



13 October 2020

## Notice of Meeting 2020

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 today:

- (a) Notice of Annual Meeting 2020
- (b) Proxy Form

Contact's Annual Shareholder Meeting will be held on 11 November 2020, commencing at 9am (NZ time).

This will be a virtual only meeting. Join the meeting at:  
[www.virtualmeeting.co.nz/cen20](http://www.virtualmeeting.co.nz/cen20)

Kirsten Clayton  
Company Secretary



# Notice of Annual Shareholder Meeting 2020

Wednesday, 11 November 2020, 9am (NZ time)  
This will be a virtual only meeting





Reliable.  
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## Dear Shareholder

Contact Energy Limited ("Contact") invites you to join us at our Annual Meeting of Shareholders on Wednesday 11 November 2020, commencing at 9am (NZ time).

This will be a virtual only meeting.

Join the meeting at:

[www.virtualmeeting.co.nz/cen20](http://www.virtualmeeting.co.nz/cen20)

# Business

## A. Chairman's address

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## B. Chief Executive's address

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## C. Resolutions

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

### **Resolution 1 – Re-election of Robert McDonald**

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

### **Resolution 2 – Re-election of Victoria Crone**

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

### **Resolution 3 – Auditor's Remuneration**

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

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## D. Other Business and Shareholder Questions

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

On behalf of the Board of Directors

A handwritten signature in dark blue ink, appearing to read 'Robert McDonald', with a stylized, elongated flourish at the end.

**Robert McDonald**  
Chair

13 OCTOBER 2020

# Procedural Notes

## Voting

Voting entitlements for the meeting will be determined at 5pm on Monday 9 November 2020 based on registered shareholdings at that time. Voting on all resolutions put before the meeting will be by poll.

Each of the resolutions is to be considered as a separate ordinary resolution. To be passed, each of these resolutions requires the approval of a simple majority (more than 50%) of the votes of those shareholders entitled to vote and voting.

## Proxies and Corporate Representatives

Shareholders entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. 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 meeting and vote on its behalf in the same manner as that in which it could appoint a proxy.

## Proxy appointment

A proxy form accompanies this notice of meeting. Proxy forms must be received at the office of Contact's share registry, Link Market Services, by **9am on Monday 9 November 2020**. Any proxy form received after that time will not be valid for the meeting.

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.

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 Chair of the meeting will act as your proxy and vote in accordance with your express direction.

## Virtual annual meeting

Shareholders and proxy holders entitled to attend and vote at the meeting will not be able to attend the meeting in person. Participation in the meeting will be virtual only, via an online platform provided by Contact's share registrar, Link Market Services at [www.virtualmeeting.co.nz/cen20](https://www.virtualmeeting.co.nz/cen20). Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting.

# Explanatory Notes

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

Under the NZX Listing Rules, a Contact director must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer. Accordingly, Robert McDonald and Victoria Crone are retiring by rotation at the meeting and are seeking re-election. Robert and Victoria are both Independent Directors (as determined by the Board using the definition in the NZX Listing Rules) and both stand for re-election with the unanimous support of the Board.

## **Resolution 3 – Auditor's fees**

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

## Robert McDonald

### Independent Non-Executive Chair

APPOINTED DIRECTOR  
12 NOVEMBER 2015,  
LAST ELECTED 2017 ANNUAL  
MEETING, CHAIR OF THE  
CONTACT BOARD SINCE  
SEPTEMBER 2018.  
MEMBER OF THE  
PEOPLE COMMITTEE



Robert McDonald'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 a director of Fletcher Building Limited, Chartered Accountants Australia and New Zealand and AIA Limited, and was formerly the chief financial officer with Air New Zealand. 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. Robert 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.

## Victoria Crone

### Independent Non-Executive Director

APPOINTED DIRECTOR  
12 NOVEMBER 2015,  
LAST ELECTED 2017  
ANNUAL MEETING.  
MEMBER OF THE  
AUDIT AND RISK COMMITTEE



Victoria Crone 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, Chair of Statistics New Zealand, and Co-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.



# How to attend the Annual Shareholder Meeting

Go to [www.virtualmeeting.co.nz/cen20](http://www.virtualmeeting.co.nz/cen20)

- Login to the portal using your **full name, mobile number** and **email address**
- **To register to vote**, click on the “**get a voting card**” box at the top of the webpage, then enter your:
  - › shareholder number; or
  - › proxy number (if you are an appointed proxy, a proxy number will be sent to you)
- **To ask a question**, click on the “ask a question” box and follow the instructions on screen. You must register to vote before you can ask a question.

**For more detailed instructions** on how to attend the Annual Shareholder Meeting, see [www.virtualmeeting.co.nz/help](http://www.virtualmeeting.co.nz/help)

We recommend you commence the login process at least **15 minutes before the meeting** is due to begin.





Contact Energy Limited

## LODGE YOUR PROXY

### ONLINE

[vote.linkmarketservices.com/CEN](https://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

Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

### 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)

# SAMPLE ONLY

## PROXY FORM FOR CONTACT'S 2020 ANNUAL SHAREHOLDER MEETING

The annual meeting of shareholders of Contact Energy Limited (Contact) will be held on Wednesday 11 November 2020 at 9am. This will be a virtual only meeting. Join the meeting at [www.virtualmeeting.co.nz/cen20](https://www.virtualmeeting.co.nz/cen20).

### ATTENDING THE MEETING

Participation in the meeting will be virtual only, via an online platform provided by Contact's share registry at [www.virtualmeeting.co.nz/cen20](https://www.virtualmeeting.co.nz/cen20).

If you will attend the meeting online, you will require your CSN/Holder Number for verification purposes.

Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting.

### PROXY APPOINTMENT

1. If you do not plan to attend the 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](https://vote.linkmarketservices.com/CEN) by no later than 9am on Monday 9 November 2020.
2. Any corporation that is a shareholder of Contact may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.
3. 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.

4. The Chair 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 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 Chair and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 3, except that the Directors standing for election will abstain from voting discretionary proxies in respect of their own appointment.
5. 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 Chair of the Meeting will act as your proxy and vote in accordance with your express direction.

### SIGNING INSTRUCTIONS FOR PROXY FORM

6. This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.
7. If you are joint holders of shares, this Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).
8. 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.
9. 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.
10. 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](https://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:

OR FAILING HIM/HER:

FULL NAME

FULL NAME

EMAIL

EMAIL

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 9am on Wednesday 11 November 2020, 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 Chair 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

### ORDINARY RESOLUTIONS

1. That Robert McDonald be re-elected as a director of Contact.
2. That Victoria Crone be re-elected as a director of Contact.
3. That the directors be authorised to fix the fees and expenses of the auditor.

	FOR	AGAINST	ABSTAIN	PROXY DISCRETION
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<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 \_\_\_\_\_ 2020

### 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: