



THE LONG



RUN

MERIDIAN ENERGY LIMITED
NOTICE OF ANNUAL SHAREHOLDER MEETING

The Annual Shareholder Meeting (ASM) of Meridian Energy Limited (NZ938552 ARBN151 800 396) will be held at **South Stand, Level 4 Lounge, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand** on Friday 19 October 2018, commencing at 11.00am (New Zealand time).

Important dates and times

All times are in New Zealand time.

Vote-eligibility date for voting entitlements for the Annual Shareholder Meeting:

16 OCTOBER 2018, 5.00PM

Latest time for receipt of postal votes and proxy forms:

17 OCTOBER 2018, 11.00AM

Annual Shareholder Meeting:

19 OCTOBER 2018, 11.00AM

Business

A. CHAIR'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 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 ASM.

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

On behalf of the Board



JASON STEIN

Company Secretary
10 September 2018

Explanatory note

RESOLUTIONS 1, 2 AND 3: RE-ELECTION OF MARK CAIRNS, ANAKE GOODALL AND PETER WILSON.

The Company's constitution requires the number of Directors who are required to retire at any ASM to be in accordance with the NZX 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 a casual vacancy or as an addition to the board must not hold office (without election) past the next ASM.

Accordingly, Mark Cairns, Anake Goodall and Peter Wilson, being the Directors of Meridian who have been in office the longest since they were last re-elected, are those Directors who retire by rotation and, being eligible, offer themselves for re-election by shareholders at this ASM.

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

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

The Board can also confirm Director nominations closed on 5 September 2018 and no other Director nominations were received.



MARK CAIRNS
Independent Director, BE (Hons),
BBS, 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 logistics, including the construction and asset management of large scale infrastructure projects. 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 Northport Limited, Coda Group and Port of Tauranga Trustee Company Limited. Mark has also previously held Director roles in PrimePort Timaru Limited, C3 Limited and Tapper Transport Limited.

Mark brings to the Meridian Board extensive listed issuer experience, strong commercial acumen and a consistent track record in the successful delivery of large scale infrastructure projects.

The Directors (other than Mark Cairns) unanimously recommend that shareholders vote in favour of the re-election of Mark Cairns as a Director.



ANAKE GOODALL
Independent Director, BA,
MBA, MPA

Anake Goodall joined the Meridian Board in May 2011 and serves on the Safety and Sustainability 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 brings to the Meridian Board his experience working in the contemporary iwi development and investment space, including across a broad range of natural resource matters, along with a deep interest in environmental sustainability, mission-led organisations and intergenerational strategy.

Anake is the immediate past Chair of the Ākina Foundation, and Chairs the Hillary Institute of International Leadership and Seed The Change | He Kākano Hāpai. He is a Director of Nutrient Rescue, Trustee of The Gift Trust and is an Adjunct Professor at the University of Canterbury. Anake is a New Zealand Harkness Fellow.

The Directors (other than Anake Goodall) unanimously recommend that shareholders vote in favour of the re-election of Anake Goodall as a Director.



PETER WILSON
Independent Director, MNZM,
CA (CAANZ)

Peter Wilson joined the Meridian Board in May 2011 and is currently the Deputy Chair. Peter is a Chartered Accountant and business consultant, and was formerly a partner of Ernst & Young and previously 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 the Audit and Risk Committee and the Safety and Sustainability Committee. Peter is currently Chair of Arvida Group Limited. Peter is also a Director of Farmlands Co-operative Society Limited. Past directorships include The Colonial Motor Company Limited and Westpac Banking Corporation.

The Directors (other than Peter Wilson) unanimously recommend that Shareholders vote in favour of the re-election of Peter Wilson as a Director.

Procedural notes

VOTING

The Board has determined that as at the close of trading on 16 October 2018 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 the Directors, the Company's share registrar, Computershare Investor Services Limited are 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 to 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 postal Proxy/Voting Form or your CSN/Securityholder Number to assist with registration at the meeting.
- 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, or, complete step 1 of the hard copy proxy/voting form, sign where indicated and return it to the share registrar.
- c. Appointing a proxy:** You may appoint a proxy to attend the meeting and vote on your behalf. Visit 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 it to the share registrar. 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 election or 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 companysecretary@meridianenergy.co.nz.

Meridian Energy Limited reserves the right not to address questions that, in the Board's opinion are not reasonable in the context of an annual shareholder meeting, or any written question not received by the close of business on 11 October 2018.

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 ASM is being held at South Stand, Level 4 Lounge, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand.

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

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. Security will assist with directing you to the nearest available space.

WEBCAST

If you are unable to attend the ASM, but would still like to follow its proceedings, then visit:
www.meridianenergy.co.nz/investors

