



STOCK EXCHANGE LISTINGS: NZX (MCY) / ASX (MCY)

## NEWS RELEASE

# Notice of Annual Shareholders' Meeting 2019

**29 August 2019** – The following materials relating to Mercury's 2019 Annual Shareholders' Meeting are shortly being sent to Mercury Shareholders:

- Email to Shareholders with details of Annual Shareholders' Meeting 2019
- Notice of Meeting 2019
- Voting/Proxy Form 2019

Mercury's Annual Shareholders' Meeting will be held on Friday 27 September 2019 at 10:00am at Level 4 Lounge, South Stand, Eden Park, Gate G, Reimers Ave, Kingsland, Auckland, New Zealand.

### For further information:

Investor Relations – Tim Thompson 0275 173 470  
Media – Craig Dowling 0272 105 337

## ENDS

Attachments:

- Email to Shareholders with details of Annual Shareholders' Meeting 2019
- Notice of Meeting 2019
- Voting/Proxy Form 2019

## ABOUT MERCURY NZ LIMITED

Mercury's mission is energy freedom. Our purpose is to inspire New Zealanders to enjoy energy in more wonderful ways and our goal is to be New Zealand's leading energy brand. We focus on our customers, our people, our partners and our country; maintain a long-term view of sustainability; and promote wonderful choices. Mercury is energy made wonderful.

Visit us at: [www.mercury.co.nz](http://www.mercury.co.nz)





## DEAR SHAREHOLDER,

Your Board and the Mercury leadership team are pleased to invite you to our 2019 Annual Shareholders' Meeting.

The annual meeting will be held at Level 4 Lounge, South Stand, Eden Park, Gate G, Reimers Avenue, Kingsland, Auckland, on Friday 27 September 2019. The meeting will start at 10:00am (NZT).

You can read our Notice of Meeting [here](#), showing the order of business and resolutions relating to director re-election and the amendments to our constitution. Please register online [here](#) if you are planning to come to the meeting. On the day it helps make registration quick and easy if you bring your CSN/Securityholder number and show it to the Computershare team.

### CAN'T MAKE IT?

If you are unable to attend the meeting, you can follow it online [here](#).

## YOUR VOTE IS IMPORTANT TO US

Whether or not you attend the meeting, you can vote by 'postal' vote (a direct vote) or appoint a proxy to vote on your behalf. Both of these options are available online by following the instructions below.

1. You can access InvestorVote [here](#). Or copy and paste the following address into your web browser <https://www.investorvote.com.au/login?cn=1973&p=Y3L9EL86DAXSF2HTL7ZMU1CH083@systemcode=RMNZ>
2. Enter your New Zealand postcode or country (if outside New Zealand) and click the 'Login' button.
3. Follow the prompts to lodge your vote online. For your vote to be effective it must be received by 10:00am (NZ Time) on 25 September 2019.

Kind regards,

Howard Thomas | Company Secretary, Mercury NZ Limited



## HOW TO GET TO EDEN PARK.

Level 4 Lounge, South Stand, Eden Park, Gate G, Reimers Avenue, Kingsland, Auckland.

- Free parking at Eden Park is available in P5 off Reimers Ave
- Entry to the Annual Shareholders' Meeting is via Gate G/P5
- Take the lift to Level 4
- Enter the South Level 4 Lounge
- Eden Park is well served by rail and bus services. Kingsland train station is opposite Eden Park.



This is an email for {(lead.Email Address:default=xxxx@xx.com)}. You are receiving this email because you have signed up for electronic security holder communications. You can unsubscribe to email notifications at any time by logging into Computershare's Investor Centre [www.investorcentre.com/nz](http://www.investorcentre.com/nz). Select 'My profile' and click on the 'update' button on the communication preferences tile. Please add us to your contacts list to make sure we stay connected.

Email us or call 0800 10 18 10



# OUR ANNUAL SHAREHOLDERS' MEETING.

As an owner of Mercury NZ Limited, you are invited to our Annual Shareholders' Meeting.

**Venue:** Level 4 Lounge, South Stand, Eden Park, Gate G, Reimers Ave, Kingsland, Auckland

**Date:** Friday 27 September 2019

**Time:** 10:00am

## BUSINESS

### A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW

### B. CHIEF EXECUTIVE'S REPORT ON FINANCIAL AND BUSINESS PERFORMANCE

### C. ORDINARY RESOLUTION

The following ordinary resolution will be voted on at the meeting:

#### **Resolution 1: Re-election of James Miller**

That James Miller, who retires and is eligible for re-election, be re-elected as a director of the company.

### D. SPECIAL RESOLUTION

The following special resolution will be voted on at the meeting:

#### **Resolution 2: Amendment of Constitution**

That Mercury NZ Limited amend its constitution in the form and manner described in the explanatory notes, with effect from the close of the Annual Shareholders' Meeting.

### E. OTHER BUSINESS

To consider any other matter raised by a shareholder at the meeting.

By order of the Board

**HOWARD THOMAS**  
COMPANY SECRETARY

29 AUGUST 2019

# EXPLANATORY NOTES

## RESOLUTION 1:

### RE-ELECTION OF JAMES MILLER AS DIRECTOR

Under the NZX Listing Rules, a Mercury director must not hold office (without re-election) past the third Annual Shareholders' Meeting following the director's appointment, or 3 years, whichever is longer. If they wish, they may seek re-election.

James Miller is the director retiring in 2019, and James Miller is seeking re-election. James is an Independent Director (as determined by the Board using the definition in the NZX Listing Rules) and stands for re-election with the unanimous support of the Board.



#### JAMES MILLER // DIRECTOR

APPOINTED MAY 2012

Last re-elected 4 November 2016

James Miller was appointed a director of Mercury in May 2012 and is a member of the Risk Assurance and Audit Committee and the Nominations Committee. He is Chair of NZX, acting Deputy Chair of Accident Compensation Corporation, and a director of The New Zealand Refining Company. He has specialist expertise in utility economics and 15 years' experience in capital markets, having retired as a director and Head of NZ Wholesale Equities with Craigs Investment Partners. James' prior roles included Head of Equities and Head of Research at ABN AMRO. James is a Fellow of the Institute of Finance Professionals and the New Zealand Institute of Chartered Accountants.

## RESOLUTION 2:

### SPECIAL RESOLUTION AMENDMENT OF CONSTITUTION

This special resolution seeks shareholder approval to alter Mercury's constitution. The amendments to the constitution are procedural in nature resulting from Mercury's transition to the new NZX Listing Rules on 17 April 2019 and reflect the following:

- including an express statement that Mercury shall comply with the minimum Board composition requirements of the NZX Listing Rules;
- amending the clauses relating to the rotation of directors to cross refer to the requirements set out in the NZX Listing Rules;
- amending the procedure allowing for the sale of share parcels of less than a minimum holding so as to provide for those shares to be sold on market (including through a broker on behalf of Mercury), rather than through NZX or in some other manner approved by NZX;
- removing the clauses in respect of managing directors as these are no longer consistent with the NZX Listing Rules;
- removing the clause in respect of deemed re-election of directors so that directors can only be re-elected by ordinary resolution;
- amending wording relating to indemnification of directors and employees so that these indemnifications are not mandatory and will be granted at the discretion of the Board; and
- removing the requirement to have Mercury's auditor act as the scrutineer of polls conducted at Annual Shareholders' Meetings, as a third party, Mercury's share registrar, will be conducting these polls and therefore a scrutineer is not considered necessary.

If any of the proposed amendments are inconsistent with the NZX Listing Rules, the NZX Listing Rules (as amended by any waiver or ruling granted to Mercury) will prevail. A copy of the NZX Listing Rules is available at [www.nzx.com](http://www.nzx.com).

The proposed amendments are set out in a marked-up copy of the constitution that is available for inspection at Mercury's registered office, 33 Broadway, Newmarket, Auckland, 1023, New Zealand and on Mercury's website at [www.mercury.co.nz/asm](http://www.mercury.co.nz/asm).

The proposed alterations to Mercury's constitution do not impose or remove a restriction on the activities of Mercury, and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends shareholders vote in favour of the alterations to Mercury's constitution.

## WEBCAST

If you are unable to attend the meeting, and would like to watch it online, please visit: [www.mercury.co.nz/asm](http://www.mercury.co.nz/asm).

Shareholders who choose to watch online can vote either by postal or proxy vote (online or by post).

## IMPORTANT INFORMATION

### VOTING

Voting entitlements for the meeting will be fixed as at 5:00pm (NZ time) on Wednesday 25 September 2019. Only people registered as shareholders at that time will be able to vote at this meeting and only on their shareholdings at that time.

### PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder entitled to vote at the meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote on their behalf. A proxy does not have to be a Mercury shareholder. You may appoint the Chair of the meeting or any director as your

proxy. The Chair of the meeting and the directors will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution.

If you have ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you have not named a proxy, the Chair of the meeting will act as your proxy.

### POSTAL VOTING

You can cast a postal vote instead of attending the meeting in person or appointing a proxy to attend. Howard Thomas, the Company Secretary, has been authorised by the Board to receive and count postal votes at the meeting.

### PROXY AND POSTAL VOTING FORM

A Voting/Proxy Form is attached to this Notice of Meeting. Completed Voting/Proxy Forms must be received at Computershare Investor Services, no later than 10:00am (NZ time) on Wednesday 25 September 2019.

Any Voting/Proxy Form received after that time will not be valid for the meeting. Please see the Voting/Proxy Form for more information on how to return your proxy or postal vote.

## ONLINE PROXY AND POSTAL VOTING

Proxy appointments or postal votes can be lodged online at [www.investorvote.co.nz](http://www.investorvote.co.nz).

To vote online you must enter your CSN/ Securityholder number, Postcode/Country of Residence and the secure access Control Number that is located on the front of your Voting/Proxy form or advised in the email notification you received.

To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

### RESOLUTIONS

Resolution 1 is an ordinary resolution, meaning that it can be approved by a simple majority (more than 50%) of the votes cast.

Resolution 2 is a special resolution, meaning that it must be approved by 75% or more of the votes of those shareholders entitled to vote and voting on the resolution.

### VOTING RESTRICTIONS

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

## > HOW TO GET TO EDEN PARK

### LEVEL 4 LOUNGE, SOUTH STAND, EDEN PARK, GATE G, REIMERS AVENUE, KINGSLAND, AUCKLAND

- Free parking at Eden Park is available in **P5 off Reimers Ave**
- Entry to the Annual Shareholders' Meeting is via **Gate G/P5**
- Take the lift to Level 4
- Enter the **South Level 4 Lounge**
- Eden Park is well served by rail and bus services. Kingsland train station is opposite Eden Park.



## RSVP > ANNUAL SHAREHOLDERS' MEETING

To help with our planning, please let us know if you would like to attend our Annual Shareholders' Meeting. All you need to do is tick the boxes below and send this form back to us in the free-post envelope enclosed. The meeting is being held at Eden Park, Reimers Ave, Kingsland, New Zealand on Friday 27 September 2019 starting at 10:00am.

### Please tick:

- ☐ Yes I will attend the meeting
- ☐ I wish to be accompanied by my spouse, partner or companion (only one guest per shareholder)

Shareholder name: \_\_\_\_\_



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## NOTICE OF REPORT AVAILABILITY

Our most recent and future Annual and Interim Reports are, or will be, available on our website [www.mercury.co.nz/investors](http://www.mercury.co.nz/investors)

If you would like to receive free printed copies or electronic copies of our most recent and future Annual and Interim Reports, please email [ecomms@computershare.co.nz](mailto:ecomms@computershare.co.nz) at any time.

### > MERCURY NZ LIMITED

33 BROADWAY, NEWMARKET, AUCKLAND 1023  
PHONE +64 9 308 8200 FAX +64 9 308 8209

MERCURY.CO.NZ

SAMPLE ONLY

#### Lodge your postal vote or proxy



**Online**  
www.investorvote.co.nz



**By Mail**  
Computershare Investor Services  
Private Bag 92119, Auckland 1142, New Zealand



**By Fax**  
+64 9 488 8787

#### For all enquiries contact



**By Phone**  
+64 9 488 8777



**By Email**  
corporateactions@computershare.co.nz

The Annual Shareholders' Meeting of Mercury NZ Limited will be held on **Friday 27 September 2019 at 10:00am at Level 4 Lounge, South Stand, Eden Park, Gate G, Reimers Ave, Kingsland, Auckland.**

### Voting/Proxy Form



**www.investorvote.co.nz**

Lodge your proxy online, (24/7 access) by 10:00am on Wednesday 25 September 2019

Your secure access information

**Control Number:**

**CSN/Securityholder Number:**

To vote online you will need the above Control Number, your CSN/Securityholder Number and postcode or country of residence if you reside outside of New Zealand.

#### Smartphone?

Scan the QR code to vote now.



To be effective as a postal vote or proxy, the Voting/Proxy Form must be received **by 10:00am on 25 September 2019.**

### VOTING

You are entitled to one vote for every fully paid share you hold in Mercury NZ Limited at 5:00pm on Wednesday 25 September 2019. Voting at the meeting will be by way of a poll (which the Chair of the meeting will call at the start of the meeting). You may cast a postal vote or appoint a proxy to vote on your behalf.

### HOW TO VOTE

Please bring this Voting/Proxy Form to the meeting so we can scan the barcode to register you.

To vote by postal vote or appoint a proxy instead, please complete either process online or post this form.

Please read the instructions below before completing this form.

#### Postal Vote (refer to Step 1 overleaf)

The Company Secretary has been authorised by the Board to receive and count postal votes at the meeting.

If you return your postal vote without indicating how you wish to vote on a resolution, you will be treated as not voting on that resolution.

#### Appointment of Proxy (refer to Steps 1 & 2 overleaf)

You may appoint a proxy (or, in the case of a corporate shareholder, a representative) to attend on your behalf. A proxy does not need to be a Mercury shareholder. You may direct the proxy on how to vote on some or all resolutions or leave a decision, some decisions or all decisions to the proxy's discretion – do this by ticking the "Proxy Discretion" box.

Any votes where you have directed the proxy by ticking the "For", "Against" or "Abstain" boxes will be counted as postal votes, so you do not need to worry if your proxy is unable to make it to the meeting.

You may appoint the Chair of the meeting or any director as your proxy. To do this, enter "the Chair" or the director's name in the space allocated in "Step 2" of this form. The Chair of the meeting and the directors will vote for resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution.

If you have ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you have not named a proxy, the Chair of the meeting will act as your proxy. As noted above, the Chair will vote in favour of those resolutions.

### HOW TO SIGN

#### Individual

Where a shareholder is an individual, this Voting/Proxy Form must be signed by you or someone you authorise to sign for you.

#### Companies

Where a shareholder is a company, this Voting/Proxy Form must be signed by a director or someone the company authorises to sign for it.

#### Trusts

Where a shareholder is a trust, this Voting/Proxy Form should be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, as applicable).

#### Partnerships

Where a shareholder is a partnership, this Voting/Proxy Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, as applicable).

#### Joint Shareholders

At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). If a joint shareholder votes differently from another joint shareholder, the vote of the shareholder named first in the share register will be counted.

#### Power of Attorney

If this Voting/Proxy Form is completed by an attorney, the power of attorney or a certified copy must, unless already provided to Mercury NZ Limited, accompany the Voting/ Proxy Form together with a completed certificate of non-revocation of authority.

#### Body Corporate

Where a body corporate is appointing a representative to act on its behalf, pre-registration will not be required. Instead it will be sufficient for the appointed person to produce reasonable evidence at the meeting of his or her authority to represent the body corporate, as well as a completed copy of this Voting/Proxy Form.

> TURN OVER TO COMPLETE THE FORM TO VOTE

## > STEP 1: VOTING INSTRUCTIONS/VOTING PAPER

Cast a postal vote, or instruct your proxy to vote, by placing a tick in the relevant box. Tick one box only in respect of each resolution. If you are appointing a proxy and want your proxy to decide how to vote on a resolution, please mark the box "Proxy's Discretion".

Resolutions	For	Against	Abstain	Proxy's Discretion
1. To re-elect James Miller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To amend the constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## > STEP 2: APPOINTMENT OF A PROXY

If you mark any of the boxes above "Proxy's Discretion", you must also appoint a proxy (although if you have marked "For", "Against" or "Abstain", these will be counted as postal votes whether or not your proxy attends the meeting). Even if you cast a postal vote, you may also appoint a proxy to attend the meeting on your behalf by filling out this section. You can choose the Chair of the meeting or any director to be your proxy.

I/We

the above named shareholder/shareholders of Mercury NZ Limited

hereby appoint: \_\_\_\_\_  
(full name of proxy)

of \_\_\_\_\_  
(full address) *Note: Leave blank if appointing the Chair or a director as your proxy*

Or failing that person \_\_\_\_\_  
(full name of proxy)

of \_\_\_\_\_  
(full address) *Note: Leave blank if appointing the Chair or a director as your proxy*

as my/our proxy to vote for me/us on my/our behalf as directed above and on any other matter to be put to the Annual Shareholders' Meeting of Mercury NZ Limited to be held on Friday 27 September 2019, 10:00am and at any adjournment or postponement of this meeting.

## > SIGNATURE OF SHAREHOLDER(S) THIS SECTION MUST BE COMPLETED

Shareholder 1

Shareholder 2

Shareholder 3

Contact Name \_\_\_\_\_

Daytime Telephone \_\_\_\_\_

Date \_\_\_\_\_

ATTENDANCE SLIP



The Annual Shareholders' Meeting of Mercury NZ Limited will be held on Friday 27 September 2019 at 10:00am at Level 4 Lounge, South Stand, Eden Park, Gate G, Reimers Ave, Kingsland, Auckland.