



Meridian Energy Limited.
Notice of Annual Shareholder Meeting.



The Annual Shareholder Meeting
of Meridian Energy Limited
(NZ 938552) (ARBN 151 800 396)

The InterContinental Wellington,
Lambton Ballroom,
2 Grey Street,
Wellington, New Zealand

Thursday 1 October 2020,
commencing at 10am.

Provided Wellington is at COVID-19 alert level 1 on 1 October 2020, shareholders may attend in-person or virtually through the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free. The meeting ID is: **343-042-403**.

As the safety of our team and shareholders is our number one priority, Meridian has made the decision that the in-person element of the ASM will only go ahead if Wellington is at COVID-19 alert level 1 on 1 October 2020. Should Wellington be at COVID-19 alert level 2 or above on 1 October 2020, the ASM will move to being a virtual meeting only.

If this occurs, Meridian will provide shareholders with as much notice as is reasonably practicable via the NZX and the Virtual Meeting details below will be the exclusive means of attendance.

Important dates and times

All times are in New Zealand time.

Vote-eligibility date for voting entitlements
for the Annual Shareholder Meeting:
28 September 2020, 5pm.

Latest time for receipt of postal votes
and proxy forms:
29 September 2020, 10am.

Annual Shareholder Meeting:
1 October 2020, 10am.

Virtual Meeting

All shareholders will have the opportunity to attend and participate in the 2020 ASM in person (provided Wellington is at COVID-19 alert level 1 on 1 October 2020) or virtually via an internet connection (using a computer, laptop, tablet or smartphone). In order to participate virtually you will need to either:

- Visit web.lumiagm.com on your desktop or mobile device. Ensure that your browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge or Firefox; or
- Download Lumi AGM from the App Store or Google Play Stores for free – search for Lumi-AGM.

If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions and ask questions, by using their own computers or mobile devices.

Shareholders will still be able to cast a postal vote or appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Shareholder Meeting.

Please note that not all questions may be able to be answered during the meeting.

Further details of how to participate virtually are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide and download the App prior to the ASM.

Shareholders will require the meeting ID – which is **343-042-403** – as well as their CSN/Securityholder Number, which can be found on their proxy form, for verification purposes.

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 Resolution:

Resolution:


Re-election of Mark Verbiest:

That Mark Verbiest, 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.

Following the formal part of the meeting, the Board invites shareholders to join them for light refreshments.

On behalf of the Board



Jason Woolley
Company Secretary
1 September 2020

Explanatory note

Resolution

Re-election of Mark Verbiest



The NZX Listing Rules (Listing Rules) require that a Director must not hold office (without re-election) past the third annual meeting following his or her appointment or three years, whichever is longer.

Accordingly, Mark Verbiest retires and offers himself for re-election by shareholders at this ASM.

The Board has determined, in its view, that Mark Verbiest is an Independent Director (as defined in the Listing Rules).

MARK VERBIEST LLB, CFInstD

Mark Verbiest joined the Meridian Board in March 2017 and was appointed Chair of the Board in October 2019. Mark is an experienced company director, currently serving on the boards of several major companies and organisations, including: ANZ Bank New Zealand Limited, Freightways Limited (Chairman) and the Advisory Board to New Zealand Treasury (Member). He is also a former board member of the Financial Markets Authority and former Chairman of both Spark New Zealand Limited and Transpower New Zealand Limited.

Mark has significant involvement and experience in the energy and technology sectors, as well as capital markets, in a variety of roles, over many years.

Procedural notes

Voting

The Board has determined that as at the close of trading on 28 September 2020 registered shareholders at that time are entitled to attend and vote at the ASM.

The resolution is an ordinary resolution and will be passed by a simple majority of more than 50% of the votes of those shareholders entitled to vote and voting on the resolution.

On behalf of the Board, 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 to the NZX and ASX.

The only matter being discussed and voted on at the ASM is the resolution contained in this Notice of Meeting. No motions will be allowed from the floor.

There are no voting restrictions on the resolution proposed in this Notice of Meeting.

Casting your vote

You may cast your vote in one of the three ways described below. You may abstain from voting on the resolution:

a) Attending and voting in person:

Due to the COVID-19 pandemic, the Board encourages shareholders to participate virtually and vote via the online web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free. If Wellington is at COVID-19 alert level 1 on 1 October 2020 and you attend in person 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 the matter 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 proxy/voting form, sign where indicated and return to Computershare in the reply paid envelope provided.

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 proxy/voting form, sign where indicated and return to Computershare in the reply paid envelope provided.

Note: The proxy holder does not need to be a shareholder of the Company. If you appoint a Director as your proxy, any undirected proxies granted to the Director will be voted in favour of the relevant resolutions except that a Director 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.

If you do not name a person as your proxy (but have otherwise completed the proxy form in full) or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

If your proxy is not the Chair of the meeting or a Director and they intend to join the meeting remotely please ensure that you provide their contact details in the space provided on the proxy form.

Shareholder questions

Shareholders attending the meeting virtually or 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 Chair'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 24 September 2020.

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

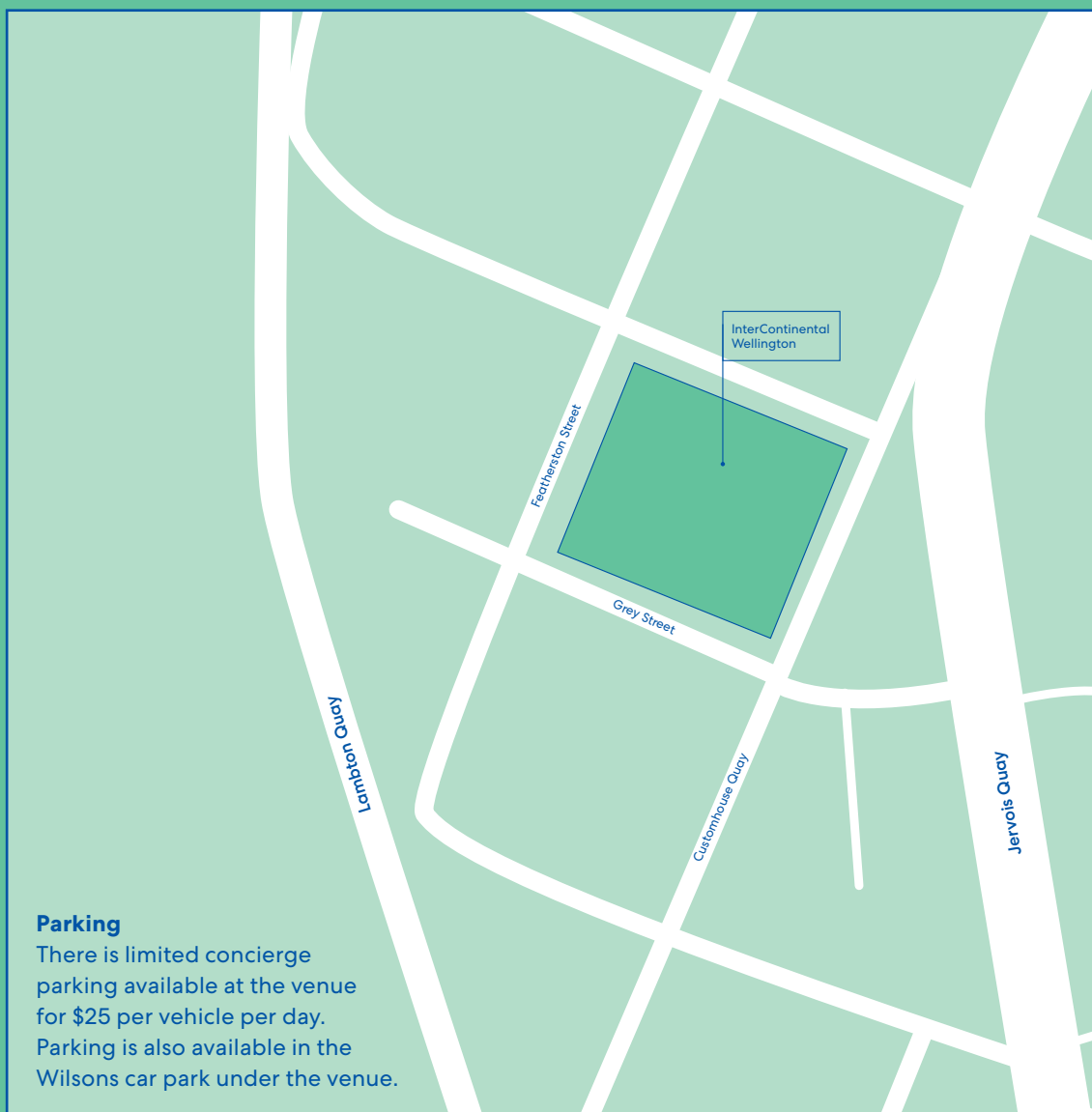
Australia

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

Important information

Meeting venue

Provided Wellington is at COVID-19 alert level 1 on 1 October 2020, the 'in person' element of the ASM will be held at the InterContinental Wellington, Lambton Ballroom, 2 Grey Street, Wellington Central, New Zealand.



Virtual Meeting/Webcast

We encourage you to attend through the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free. The meeting ID is: **343-042-403**. If Wellington is at COVID-19 alert level 2 or above, the ASM will only be available online using the virtual meeting details above. If you are unable to attend the ASM, but would still like to watch proceedings, you can also visit: www.meridianenergy.co.nz/investors