



meridian

# ***Notice of Annual Shareholder Meeting***



*The Annual Shareholder Meeting of Meridian Energy Limited (NZ938552, ARBN151 800 396) will be held in the Level 4 Lounge, Corporate Entry G, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand on **Friday 6 November 2015 commencing at 1.00pm (New Zealand Time).***

#### **IMPORTANT DATES**

Record date for voting entitlements for the Annual Shareholder Meeting: <b>3 NOVEMBER 2015, 5.00PM</b>	Latest time for receipt of postal votes and proxy forms: <b>4 NOVEMBER 2015, 1.00PM</b>	Annual Shareholder Meeting: <b>6 NOVEMBER 2015, 1.00PM</b>
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# Business

- A. Chairman's Address**
- B. Chief Executive's Review**
- C. Shareholder Questions**
- D. Ordinary Business**

To consider and, if thought appropriate, pass the following Ordinary Resolutions:

**Resolution 1:** Re-election of Mark Cairns: That Mark Cairns, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

**Resolution 2:** Re-election of Anake Goodall: That Anake Goodall, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

**Resolution 3:** Re-election of Peter Wilson: That Peter Wilson, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.

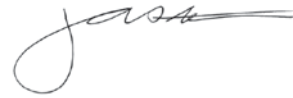
For further detail see the Explanatory Note.

## **E. General Business**

To consider any other matter that may lawfully be considered at the Annual Shareholder Meeting.

Following the formal part of the meeting, the Directors invite investors to join them for light refreshments.

On behalf of the Board



**Jason Stein**  
Company Secretary  
7 October 2015



# Explanatory Note

## **Resolutions 1, 2 and 3 - Re-election of directors**

The Company's Constitution requires the number of directors who are required to retire at any Annual Shareholder Meeting (ASM) to be in accordance with the New Zealand Stock Exchange (NZX) and Australian Securities Exchange (ASX) Listing Rules.

These rules require that:

- a) At least one third of the directors or, the number nearest to one third, must retire by rotation at the ASM each year but shall be eligible for re-election at that meeting.

Those required to retire shall be those who have been longest in office since they were last elected or deemed elected.

- b) A director must not hold office (without re-election) past the third ASM following his or her appointment or three years, whichever is longer.
- c) A director appointed to fill casual vacancy or as an addition to the board must not hold office (without re-election) past the next ASM.

In this case, Mark Cairns, Anake Goodall and Peter Wilson are those directors who retire by rotation and, being eligible, offer themselves for re-election by shareholders at the ASM.

The Board has determined, in its view, each director seeking re-election is an Independent Director (as defined in the NZX and ASX Listing Rules).

A separate vote will be held for each candidate. These are resolutions 1, 2 and 3. Background details of directors offering themselves for re-election at this ASM are set out below.

The Board can also confirm director nominations closed on 16 September 2015 and no other director nominations were received.





#### MARK CAIRNS

BE (HONS), BBS, POST GRAD DIP BUS ADMIN,  
MMGT, FIPENZ

Mark Cairns joined the Meridian Board in July 2012. He currently serves on the Audit and Risk Committee. Mark has extensive experience in port operations and transportation. He has been Chief Executive of NZX-listed Port of Tauranga Limited since 2005. Prior to joining Port of Tauranga Limited he was Chief Executive of C3 Limited (formerly Toll Owens Limited) for five years, following his role as General Manager (Central) at Fulton Hogan Limited. Mark is Chair of Quality Marshalling (Mount Maunganui) Limited and is a director of Prime Port Timaru, Northport Limited, North Tugz Limited and Port of Tauranga Trustee Company Limited. Mark has also previously held director roles in C3 Limited, Metropack Limited and Tapper Transport Limited.

The directors (other than Mr Cairns) unanimously recommend that Shareholders vote in favour of the re-election of Mr Cairns as a director.



#### ANAKE GOODALL

BA, MBA, MPA

Anake Goodall joined the Meridian Board in May 2011 and serves on the Remuneration and Human Resources Committee. Anake has diverse management and governance experience, including being a union delegate in the meat industry and a founding director of the Makarewa Credit Union, holding various executive roles in community-based organisations, and being an adviser to the Government and iwi. In past executive roles he served as Chief Executive Officer of Te Rūnanga o Ngāi Tahu, and was before that responsible for managing all aspects of Ngāi Tahu's Treaty settlement process. Anake is currently a director of PledgeMe Limited, is Chair of the Ākina Foundation, the Hillary Institute of International Leadership and the Manawapōpore Trust. He is a member of the Te Waihora Co-Governance Group and the Canterbury Earthquake Recovery Authority Review Panel and is an Adjunct Professor at the University of Canterbury. He has previously been a member of the Environmental Protection Authority, and a director of the Enspiral Foundation and NXT Fuels Limited. Anake is a New Zealand Harkness Fellow.

The directors (other than Mr Goodall) unanimously recommend that Shareholders vote in favour of the re-election of Mr Goodall as a director.



#### PETER WILSON

CA (NZICA)

Peter Wilson joined the Meridian Board in May 2011. Peter is a Chartered Accountant and business consultant, and was formerly a partner of Ernst & Young and, until recently, Chairman of Westpac New Zealand Limited. He has extensive experience in banking, business establishment, problem resolution, asset sales and management of change functions. Peter has been involved in companies undertaking capital-raising activities and has wide-ranging governance experience in the public market, in the private sector and with Crown-owned entities. Peter serves on Meridian's Audit and Risk Committee and is currently Chair of Augusta Capital Limited and Arvida Group Limited. Peter is also a director of PF Olsen Limited and Farmlands Co-operative Society Limited. Past directorships include The Colonial Motor Company Limited, Westpac Banking Corporation and NZ Farming Systems Uruguay Limited.

The directors (other than Mr Wilson) unanimously recommend that Shareholders vote in favour of the re-election of Mr Wilson as a director.

## Procedural Notes

### Voting

The Board has determined that as at the close of trading on **Tuesday 3 November 2015** registered shareholders at that time are entitled to attend and vote at the ASM.

All resolutions are ordinary resolutions and will be passed by a simple majority of more than 50% of votes validly cast at the ASM.

On behalf of directors, The Company's share registrar, Computershare Investor Services Limited is authorised to receive and count postal votes at the meeting.

Results of the voting will be available after the conclusion of the meeting, and will be notified on the NZX and ASX.

### Casting your vote

You may cast your vote in one of the three ways described below. You may abstain from voting on one or more of the resolutions.

- a) **Attending and voting in person:** The Board encourages all shareholders to attend the ASM in person and vote. You should bring your Proxy/Voting Form or your CSN/Securityholder Number to the meeting to assist with registration.
- b) **Casting a postal vote:** A shareholder may cast a postal vote on all or any of the matters to be voted on at the ASM by voting FOR, AGAINST or ABSTAIN.

Lodge your postal vote online at [www.investorvote.co.nz](http://www.investorvote.co.nz), or, complete step 1 of the hard copy proxy/voting form, sign where indicated and return to the share registrar.

- c) **Appointing a proxy:** You may appoint a proxy to attend the meeting and vote on your behalf. Again, visit [www.investorvote.co.nz](http://www.investorvote.co.nz) to lodge your proxy, or, complete step 1 and step 2 of the hard copy Proxy/Voting Form, sign where indicated and return to the share registrar. If you mark any of the proxy discretion boxes you must appoint a proxy.

**Note:** The proxy holder does not need to be a shareholder of the Company. If you appoint a director as your proxy, then any undirected proxies granted to the director will be voted

in favour of the relevant resolutions except that directors standing for re-election will abstain from voting discretionary proxies in respect of their own appointment. A body corporate which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as that in which it can appoint a proxy.

## Shareholder Questions

Shareholders attending the meeting in person will be given the opportunity to raise questions. Shareholders may also submit written questions. The main themes will be aggregated and responded to at the ASM. Written questions should be sent by post to The Company Secretary, Meridian Energy Limited, PO Box 10840, Wellington 6143 or by email to [jason.stein@meridianenergy.co.nz](mailto:jason.stein@meridianenergy.co.nz)

Meridian Energy Limited reserves the right not to address questions that, in the Board's opinion are not reasonable to address in the context of an ASM, or any written question received fewer than five working days prior to the ASM.

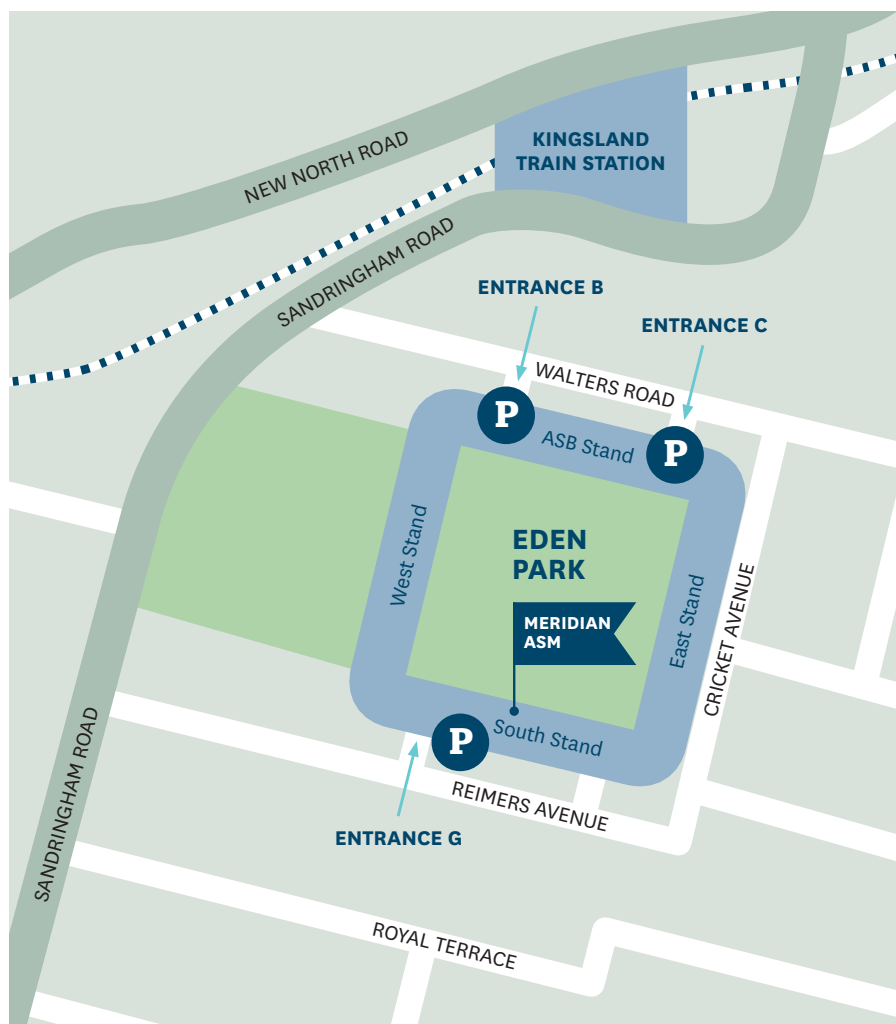
## Share Registrar Details

### New Zealand

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

### Australia

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne, VIC 3001  
Australia



## Important Information

### Meeting Venue

The annual meeting is being held in the Level 4 Lounge, Corporate Entry G, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland.

### Arriving by car

There will be a limited number of car parks available at the South Stand (through car park entrance G, off Reimers Avenue) on a first come, first served basis. Extra parking will be available behind the ASB stand (via car park entrance 4 B or C, off Walters Road). Please allow for a 5-10 minute walk from there to the South Stand.

### By public transport

Eden Park is well served by rail and bus services. Kingsland train station is immediately opposite the Park.

For online information go to:  
[at.govt.nz/bus-train-ferry](http://at.govt.nz/bus-train-ferry)

For full route, timetable and fare information call AT Public Transport Contract Centre on 09 366 6400 / 0800 10 30 80

### Webcast

If you are unable to attend the Annual Shareholder Meeting, but would still like to follow its proceedings, then visit:  
[www.meridianenergy.co.nz/investors](http://www.meridianenergy.co.nz/investors)




## Lodge your postal vote or 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

## Proxy/Voting Form

	<b>www.investorvote.co.nz</b> Lodge your vote or appoint your proxy online, 24 hours a day, 7 days a week:	<b>Smartphone?</b> Scan the QR code to vote now.
<b>Your secure access information</b>	<b>Control Number:</b>	<b>CSN/Shareholder Number:</b>
<b>PLEASE NOTE:</b> You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.		
<b>For your proxy or vote to be effective it must be received by 1.00pm Wednesday 4 November 2015</b>		

### Notes

You may cast your vote in one of the four ways described below. You may abstain from voting on one or more of the resolutions.

#### (a) Online

Lodge your postal vote or proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz)

#### (b) Casting a postal vote

You may cast a postal vote on one or more of the resolutions by completing the FOR, AGAINST or ABSTAIN boxes in 'Step 1' overleaf, signing this voting form and returning it to the share registrar.

#### (c) Appointing a proxy

You may appoint a proxy to attend the meeting and either direct the proxy as to how to vote or give the proxy discretion as to how to vote on the resolutions by completing the FOR, AGAINST, ABSTAIN or PROXY DISCRETION box on 'Step 1' overleaf, completing the appointment of proxy details in 'Step 2' overleaf, signing this Voting Form and returning it to the share registrar. A proxy does not need to be a shareholder of the Company. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him or her for that purpose.

#### (d) Attending and voting in person

You should bring this Voting Form to the meeting and hand the attendance card to the share registry at the entrance to the meeting.

### Signing Instructions for Postal/Proxy Forms

#### 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 copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

#### Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

#### Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form to vote**

**STEP 1** Voting Instructions/Voting Paper (if a Poll is called)

Please note: If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote at the meeting.

Resolutions	For	Against	Abstain	Proxy Discretion
1. That Mark Cairns, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Anake Goodall, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Peter Wilson, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2** Appointment of Proxy

If you mark any of the PROXY DISCRETION boxes above you must appoint a proxy. This may be the chairman or any director if you so wish.

I/We being a shareholder/s of Meridian Energy 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 General Meeting of Meridian Energy Limited to be held in the Level 4 Lounge, Corporate Entry G, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand on Friday 6 November 2015 commencing at 1.00pm (New Zealand Time)**, and at any adjournment of that meeting.

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

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**ATTENDANCE SLIP**



Annual General Meeting of Meridian Energy Limited to be held in the Level 4 Lounge, Corporate Entry G, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, New Zealand on Friday 6 November 2015 commencing at 1.00pm (New Zealand Time).