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Meridian.

Meridian Energy Limited.
Notice of Annual Shareholder Meeting.

12 October 2023

The Annual Shareholder Meeting (ASM) of Meridian Energy Limited (NZ 938552) (ARBN 151 800 396) will be held at Level 2, 287-293 Durham Street North, Christchurch, New Zealand on **Thursday, 12 October 2023**, commencing at **9.30am**. 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:

9 October 2023, 5.00pm.

Latest time for receipt of postal votes and proxy forms: **10 October 2023, 9:30am.**

Annual Shareholder Meeting:

12 October 2023, 9.30am.

Hybrid Meeting

All shareholders will have the opportunity to attend and participate in the 2023 Annual Meeting in person or online via an internet connection (using a computer, laptop, tablet or smartphone).

Hybrid meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to visit Computershare's Meeting Platform <https://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/Security-holder Number, 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 Resolution:

Resolution 1:

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.

Resolution 2:

Election of David Carter:

That David Carter (appointed as a Director of the Company by the Board with effect from 25 July 2023), who retires and is eligible for election, be elected as a Director of the Company.

For further detail see the Explanatory Notes.

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

Jason Woolley
Company Secretary

12 September 2023

Explanatory notes

Resolution 1: 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 their 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, CInstD

Mark Verbiest joined the Meridian Board in March 2017 and was appointed Chair in October 2019. Mark serves on the Audit and Risk Committee and People, Remuneration and Culture Committee.

Mark is an experienced company director, currently serving as the Chair of Summerset Group Holdings Limited. He is also the former Chair of Freightways Limited, Spark New Zealand Limited and Transpower New Zealand Limited. He is a former director for ANZ Bank New Zealand Limited and former board member of the Financial Markets Authority and former member of the Advisory Board to New Zealand Treasury.

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





Resolution 2: Election of David Carter

David Carter has been appointed as a Director of the Company by the Board with effect from 25 July 2023. 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, David Carter retires and offers himself for election at this ASM.

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



DAVID CARTER **BE Civil (Hons), ME,** **PhD (Geotechnical Engineering)**

David Carter joined the Meridian Board in July 2023 and serves on the Safety and Sustainability Committee.

He has been with the Beca group of companies since 1988 and during his 30 plus years of experience has held various positions within the group. Since 2017 David has been the Group Executive Chair at Beca Group Ltd – one of the largest independent advisory, design, engineering and related services consultancies in the Asia-Pacific.

A civil engineer by profession, David has worked across a diverse range of sectors both within New Zealand and offshore, from airports to ports, and wastewater treatment plants to heavy duty pavements. He has worked on remediation of the Larona hydro canal and on foundations for high rise structures. During his career he has worked on a range of major projects including the Victorian (Australia) Desalination plant as a board member of the design JV. He was also a technical reviewer of the resource consent for the Kioreweku Hydroelectric project.



Procedural notes



Voting

The Board has determined that as at the close of trading on **9 October 2023** 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 <https://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 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, 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 6140 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 5 October 2023.





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



Meeting venue

The ASM is being held at
Meridian Energy
Level 2, 287-293 Durham Street North,
Christchurch, New Zealand.

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





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