



12 October 2021

Notice of Meeting 2021

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 2021
- (b) Proxy Form

Contact's Annual Shareholder Meeting will be held on 10 November 2021, commencing at 9am (NZ time).

This will be a virtual only meeting. Join the meeting at:
www.virtualmeeting.co.nz/cen21

Kirsten Clayton
Company Secretary



Notice of Annual Shareholder Meeting 2021

Wednesday, 10 November 2021, 9am (NZ time)
This will be a virtual only meeting



A warm, intimate photograph of a family playing hide-and-seek under a wooden bed frame. A young child with light brown hair, wearing a red and black striped shirt, is crawling on their hands and knees, looking up and smiling. To the left, a man with a beard and mustache, wearing a dark shirt, is smiling and looking at the child. To the right, a woman with blonde hair is also smiling and looking at the child. The scene is lit with soft, warm light, creating a cozy and joyful atmosphere.

**Growing.
Investing.
Leading.**



Dear Shareholder

Contact Energy Limited ("Contact") invites you to join us at our Annual Meeting of Shareholders on Wednesday 10 November 2021, commencing at 9am (NZ time).

This will be a virtual only meeting.

Join the meeting at:

www.virtualmeeting.co.nz/cen21

Business

A. Chairman's address

B. Chief Executive's address

C. Resolutions

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

Resolution 1 – Re-election of Jon Macdonald

That Jon Macdonald be re-elected as a director of Contact.

Resolution 2 – Re-election of David Smol

That David Smol be re-elected as a director of Contact.

Resolution 3 – Election of Rukumoana Schaafhausen

That Rukumoana Schaafhausen be elected as a director of Contact.

Resolution 4 – Election of Sandra Dodds

That Sandra Dodds be elected as a director of Contact.

Resolution 5 – Auditor's Remuneration

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

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



Robert McDonald

Chair

12 OCTOBER 2021

Procedural Notes

Voting

Voting entitlements for the meeting will be determined at 9am on Monday 8 November 2021 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 8 November 2021**. 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** 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/cen21**. 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 Jon Macdonald and David Smol

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, Jon Macdonald and David Smol are retiring by rotation at the meeting and are seeking re-election. Jon and David 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 and 4 – Election of Rukumoana Schaafhausen and Sandra Dodds

Directors that have been appointed by the Board to fill a casual vacancy during the year are also required to retire at the next annual meeting following their appointment and seek election by shareholders. Accordingly, Sandra Dodds and Rukumoana Schaafhausen, being directors appointed by the Board during the year, are standing for election. Rukumoana and Sandra are both Independent Directors (as determined by the Board using the definition in the NZX Listing Rules) and both stand for election with the unanimous support of the Board.

Resolution 5 – 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.



Jon Macdonald

Independent Non-Executive Director

APPOINTED DIRECTOR 1 NOVEMBER 2018, LAST ELECTED 2018 ANNUAL MEETING

CHAIR OF THE PEOPLE COMMITTEE AND MEMBER OF THE DEVELOPMENT COMMITTEE

Jon was CEO for the Trade Me Group for 11 years. Prior to joining Trade Me, Jon worked in London for HSBC Investment Bank in a variety of technical and management positions, and has worked for Deloitte Consulting with a focus on telecommunications and financial services. Jon is also a director of several other companies including Sharesies, Mitre 10 New Zealand, Trade Me Group (through Titan Parent NZ Ltd) and My Food Bag Group Ltd. Jon has a background in engineering and technology. He has a Bachelor of Electrical Engineering (Hons) from the University of Canterbury.



David Smol

Independent Non-Executive Director

APPOINTED DIRECTOR 1 OCTOBER 2018, LAST ELECTED 2018 ANNUAL MEETING

CHAIR OF THE DEVELOPMENT COMMITTEE AND MEMBER OF THE SAFETY & SUSTAINABILITY COMMITTEE

David has over thirty five years of work experience, including in the energy sector in the UK and New Zealand, for Conoco UK Limited, Electricity Corporation and ILEX Energy Consulting. He was part of the Contact Energy establishment team in 1995-1996 and a member of the team that developed the rules for the New Zealand electricity market. In 2008 David was appointed as chief executive of Ministry of Economic Development and, from 2012–2017 was the inaugural chief executive of the Ministry of Business, Innovation and Employment (MBIE), following the merger of four government departments. David is currently Chair of both the Capital & Coast, and Hutt Valley, District Health Boards. David has an M-Phil in economics from Cambridge University and was made a Companion of the Queen's Service Order in 2018.



Rukumoana Schaafhausen

Independent Non-Executive Director

APPOINTED DIRECTOR 1 MARCH 2021

MEMBER OF THE AUDIT & RISK COMMITTEE AND
THE SAFETY & SUSTAINABILITY COMMITTEE

Rukumoana Schaafhausen is of Ngāti Haua descent and is based in Auckland.

She was recently the Chair of Waikato-Tainui and is currently serving across a number of Iwi, community, private and public organisations in governance roles including Water Governance Board, AgResearch, Miro Berries, Tindall Foundation, and The Princes Trust. Previously, she was a director at Genesis Energy and has received the Sir Peter Blake Award and the US embassy Wahine Toa Award for Leadership. Rukumoana is a commercial and property lawyer and holds a Bachelor's in Law.



Sandra Dodds

Independent Non-Executive Director

APPOINTED DIRECTOR 1 SEPTEMBER 2021

CHAIR OF THE AUDIT & RISK COMMITTEE AND MEMBER
OF THE PEOPLE COMMITTEE

Sandra Dodds is based in Melbourne and currently sits on the boards of Snowy Hydro Limited, Beca Group and OceanaGold corporation. She has more than 30 years' experience as a senior leader in complex infrastructure business in Australia, New Zealand and Asia. Until recently Sandra led the infrastructure sector team at Broadspectrum. Sandra holds a Bachelor of Commerce from the University of Otago and is a fellow of Chartered Accountants Australia and New Zealand.

How to attend the Annual Shareholder Meeting

Go to www.virtualmeeting.co.nz/cen21

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 <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>

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





Contact Energy Limited

SAMPLE ONLY

Lodge your proxy

ONLINE

vote.linkmarketservices.com/CEN

SCAN & EMAIL

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 30, PWC Tower
15 Customs Street
West Auckland, 1010

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

GENERAL ENQUIRIES

+64 9 375 5998 | enquiries@linkmarketservices.com

Proxy form for Contact's 2021 Annual Shareholder Meeting

The annual meeting of shareholders of Contact Energy Limited (Contact) will be held on Wednesday 10 November 2021 at 9am. This will be a virtual only meeting. Join the meeting at www.virtualmeeting.co.nz/cen21.

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/cen21.

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 by no later than 9am on Monday 8 November 2021.
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 5, 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

Go online to 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 10 November 2021, 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 Jon Macdonald be re-elected as a director of Contact.
2. That David Smol be re-elected as a director of Contact.
3. That Rukumoana Schaafhausen be elected as a director of Contact.
4. That Sandra Dodds be elected as a director of Contact.
5. 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"/>
	<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

SHAREHOLDER 2

SHAREHOLDER 3

OR A DULY AUTHORISED OFFICER
OR ATTORNEY

OR A DULY AUTHORISED OFFICER
OR ATTORNEY

OR A DULY AUTHORISED OFFICER
OR ATTORNEY

Day time telephone: _____ signed this _____ day of _____ 2021

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:
