

Release

Stock Exchange Listings NZX (MEL) ASX (MEZ)

Notice of Annual Shareholder Meeting

1 September 2020

The following materials relating to Meridian Energy Limited's 2020 Annual Shareholder Meeting (ASM) which will be held on 1 October 2020, will be sent to security holders today:

- Notice of Meeting;
- Proxy/Voting Form; and
- Virtual Meeting Guide.

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 attached will be the exclusive means of attendance.

ENDS

Jason Woolley
Company Secretary
Meridian Energy Limited

For investor relations queries, please contact:

Owen Hackston
Investor Relations Manager
021 246 4772

For media queries, please contact:

Polly Atkins
Senior Communications Specialist
021 174 1715



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

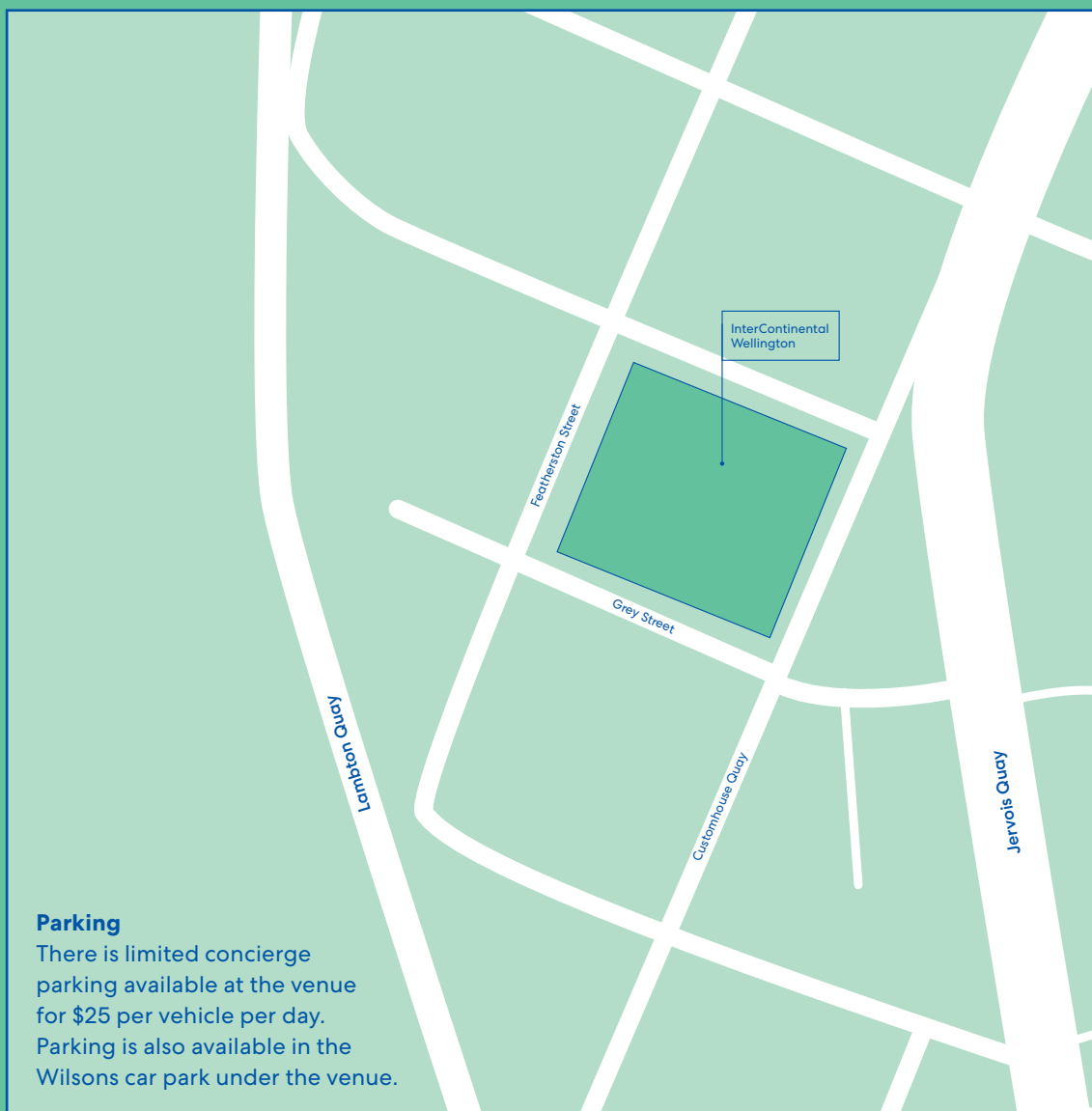
Australia

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

Lodge your postal vote or proxy



Online
www.investorvote.co.nz



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



By Fax
+64 9 488 8787

For all enquiries contact



+64 9 488 8777



corporateactions@computershare.co.nz

Proxy/Voting Form



www.investorvote.co.nz

Lodge your vote or appoint your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control Number:

CSN/Shareholder Number:

PLEASE NOTE: You will need your CSN/Shareholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to lodge your vote or appoint your proxy online.



For your proxy or postal vote to be effective it must be received by 10.00am Tuesday 29 September 2020

Notes

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.

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 or virtually:

Due to COVID-19, the Board encourages all shareholders to attend the ASM and vote virtually via the online web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free. If you attend in person you should bring your 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 on the reverse of this 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 on the reverse of this 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 resolution except that Directors 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.

There are no voting restrictions on the resolution proposed in the notice of meeting.

Signing Instructions for Postal/Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form should be signed by a Director jointly with another Director, or a Sole Director can sign alone. Please sign in the appropriate place and indicate the office held.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form to vote



Elect Electronic Communications

Want to receive your communications quickly? Elect electronic communications by providing your email address below

Email Address _____

(By providing an email address above it is acknowledged that all communications for my portfolio will be received electronically where offered)

STEP 1

Voting Instructions/Ballot Paper

Please note: If you do not plan to attend the meeting, you may cast a postal vote or appoint a proxy to vote at the meeting.

The resolution is stated in brief. Please refer to the Notice of Annual Shareholder Meeting for the full text of the resolution and Explanatory Notes.

Ordinary Resolution

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

For	Against	Abstain	Proxy Discretion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

Appointment of Proxy

If you mark the PROXY DISCRETION box above you must appoint a proxy. This may be the chair or any director if you so wish.

I/We being a shareholder/s of Meridian Energy Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the above directions at the **InterContinental Wellington, 2 Grey Street, Wellington Central, New Zealand on Thursday 1 October 2020 commencing at 10:00am (New Zealand Time)** and at any adjournment of that meeting.

If your proxy is not the Chair of the Meeting or any other director of the Company, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ and (Email): _____

SIGN

Signature of Shareholder/s

This section must be completed.

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Shareholder Meeting of Meridian Energy Limited to be held at the InterContinental Wellington, 2 Grey Street, Wellington Central, New Zealand on Thursday 1 October 2020 commencing at 10:00am (New Zealand Time).



VIRTUAL MEETING GUIDE



MEETING ID
343-042-403

Remote entry to the Annual Meeting will open at 9.45AM NZT on Thursday 1 October 2020, with the meeting commencing at 10.00AM NZT.

Virtual meetings are accessible on both desktop and mobile devices. In order to participate remotely 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 versions of Chrome, Safari, Internet Explorer, Edge and 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–5.00pm Monday to Friday (New Zealand time).

Shareholders are encouraged to download the app prior to the Annual Meeting if you will be using a mobile device.

VOTING AT A GLANCE


STEP 1

Open Lumi AGM and enter the Meeting ID shown in top right corner

STEP 2

Enter your username and password (CSN/Holder Number and postcode)

STEP 3

When the poll is opened, click  and select your desired voting direction

LOGGING IN

To log in, you must have the following information (which can be found on your Shareholder's Voting and Proxy Form) or you can log in as a guest if you are a bondholder or not a shareholder in Meridian Energy Limited; however, you will not be able to ask any questions or vote.

NEW ZEALAND RESIDENTS

Username (CSN or Holder number) and password (postcode).

OVERSEAS RESIDENTS

Username (CSN or Holder Number); and Password (three-character ISO3 country code) e.g. AUS is the ISO3 code for Australia.

You can find a full list at www.computershare.com/iso3

APPOINTED PROXIES

A username and password will be provided prior to the meeting.

If you have not received your username and password, please contact Computershare on +64 9 488 8777 between 8.30am–5.00pm Monday to Friday (New Zealand time).

USING LUMI AGM

ACCESSING THE VIRTUAL MEETING

Once you have downloaded Lumi AGM or entered web.lumiagm.com into your internet browser, you'll be prompted to enter the Meeting ID and accept the terms and conditions.

You will then be required to enter your:


- > username (CSN or Holder number);
- > password (postcode, or country code for overseas residents)



NAVIGATING LUMI AGM

When successfully authenticated, the info screen will display. **i**

You can view meeting information, ask questions and watch the webcast.

If you would like to watch the webcast, press the broadcast icon  at the bottom of the screen.

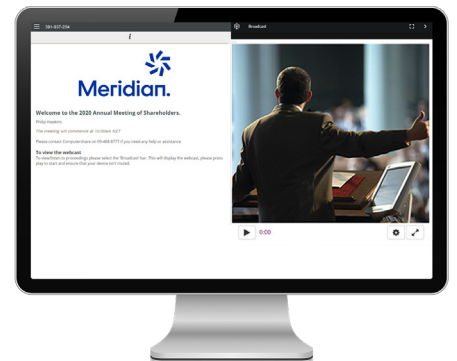


NAVIGATING LUMI AGM - DESKTOP


When successfully authenticated, the info screen will display. **i**

You can view meeting information, ask questions and watch the webcast.

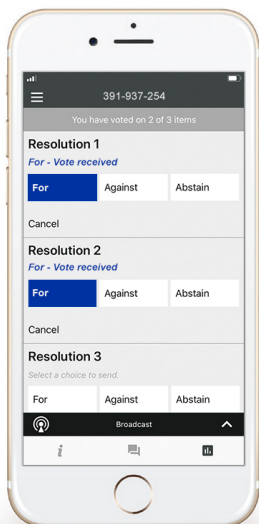
If you would like to watch the webcast, press the ► button to start the webcast.




VOTING IN LUMI AGM

Once the poll has been opened,  will appear on the navigation bar at the bottom of the screen—from here, the resolution and voting choices will be displayed.

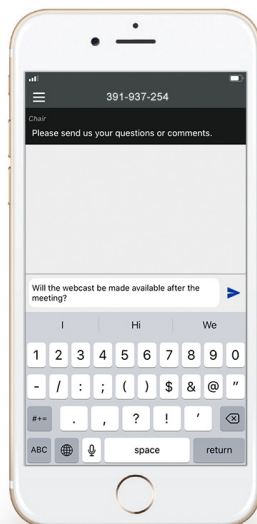
To vote, simply select your voting direction from the options shown on screen. To change your vote, simply select another direction—you can cancel your vote by clicking 'Cancel'.



ASKING QUESTIONS

Any shareholder or appointed proxy/representative attending the meeting is eligible to ask questions. If you would like to ask a question, select  then type and submit your question. It will be sent to the board for an answer.

Please note that not all questions may be able to be answered during the meeting. In this case, questions will be followed up by email after the meeting.



WATCHING THE WEBCAST

To watch the webcast, click the black broadcast bar on screen and push the ► button to start the webcast.

The video and/or slides will appear shortly after (dependent on the speed of your internet connection).

