, called "insider conduct" are likely to be criminal offences and can have significant consequences for you and others (refer to section 10 below).

The prohibitions apply regardless of how you learn of the material information, and regardless of why you are engaging in insider conduct. Even if you leave Mercury, the prohibitions will apply to you as a matter of general law if you remain in possession of material information.

It is important to note that insider conduct laws apply not only to information concerning Mercury Securities. If you have material information in relation to securities of another issuer (including futures contracts listed on an authorised futures exchange created over or in respect of those securities) then insider conduct laws apply to you in relation to those securities.

3 If in doubt, do not trade

The rules contained in this policy do not replace your legal obligations. The boundary between what constitutes a breach of the law is not always clear. Sometimes behaviour that you may regard as appropriate or harmless may still constitute insider conduct under the Financial Markets Conduct Act 2013. If in doubt, do not trade, tip or disclose.

4 What is "material information"?

"Material information" is information that:

> is not generally available to the market; and
> if it were generally available to the market, a reasonable person would expect it to have a material effect on the price of Mercury Securities (that is, it would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of Mercury Securities).

Information is "generally available" to the market if:

> it has been made known in a manner that would, or would be likely to, bring it to the attention of persons who commonly invest in Mercury Securities and a reasonable period for it to be disseminated among those persons has passed;
> it has been released as an NZX or ASX announcement; or
> the information is readily obtainable by investors who commonly invest in Mercury Securities (whether by observation, use of expertise, purchase or other means).

It does not matter how you become aware of material information (including whether you learn it in the course of carrying out your responsibilities, or otherwise).

Material information may include rumours, early assumptions, preliminary or incomplete information (including matters of supposition), intentions of a person (including Mercury), or information which is insufficiently definite to warrant disclosure to the public. Further guidance on material information and Mercury's continuous disclosure obligations is set out in the Market Disclosure Policy, which should be read together with this policy.

4.1 Some examples of material information

The following list is illustrative only. Material information could include information concerning:

> Mercury's financial performance;
> the introduction of an important new product or service;
> the revaluation of Mercury's assets;
> a possible change in Mercury's strategic direction;
> a possible acquisition or sale of any assets or company by Mercury;
> an undisclosed significant change in Mercury's market share;
> entry into or the likely entry into or termination or likely termination of material contracts or other business arrangements which are not publicly known;
> changes in Mercury's actual or anticipated financial condition or business performance;
> a possible change in Mercury's capital structure, including proposals to raise additional equity or borrowings;
> a change in the historical pattern of dividends;
> Board or senior management changes;
> a possible change in the regulatory environment affecting Mercury;
> a material legal claim by or against Mercury;
> a significant event or issue likely to materially affect Mercury's reputation, brand, social licence to operate or key stakeholder relationships; or
> any material unexpected liability,

which is not generally available to the market.

5 Confidential information

At all times you have a duty of confidentiality to Mercury. You must not reveal any confidential information concerning Mercury to a third party (unless that third party has signed a confidentiality agreement with Mercury and you have been authorised to disclose the confidential information), or use confidential information in any way which may injure or cause loss to Mercury, or use confidential information to gain an advantage for yourself. You should endeavour to ensure that external advisers keep Mercury information confidential.

6 Exceptions

The trading provisions in this policy do not apply to:

> acquisitions and disposals of Mercury Securities by gift or inheritance;
> acquisitions of Mercury Securities through an issue of new Mercury Securities, such as upon the exercise of options, under a rights issue, share purchase plan or a dividend reinvestment plan;
> acquisitions of Mercury Securities for the purposes of a Mercury share purchase plan where the employee has no discretion over the timing of the acquisition; and
> trading of Mercury Securities where the trading results in no change to the beneficial interest in the Mercury Securities.

7 Short term trading is discouraged

You should not engage in short-term trading (acquiring and selling Mercury Securities within a three-month period), unless there are exceptional circumstances discussed with and approved by Mercury's Company Secretary.

Short term trading can be a key indicator of insider conduct, particularly if undertaken on a regular basis or in large amounts. Therefore, to reduce the risk of an allegation of insider conduct, do not trade Mercury Securities on a short-term basis.

8 No short-selling

You should not short-sell any Mercury Securities.

9 Transactions in associated products

Where you are entitled to participate in any equity-based remuneration scheme, you may not enter into any transaction for any associated product which has the effect of limiting the economic risk of participating in any unvested entitlement you are eligible for under that remuneration scheme.

10 Breaches of Policy

Potentially serious civil and criminal liability, including large fines and/or imprisonment, arises for breaches of insider trading laws. You may be sued by another person or by Mercury, for any loss suffered as a result of illegal trading. These laws also apply to individuals outside Mercury, such as your family, should they become aware of material information. Breaches of this policy are also a breach of conditions of employment and may lead to disciplinary action, including dismissal. In these circumstances you are likely to fall outside any company insurance or indemnity entitlements.

Any breach of this policy must be promptly reported to the Company Secretary and the Chair of the Safety and Enterprise Risk Committee. Breaches will also be reported to the Safety and Enterprise Risk Committee and to the Board. In addition to any external legal or regulatory consequences, breaches of this policy may result in disciplinary action by Mercury, up to and including termination of employment or engagement.

11 Monitoring of trading

Mercury will monitor trading in Mercury Securities by directors, senior managers, Restricted Persons and, where appropriate, their controlled entities and associated persons as part of the administration of this policy. Monitoring will include regular review of registry reports and comparison of those reports with records maintained in the Restricted Persons Portal. Any suspected unauthorised trading must be promptly notified to the Company Secretary and treated in accordance with section 10 (Breaches of Policy). Mercury will retain Restricted Person trading records, consent requests, approvals, denials and related monitoring information for a period sufficient to meet regulatory, investigative and governance requirements. As a general rule, these records will be retained for up to seven years unless a longer period is required for legal or regulatory purposes.

12 Additional trading restrictions for Restricted Persons

The additional trading restrictions set out below apply to:

> all directors;
> all members of the Executive Leadership Team and their direct reports; and
> anyone else notified by the Company Secretary from time to time (whether by name, designation, position or knowledge of particular information) and for a period determined by the Company Secretary.

Persons covered by these additional restrictions are called "Restricted Persons". Restricted Persons will be considered responsible for the actions of trusts, companies and other entities controlled by them. In this respect, "control" is not to be construed in a technical way but by looking at how decisions are made in practice. Restricted Persons will also be considered responsible for accounts where they are listed as a joint holder.

Restricted Persons will not be considered responsible for trading activities of their partners, spouses, dependent children or other dependents unless they are acting on the direction, recommendation or encouragement of the Restricted Person or are otherwise controlled by the Restricted Person.

Restricted Person must not enter into or maintain any margin lending arrangements or otherwise use Mercury Securities as security or collateral for borrowing or other obligations, without the prior written content of the Company Secretary.

Restricted Persons who leave the Company will remain subject to this policy, and will be deemed to remain Restricted Persons, for a period of six months after ceasing to hold an office or employment with Mercury.

If you are unsure whether these rules apply to you, you should contact the Company Secretary. On notification that you are a Restricted Person, you must (unless the Company Secretary confirms otherwise) promptly provide, via the Restricted Person Portal - HERE) the Company Secretary with the Common Shareholder Number/s and other personal information relating to your Mercury Securities holdings for your personal accounts, any joint accounts and any other accounts that you control. You must keep this record up to date for as long as you are a Restricted Person.

12.1 No trading during "Blackout" periods

Restricted Persons (or any of their controlled accounts or entities) must not trade in Mercury Securities during any of the following "blackout" periods:

> from the close of trading on 30 June of each year until the trading day following the announcement to NZX and ASX of the full year results;
> from the close of trading on 31 December of each year until the trading day following the announcement to NZX and ASX of the half-yearly results; and
> any other period that the Company Secretary specifies from time to time,

unless a specific waiver is granted under section 12.2 in exceptional circumstances.

12.2 Exceptional circumstances

If a Restricted Person (or any of their controlled accounts or entities) needs to trade in Mercury Securities during a blackout period due to exceptional circumstances, the Restricted Person may seek a waiver from the Company Secretary as part of a request for consent in accordance with section 12.3.

An application from a Restricted Person to trade during a blackout period must set out the circumstances of the proposed trading, including an explanation as to the reason the waiver is requested.

A waiver will only be granted if the circumstances giving rise to the request are considered to be "exceptional" by the person from whom consent is required under this policy, or are considered to fall within a recognised category of exceptional circumstances (e.g. severe financial hardship where the person has a pressing financial commitment that cannot be satisfied other than by selling the Mercury Securities or compulsion by court order or court enforceable undertakings or other legal or regulatory requirements). The person from whom consent is required under this policy will determine such matters in their sole discretion.

If a waiver is granted to trade during a blackout period, the Restricted Person will be notified in writing and in each circumstance the duration of the waiver to trade in Mercury Securities will be two trading days from the date of notification. A consent is automatically deemed to be withdrawn if the person becomes aware of material information before trading.

Unless otherwise specified in the notice, any trading permitted during a blackout period must comply with the other sections of this policy (to the extent applicable).

12.3 Trading as a Restricted Person

Before trading in Mercury Securities at any time, Restricted Persons must, in writing:

> notify the Company Secretary of their intention to trade Mercury Securities (whether in their own name or via a controlled account or entity), and seek consent to do so:

- if they are a current Mercury employee, by submitting a request through the Restricted Person Portal - HERE;
- if they are not a current Mercury employee or do not have access to the Portal (for example directors or former employees/directors), by completing the Request for Content to Trade in Listed Securities form attached to this policy and submitting it to the Company Secretary who will record the request in the Restricted Person Portal on their behalf.

> Confirm that details of all relevant personal, joint and controlled entity holdings have been provided to the Company Secretary and are current in the Restricted Persons portal;
> confirm that they do not hold material information; and
> confirm that there is no known reason to prohibit trading in any Mercury Securities.

In the case of proposed trading by a director, the Chief Executive, the Chief Financial Officer or the Company Secretary, the Request for Consent (including a request for waiver under section 12.2, if applicable) must be approved by the Disclosure Committee and

signed by the Board Chair or, in their absence, the Chair of the Audit and Financial Risk Committee. In the case of proposed trading by the Board Chair, the Request for Consent (including a request for waiver under section 12.2, if applicable) must be approved by the Disclosure Committee and signed by the Chair of the Audit and Financial Risk Committee.

A consent is only valid for a period of 10 trading days after notification, unless the consent is granted during a blackout period pursuant to a waiver given in accordance with section 12.2, in which case the validity period will be 2 trading days. A consent is automatically deemed to be withdrawn if the person becomes aware of material information before trading.

There are no "safe" periods for trading Mercury Securities. You may never trade Mercury Securities if you have material information – even if you are not in a blackout period.

You are responsible for complying with all applicable laws and regulations when trading in Mercury Securities. A consent to trade granted under this policy does not imply Mercury's support of a decision to trade, or advice or opinion that trading in Mercury Securities by a Restricted Person will be lawful in the circumstances.

12.4 Additional Restrictions for Directors and Senior Managers

From time to time, it may be desirable in the best interests of probity and good governance, for trading restrictions to be considered and from time to time imposed on one or more directors and/or senior managers with knowledge of sensitive information (for example about a potential project or transaction), where that information does not constitute material information ("sensitive information"). The Board will regularly consider whether trading restrictions should be imposed in these circumstances and when additional trading restrictions can be lifted.

The Company Secretary will notify affected persons of any additional trading restrictions imposed under this section 12.4 (including when these are lifted).

In the case of proposed trading by a director or senior manager with knowledge of sensitive information, the person from whom consent is required under this policy may, when considering whether or not to consent, take into account the applicant's knowledge of sensitive information and, at their unfettered discretion, give or withhold consent.

12.5 Requirements after trading

Following completion of any trade in Mercury Securities, a Restricted Person must promptly notify the Company Secretary and ensure that the details of the trade are accurately entered into the Restricted Person Portal. Directors and senior managers have a statutory obligation under section 297(2) of the Financial Markets Conduct Act 2013 to disclose any acquisition or disposal of Mercury Securities within 5 trading days after the trade, unless a longer statutory period is prescribed. Mercury will prepare and lodge the disclosure notices on behalf of the director or senior manager, provided that the individual supplies full details of the trade with sufficient time to complete the disclosure. The legal obligation to disclose remains with the individual.

12.6 Training obligations

Mercury will provide training to Restricted Persons on their obligations under this policy, the insider-trading prohibitions under the Financial Markets Conduct Act 2013 and related governance policies, including the Market Disclosure Policy. Restricted Persons must complete all required training (including any refresher training) and remain familiar with their obligations under this policy. Directors and senior managers will receive both induction training and refresher training as appropriate. Completion of the training required may be taken into account when considering any request for consent to trade.

13 Application of Policy

The Board of Mercury has approved this policy. The Safety and Enterprise Risk Committee reviews this policy at least every two years (or more frequently if required by regulatory, organisational or governance changes) and recommends proposed changes to the Board for approval. In performing this role, the Safety and Enterprise Risk Committee will have regard to internal and external assurance, regulatory feedback and the alignment of this policy with Mercury's Market Disclosure Policy. The Board may approve updates and amendments to, and exemptions from, this policy from time to time, which may be implemented by written notice to you and/or posting on Mercury's intranet.

To the extent of any inconsistency with any previous policy or rules relating to this subject matter, this policy prevails over them.

Mercury supports compliance with this policy through training, guidance and periodic reminders.

Request for Consent to Trade in Listed Securities

To: Company Secretary

Mercury NZ Limited ("Mercury")

In accordance with Mercury's Trading in Company Securities Policy ("Policy") and Additional Trading Restrictions for Restricted Persons set out in the Policy, I request Mercury's consent to the following proposed transaction to be undertaken either by me or a person or entity controlled by me. I acknowledge Mercury is not advising or encouraging me to trade or hold securities and does not provide any securities recommendation.

Name: _____

Name of registered holder transacting (if different): _____

Address: _____

Position: _____

Shareholder number: _____

Description and number of securities: _____

Class of securities (i.e. shares, bonds, options, derivatives, other): _____

Type of proposed transaction: Purchase / Sale / Other (specify) _____

Likely date of transaction: _____

To be transacted on: On NZX / On ASX / Off market trade / Other (specify) _____

Reason for proposed transaction (if transaction is to occur during a 'blackout period'): _____

_____

_____

_____

I declare that I do not hold information which:

> is not generally available to the market;
> a reasonable person would expect would have a material effect on the price of Company Securities if it were generally available to the market.

I know of no reason to prohibit me from trading in Company Securities and certify that the details given above are complete, true and correct.

_____ _____

Signature Date

Mercury hereby consents / does not consent to the proposed transaction described above. Any consent is conditional on the proposed transaction being completed within 10 trading days (as applicable) of the date of notification of this consent, and in compliance with Mercury's Trading in Company Securities Policy and Additional Trading Restrictions for Restricted Persons set out in the Policy. Such consent is deemed to be immediately revoked if any of the confirmations you have provided above ceases to be true.

_____ _____

Name: Date
Title:
on behalf of Mercury NZ Limited