

Changing Step. Together.



Meridian Energy Limited.
Notice of Annual Shareholder Meeting.
18 October 2022



Meridian.

The Annual Shareholder Meeting (ASM) of Meridian Energy Limited (NZ 938552) (ARBN 151 800 396) will be held at World Cup Lounge, Level 4, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland, New Zealand on **Tuesday, 18 October 2022**, commencing at **10.00am**. The ASM will also be available virtually through Computershare's Meeting Platform.

Important dates and times

All times are in New Zealand time.

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

14 October 2022, 5.00pm

Latest time for receipt of postal votes and proxy forms:

16 October, 10:00am

Annual Shareholder Meeting:

18 October 2022, 10.00am

Hybrid Meeting

All shareholders will have the opportunity to attend and participate in the 2022 ASM virtually (using computers, laptops, tablets or smartphones). In order to participate virtually you will need to visit Computershare's Meeting Platform meetnow.global/nz

To access the meeting, click 'Go' under the Meridian Energy Limited meeting, then click 'JOIN MEETING NOW'. By using the meeting platform you will be able to watch the meeting, vote and ask questions online using a computer, laptop, tablet or smartphone. Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

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 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 prior to the ASM.

Shareholders will require their CSN/Securityholder Numbers, which can be found in their email broadcasts and on their proxy forms, 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 Resolutions:

Resolution 1:

Re-election of Michelle Henderson:

That Michelle Henderson, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 2:

Re-election of Julia Hoare:

That Julia Hoare, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 3:

Re-election of Nagaja Sanatkumar:

That Nagaja Sanatkumar, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 4:

Election of Graham Cockroft:

That Graham Cockroft (appointed as a Director of the Company by the Board with effect from 26 July 2022), who retires and is eligible for election, be elected as a Director of the Company.

For further detail, see the Explanatory Note.

A handwritten signature in black ink, appearing to read 'J Woolley'.

Jason Woolley
Company Secretary

12 September 2022

Explanatory notes

Resolution 1 Re-election of Michelle Henderson

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

Accordingly, Michelle Henderson retires and offers herself for re-election by shareholders at this ASM.

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

MICHELLE HENDERSON BE (Hons), CMinstD

Michelle joined the Meridian board in October 2019. Michelle serves on the Safety and Sustainability Committee and the Audit and Risk Committee.

She has extensive engineering and industrial expertise, with more than 20 years of experience in the Australasian heavy industry sector. Based in Invercargill, Michelle is currently on the board on Fulton Hogan, Cycling New Zealand Incorporated, South Port NZ Limited and Awarua Holdings Limited.



Michelle is a former executive of Rio Tinto, both in New Zealand and Australia. She previously held the role of Chief Operating Officer of PowerNet, an electricity distribution company. Michelle has experience in health and safety, infrastructure, and risk management.





Resolution 2 Re-election of Julia Hoare

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

Accordingly, Julia Hoare retires and offers herself for re-election by shareholders at this ASM.

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

JULIA HOARE BCom, FCA, CMinstD

Julia Hoare joined the Meridian board 26 September 2019. Julia is Chair of the Audit and Risk Committee.

Julia has extensive governance, financial, and commercial expertise. She has a very strong governance pedigree and is currently President and Chair of the Institute of Directors, Chair of Port of Tauranga, and a Director of



Auckland International Airport and a2 Milk. During her executive career, Julia was a partner at PwC for two decades where she gained significant sustainability, financial and tax experience.

In addition to significant commercial and financial experience in both the private and public sectors, Julia's skills also span infrastructure, logistics, utilities, and sustainable business practices.

Resolution 3 Re-election of Nagaja Sanatkumar

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

Accordingly, Nagaja Sanatkumar retires and offers herself for re-election by shareholders at this ASM.

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

NAGAJA SANATKUMAR MBA, BTech CE, CMinstD

Nagaja Sanatkumar joined the Meridian Board in January 2020. She serves on the People and Remuneration, and Safety and Sustainability Committees.

Nagaja has an impressive international career including senior roles at both Amazon and Expedia. While at Amazon, she led various facets of Online Grocery, Trade In and Rentals, which built on her expertise across retail, customer experience innovation, P&L ownership, and digital technology.



Nagaja studied Chemical Engineering at IIT Bombay and then moved to the US to take up a consulting role with Deloitte, before completing an MBA from the University of Washington in 2003.

She is currently studying a Masters in Sustainable Development Goals from Massey University (expected completion 2023). Nagaja has over 20 years' global executive and leadership experience. She is also a Director for Foodstuffs North Island, NZ Post, Mediaworks, Tuatahi First Fibre, Cawthron Institute, and Groov.





Resolution 2 Election of Graham Cockroft

Graham Cockroft has been appointed as a Director of the Company by the Board with effect from 26 July 2022. Under the Listing Rules and the Company's constitution, any director appointed by the Board must not hold office (without re-election) past the next annual meeting following the Director's appointment.

Accordingly, Graham Cockroft retires and offers himself for election at this ASM.

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

GRAHAM COCKROFT MCom, MFin, CMIInstD

Graham Cockroft joined the Meridian Board in July 2022. He serves on the Audit and Risk Committee and the People and Remuneration Committee.

Graham has over 30 years' experience in the international energy industry, with executive roles in the UK, South America, New Zealand, and Asia. His experiences have been across the energy chain and under different political, economic, and regulatory regimes. He has a strong financial background and extensive experience in strategy and business development.



During his executive career Graham served as Group CFO at SGX-listed Sembcorp Industries Limited, Singapore, CFO and COO at Contact Energy Limited, New Zealand, and in various senior executive roles for close to two decades at the UK energy company BG Group (now part of Shell plc), primarily in the UK and South America. Graham is currently a director of ASX-listed AGL Energy Limited and Tuatahi First Fibre Limited.

Procedural notes



Voting

The Board has determined that as at the close of trading on **14 October 2022** 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 the votes of those shareholders entitled to vote and voting on the resolutions.

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.

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 the meeting:

The Board encourages all shareholders to attend the ASM in person and vote, or participate virtually and vote via the Computershare Meeting Platform at meetnow.global/nz.

If 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 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 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, then 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 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 **11 October 2022**.



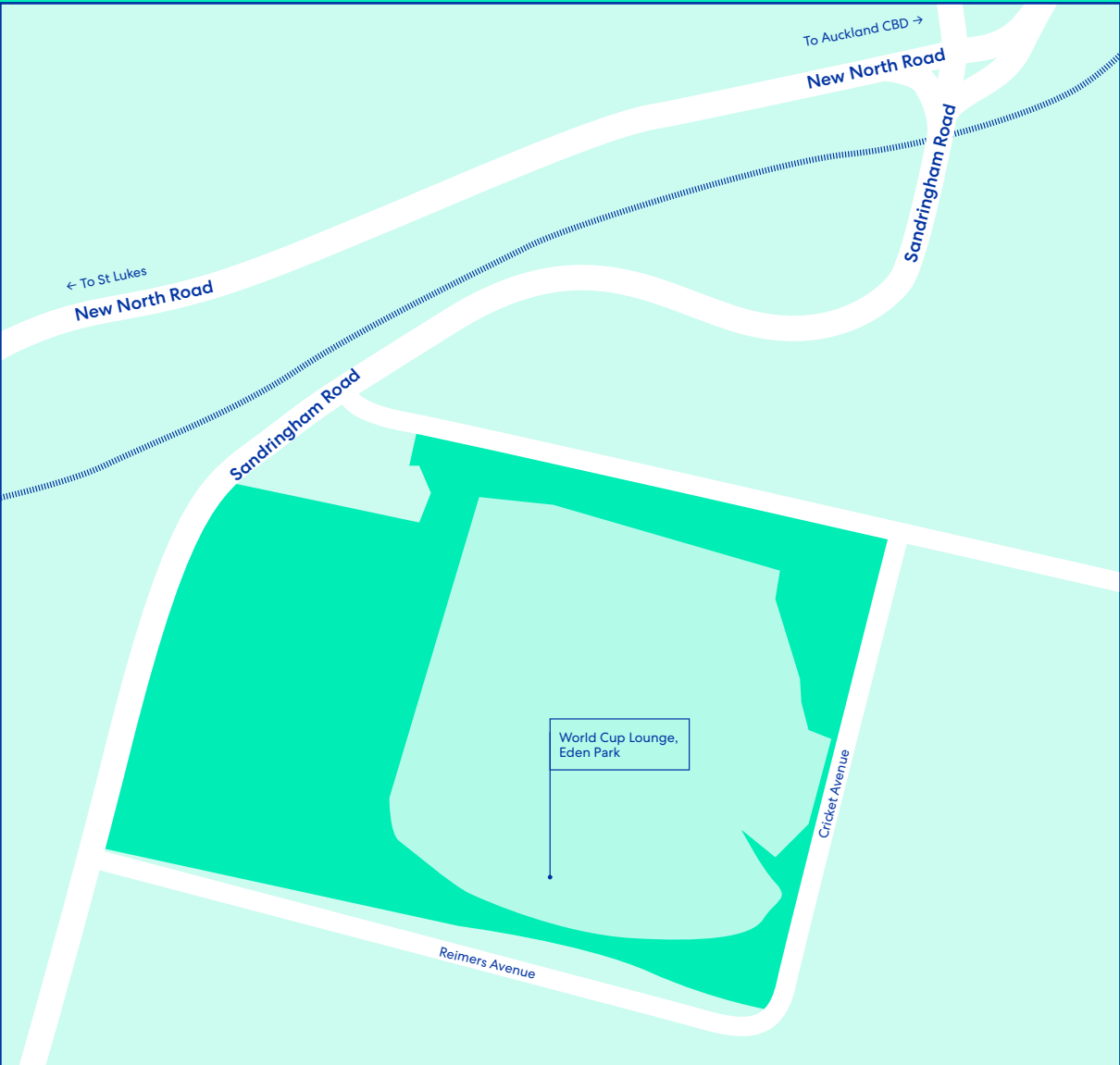
Meeting venue

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

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

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.



Share Registrar Details

New Zealand

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