



13 September 2017

**2017 Notice of Annual Meeting and webcast details**

Please find attached the following documents relating to Contact Energy Limited's (Contact) upcoming Annual Meeting of Shareholders which are being sent to Contact shareholders on 19 September.

- (a) Notice of 2017 Annual Meeting of Shareholders
- (b) Admission Card/Proxy Form

Contact's Annual Meeting will be held in the Kawau 1 Room, ANZ Viaduct Events Centre, 161 Halsey Street, Auckland, New Zealand on Wednesday 11 October 2017 commencing at 10.30am.

A live recording of the annual meeting will be broadcast on Contact's website [contact.co.nz/aboutus/investor-centre](http://contact.co.nz/aboutus/investor-centre).

**ENDS**



# Notice of Annual Meeting of Shareholders

Notice is hereby given that the 2017 Annual Meeting of Shareholders of Contact Energy Limited will be held in the Kawau 1 Room, ANZ Viaduct Events Centre, 161 Halsey Street, Auckland, New Zealand on Wednesday 11 October 2017 commencing at 10.30am.

*Contact*®

# Business

## A. Chairman's Address

## B. Chief Executive Officer's Review

## C. Financial Statements

In relation to Contact Energy Limited's ("Contact") annual report for the year ended 30 June 2017, to receive the financial statements for that period, and the auditor's report on those financial statements.

## D. Resolutions

To consider and, if thought fit, to pass the following ordinary resolutions:

### Resolution 1 – Re-election of Victoria Crone

That Victoria Crone be re-elected as a director of Contact.

### Resolution 2 – Re-election of Rob McDonald

That Rob McDonald be re-elected as a director of Contact.

### Resolution 3 – Auditor

That the directors be authorised to fix the fees and expenses of the auditor.

## E. Other Business

To consider any other matter that may lawfully be considered at the annual meeting.

On behalf of the Board of Directors



**Sir Ralph Norris**  
Chairman

13 September 2017

# Explanatory Notes

## Resolutions 1 and 2 – Re-election of Victoria Crone and Rob McDonald

Contact's constitution requires that at least one third of the directors (or the number nearest to one third) must retire by rotation at the annual meeting of shareholders each year, but shall be eligible for re-election at that meeting. Those required to retire are those who have been longest in office since they were last elected. Victoria Crone and Rob McDonald are the directors who have been longest in office since they were last elected. Each of them is eligible and they offer themselves for re-election. The Board unanimously recommends that shareholders vote in favour of the re-election of Victoria Crone and Rob McDonald. They are both considered by the Board to be independent directors.

## Resolution 3 – Auditor

KPMG is automatically reappointed as auditor under section 207T of the Companies Act 1993 ("Act"). The proposed resolution is to authorise the Board, under section 207S of the Act, to fix the fees and expenses of the auditor.



**Victoria Crone**  
Independent Non-Executive Director

### Term of office

Appointed director 12 November 2015, last elected 2015 annual meeting.

### Board committees

Member of the Health, Safety and Environment Committee and the Remuneration and Nominations Committee.

Victoria has over 20 years' experience in the communications and IT sectors. Her experience spans from start-ups to mature products across consumer, small business and enterprise sectors. She is chief executive of Callaghan Innovation and chair of Figure.NZ. A former managing director of Xero New Zealand, Victoria also held senior management roles in sales and marketing at Chorus and Telecom. She is a passionate Kiwi and a member of NZ Global Women. Victoria holds a Master's degree in Commerce and Administration (Marketing and Management) from Victoria University.



**Rob McDonald**  
Independent Non-Executive Director

### Term of office

Appointed director 12 November 2015, last elected 2015 annual meeting.

### Board committees

Member of the Audit Committee.

Rob's finance career spans over 30 years, having worked overseas before joining Coopers and Lybrand in the corporate advisory and valuations practice in 1985. He is currently the chief financial officer with Air New Zealand, a position held since 2004, prior to which he was the group treasurer. He is a former board member of the Institute of Finance Professionals New Zealand Inc. and the former vice chairman of the IATA Financial Committee. Rob has a Bachelor of Commerce from Auckland University and in 1999 completed the Program of Management Development at Harvard Business School. He is a Fellow of Chartered Accountants Australia and New Zealand.

## Procedural Notes

### 1. Voting

Voting entitlements for the annual meeting will be determined at 10.30am on Monday 9 October 2017 based on registered shareholdings at that time. Voting on all resolutions put before the meeting shall be by poll. Results of the voting will be notified on the New Zealand and Australian stock exchanges.

### 2. Proxies and Corporate Representatives

If you are a shareholder of Contact entitled to attend and vote you are entitled to appoint a proxy to attend and vote instead of yourself. A proxy need not be a shareholder of Contact. Any corporation that is a shareholder of Contact may appoint a person as its representative to attend the annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

### 3. Proxy appointment

A proxy form accompanies this notice of meeting and it must be lodged at the office of the share registry, Link Market Services, not less than 48 hours before the commencement of the annual meeting, that is **not later than 10.30am on Monday 9 October 2017**. Any proxy form received after that time will not be valid for the annual meeting.

If you complete the proxy form in full but do not name a person as your proxy or your proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy and vote in accordance with your express direction.

You can lodge your proxy online by going to [vote.linkmarketservices.com/CEN](https://vote.linkmarketservices.com/CEN) or by scanning the QR code on the proxy form with your smartphone.

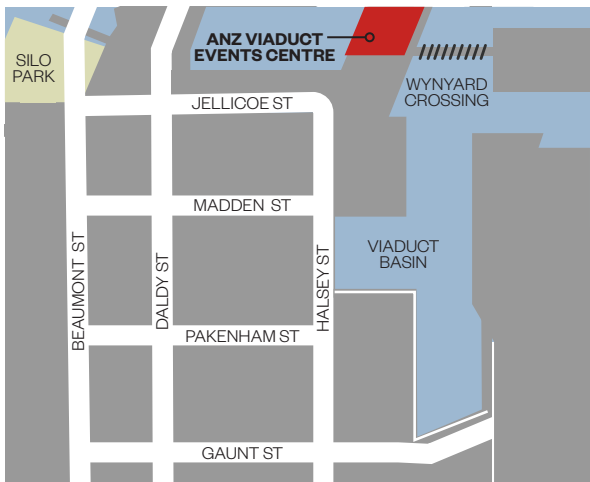
### 4. Shareholder questions

Shareholders present at the annual meeting will have the opportunity to ask questions during the meeting. If you cannot attend the annual meeting but would like to ask a question you can submit a question online by going to [vote.linkmarketservices.com/CEN](https://vote.linkmarketservices.com/CEN) and completing the online validation process or by using the proxy form. Questions need to be submitted by 10.30am Monday 9 October 2017. Contact reserves the right not to address any questions that it is not required to address or, in the Board's opinion, are not reasonable to address in the context of an annual meeting.

# Venue Location

The ANZ Viaduct Events Centre is situated on Halsey Street Wharf Extension in the Viaduct Basin and is within easy walking distance of Auckland's CBD.

The nearest car park building is Downtown Carpark located at 31 Customs Street West. There is also limited car parking available at Wynyard Quarter car park.



## Webcast

A live recording of the annual meeting will be broadcast on Contact's website [contact.co.nz/aboutus/investor-centre](https://www.contact.co.nz/aboutus/investor-centre)

SAMPLE ONLY

Holder Number:

## ADMISSION CARD / PROXY FORM FOR CONTACT'S 2017 ANNUAL MEETING

The Annual Meeting of Shareholders of Contact Energy Limited ("Contact") will be held on Wednesday 11 October 2017 at 10.30am in the Kawau 1 Room, ANZ Viaduct Events Centre, 161 Halsey Street, Auckland, New Zealand.

### ATTENDING THE MEETING

1. If you plan to attend the annual meeting, please bring this Admission Card / Proxy Form intact as the barcode will assist in your registration.

### PROXY APPOINTMENT

2. If you do not plan to attend the annual meeting and wish to be represented by proxy or wish to appoint a corporate representative, please complete and return this Proxy Form (in accordance with the lodgment instructions above) to Contact's share registry, Link Market Services, or lodge your proxy online at [vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN) by no later than 10.30am on Monday 9 October 2017.
3. Any corporation that is a shareholder of Contact may appoint a person as its representative to attend the annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.
4. If you appoint a proxy you must either direct the proxy how to vote by ticking the "For", "Against" or "Abstain" box in respect of each resolution OR by ticking the "Proxy Discretion" box in respect of each resolution. A shareholder can direct the proxy holder in respect of one or more resolutions and give the proxy holder discretion in respect of other resolutions. If a shareholder does not tick any boxes in respect of a resolution then the vote will be invalid.
5. The Chairman of the Meeting or any Director is willing to act as proxy for any shareholder who appoints him/her for that purpose. If you tick the "Proxy Discretion" box for a particular resolution, your proxy will decide how to vote that resolution. However, if your

## LODGE YOUR PROXY

### ONLINE:

[vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN)

### FAX:

+64 9 375 5990

### SCAN & EMAIL:

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

(Please use "Contact Proxy Form" as the subject for easy identification)

### MAIL:

Use the enclosed envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142  
New Zealand

### DELIVER:

Link Market Services Limited  
Level 11, Deloitte Centre,  
80 Queen Street,  
Auckland 1010

Scan this QR code with your smartphone and lodge your proxy online

### GENERAL ENQUIRIES

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

proxy is precluded from voting (for example, because he or she has an interest in the outcome of the resolution), then they will not be able to vote on the resolution on your behalf.

The Chairman and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 3, except that the Directors standing for re-election will abstain from voting discretionary proxies in respect of their own appointment.

6. If you complete the proxy form in full but do not name a person as your proxy or your proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy and vote in accordance with your express direction.

### SIGNING INSTRUCTIONS FOR PROXY FORM

7. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.
8. If you are joint holders of shares, each of you must sign this Proxy Form.
9. If the shareholder is a company, this Proxy Form must be signed on behalf of the company by a person acting under the company's express or implied authority.
10. If this Proxy Form has been signed under a power of attorney ("POA"), a copy of the POA (unless already noted by Contact or its registry) and a signed certificate of non-revocation of the POA must be produced to Contact with this form.
11. If you have any questions about appointing your proxy, please call Link Market Services Investor Helpline between 8.30am and 5.00pm (New Zealand time) on + 64 9 375 5998 or email [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

Go online to [vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN) to lodge your proxy or please **TURN OVER** to complete the Proxy Form.

# PROXY / CORPORATE REPRESENTATIVE APPOINTMENT

## STEP 1: APPOINT A PROXY\*

I/We being a shareholder(s) of Contact Energy Limited ("Contact") and entitled to attend and vote hereby appoint:

(FULL NAME) of   
(ADDRESS)

Or failing him/her:

(FULL NAME) of   
(ADDRESS)

as my/our proxy to vote for me/us on my/our behalf at the annual meeting of shareholders of Contact to be held at 10.30am on Wednesday 11 October 2017, and at any adjournment of that annual meeting, and to vote as my/our proxy thinks fit on any resolutions to amend any of the resolutions, or any resolution so amended and on any other resolution proposed at the annual meeting (or any adjournment thereof) so as to give effect to my/our intention as set out below where possible. In the event I/we have not expressed any intention or the intention is unclear (in my/our proxy's sole opinion) my/our direction is to abstain. A proxy need not be a shareholder of Contact. If you wish, you may appoint as your proxy 'The Chairman of the Meeting'.

\* A reference to a "proxy" includes a "corporate representative"

## STEP 2: RESOLUTIONS – PROXY VOTING INSTRUCTIONS

Please tick (✓) in box to record your vote

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
1. That Victoria Crone be re-elected as a director of Contact.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Rob McDonald be re-elected as a director of Contact.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the directors be authorised to fix the fees and expenses of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**PLEASE NOTE:** For each resolution you must tick (✓) one box. If you tick the "Abstain" box for a particular resolution, you are directing your proxy NOT to vote on that resolution. Your vote will not be counted when calculating the majority for that resolution. If you tick the "Proxy Discretion" box for a particular resolution, you are directing your proxy to decide how to vote on that resolution.

## STEP 3: SIGNATURE OF SHAREHOLDER(S)

Shareholder 1

Or a duly authorised officer or attorney

Shareholder 2

Or a duly authorised officer or attorney

Shareholder 3

Or a duly authorised officer or attorney

Day time telephone: \_\_\_\_\_ signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

## SHAREHOLDER QUESTIONS

Shareholders present at the annual meeting will have the opportunity to ask questions during the meeting. If you cannot attend the annual meeting but would like to ask a question you can submit a question online by going to **[vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN)** and completing the online validation process or complete the question section below and return to Link Market Services in the envelope enclosed. Questions need to be submitted by 10.30am Monday 9 October 2017. Contact reserves the right not to address any questions that it is not required to address or, in the Board's opinion, are not reasonable to address in the context of an annual meeting.

Question:

## ELECTRONIC INVESTOR COMMUNICATIONS

If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below:

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