

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

NEWS RELEASE

Notice of Annual Shareholders' Meeting

24 August 2022 - Notice of Annual Shareholders' Meeting 2022

Mercury's 2022 ASM will be held as a hybrid meeting (in person and online) on Thursday 22 September 2022.

The following materials relating to Mercury's 2022 Annual Shareholders' Meeting are shortly being sent to Mercury Shareholders:

- Notice of Meeting 2022
- Voting/Proxy Form 2022
- Virtual Meeting Guide 2022

ENDS

Howard Thomas

General Counsel and Company Secretary Mercury NZ Limited

For investor relations queries, please contact:

William Meek Chief Financial Officer 0275 173 470 investor@mercury.co.nz For media queries, please contact:

Shannon Goldstone Head of Communications 027 210 5337 media@mercury.co.nz

ABOUT MERCURY NZ LIMITED

We generate electricity from 100% renewable sources – hydro, geothermal and wind. We also sell utility services to our customers through our retail brands – Mercury, Trustpower and GLOBUG.

We're listed on the New Zealand Stock Exchange and the Australian Stock Exchange with foreign exempt listed status with the ticker symbol 'MCY'. The New Zealand Government holds a legislated 51% shareholding in the Company.

Visit us at: www.mercury.co.nz





OUR ANNUAL SHAREHOLDERS' MEETING.

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

Our 2022 Annual Shareholders' Meeting is being held as a hybrid meeting - attendance is available in person, or online via webcast.

Date: Thursday 22 September 2022

Time: 10:00am (NZ time)

IN PERSON:

Venue: Event Cinemas, Westfield Newmarket, Level 4/309 Broadway, Newmarket, Auckland 1023.

VIRTUAL:

You can attend the meeting virtually through the Computershare Meeting Platform https://meetnow.global/nz.

To access the meeting:

- click 'Go' under the Mercury meeting
- click 'Join Meeting Now'
- Select 'Shareholder' on the login screen and enter your CSN/Securityholder Number and post code (or country of residence if outside of New Zealand)

The safety of our people and shareholders is our number one priority. If COVID-19 related restrictions are in place which prevent us from holding a physical meeting, or the Board otherwise determines a physical meeting is inappropriate in the circumstances, we may decide to hold a virtual only Annual Shareholders' Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX and on our website.

LETTER FROM THE CHAIR.

Dear Shareholder,

I am pleased to invite you to our 2022 Annual Shareholders' Meeting (ASM) hosted in-person and online on 22 September. We look forward to updating our owners on Mercury's business performance and strategic priorities.

Retirement of Andy Lark

As disclosed to the market on 3 August, Andy Lark will retire at the end of the ASM after over 8 years as a director. Andy has generously contributed his extensive experience in different jurisdictions and across a range of industries to Mercury. In particular, his inputs into the evolution of Mercury's retail business and marketing and digital identity have been invaluable. On behalf of the Board, I would like to thank Andy for his significant contribution to the Board and to Mercury.

The importance of succession

Planning for director succession, to ensure that over time the Board as a whole has the capability and experience to oversee Mercury's complex business, is one of the most important aspects of my role as Chair. If Mercury is to achieve its strategic objectives, and deliver long-term value for shareholders and other stakeholders including the communities in which we operate, it requires directors with appropriate skills and experience and who represent diverse backgrounds and perspectives.

Succession planning must balance current and future governance needs. Over the next few years, it is likely that several of the longest-serving and most experienced Mercury directors will retire from the Board. To best prepare for and manage a transfer of institutional knowledge and experience, and taking account of Andy Lark's retirement, the Board has appointed two new directors, both of whom will retire at the ASM and stand for election by the shareholders.

Andy Lark's retirement and the appointment of two new directors will increase the number of directors to nine. This is intended as a temporary increase only, to allow for a suitable period of overlap between new directors and experienced directors and a transfer of knowledge and experience. It is intended that the total number of directors will revert to eight at the 2023 ASM.

Mercury has a director fee pool based on eight directors. In accordance with the Listing Rules, the Board intends to meet the fees of the additional director by increasing the remuneration payable to the directors in aggregate on a pro rata basis.

Formal business

As part of the formal business for the meeting, there is one resolution relating to the re-election of current director James Miller, along with two resolutions for the election of Lorraine Witten and Susan Peterson, who were appointed to the Board with effect from 1 September 2022.

James Miller is retiring by rotation this year and is offering himself for re-election. The Board unanimously supports James' re-election.

The Board is of the view that James' expertise and experience is critical in the short term in two respects in particular: first, Mercury is going through a sustained period of building new renewable generation and growing its business. James' deep knowledge of energy markets and the fundamentals of major capital investment is critical; second, James currently chairs Mercury's Risk Assurance and Audit Committee and he will play an important role in building the capability of whomever the Board determines is best placed to succeed James in that role when he ultimately retires from the Board.

Lorraine and Susan are experienced directors with diverse business and governance backgrounds. Both are well qualified to contribute to the retention and efficient transfer of knowledge and experience as longer serving directors retire.

As Board appointees, Lorraine and Susan are required to retire at the ASM and stand for election by the shareholders. Lorraine and Susan offer themselves for election with the unanimous support of the Board.

Your Board looks forward to hosting you at this year's meeting. You can also cast a postal or proxy vote for the meeting (either by post or online).

Yours sincerely

PRUE FLACKS // CHAIR

BUSINESS.

A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW

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

C. ORDINARY RESOLUTIONS

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

Resolution 1: Re-election of James Bruce Miller

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

Resolution 2: Election of Lorraine Witten

That Lorraine Witten (appointed by the Board as a director with effect from 1 September 2022), who retires and is eligible for election, be elected as a director of the company.

Resolution 3: Election of Susan Peterson

That Susan Peterson (appointed by the Board as a director with effect from 1 September 2022), who retires and is eligible for election, be elected as a director of the company.

D. OTHER BUSINESS

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

By order of the Board

HOWARD THOMAS

COMPANY SECRETARY

nama2)

24 August 2022

EXPLANATORY NOTES.

RESOLUTION 1:

RE-ELECTION OF JAMES BRUCE 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 retiring in 2022, and is seeking re-election. James is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for re-election with the unanimous support of the Board.

JAMES BRUCE MILLER APPOINTED MAY 2012

Last re-elected September 2019

James Miller was appointed a director of Mercury in May 2012 and is Chair of the Risk Assurance and Audit Committee and the Nominations Committee. He is Chair of NZX and a director of Channel Infrastructure Limited and Vista Group International. He has specialist expertise in utility economics and 15 years' experience in capital markets. James' prior roles included director and Head of NZ Wholesale Equities with Craigs Investment Partners, and 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:

ELECTION OF LORRAINE WITTEN AS DIRECTOR

Under the NZX Listing Rules, any person appointed as a Mercury director by the Board must retire at our next Annual Shareholders' Meeting. If they wish, they may seek election.

Lorraine Witten was appointed as a director by the Board with effect from 1 September 2022 and is therefore required to retire at the 2022 Annual Shareholders' Meeting. Lorraine is eligible and is seeking election.

Lorraine is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for election with the unanimous support of the Board.

LORRAINE WITTEN

APPOINTED WITH EFFECT FROM 1 SEPTEMBER 2022

Lorraine is an experienced director and business leader with an extensive background in the telco, technology and ICT sectors. Lorraine currently chairs MOVe Logistics Group and Rakon, and is an independent director of Pushpay Holdings. Lorraine has energy sector experience, having been a director of Horizon Energy Group.

Lorraine's previous appointments include as an Advisory Board Member and Audit Committee Chair of the Department of Corrections, Board member WREDA, and director and chair of Kordia Group for several years.

Lorraine will bring to the Mercury board deep governance and executive experience, strong commercial acumen, extensive experience in innovation and high change environments, experience in the energy network and telco sectors, major project governance experience and extensive experience in governance of Health & Safety and Risk and Audit Committees.



RESOLUTION 3:

ELECTION OF SUSAN PETERSON AS DIRECTOR

Under the NZX Listing Rules, any person appointed as a Mercury director by the Board must retire at our next Annual Shareholders' Meeting. If they wish, they may seek election.

Susan Peterson was appointed as a director by the Board with effect from 1 September 2022 and is therefore required to retire at the 2022 Annual Shareholders' Meeting. Susan is eligible and is seeking election.

Susan is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for election with the unanimous support of the Board.

SUSAN PETERSON

APPOINTED WITH EFFECT FROM 1 SEPTEMBER 2022

Susan is an experienced director and business leader with a particular interest in helping companies to drive growth through technology, innovative customer solutions and organisational culture. She currently chairs Vista Group, is an independent director of Xero, Arvida, Property for Industry and Craigs Investment Partners and is a Trustee on the Board of Global Women.

Susan is a past director of Trustpower, ASB Bank, The New Zealand Merino Company and Compaq Sorting. Susan has been a Tribunal member on the New Zealand Markets Disciplinary Tribunal, a Ministerial Appointee to the National Advisory Council for the Employment of Women, a member of the Board of IHC and was a finalist in the Women of Influence Awards in 2014. Susan is a lawyer whose professional career primarily involved several senior roles in the ANZ Bank group.

Susan will bring to the Mercury board strong governance skills, experience of innovative customer businesses, strong commercial skills and investor relationships, and energy industry experience through her time as a director of Trustpower.



IMPORTANT INFORMATION

PERSONS ENTITLED TO VOTE

Voting on all resolutions put before the meeting will be by poll. Voting entitlements for the meeting will be fixed as at 5pm (NZ time) on Tuesday 20 September 2022. Only people registered as shareholders at that time will be able to vote at this meeting and only on their shareholdings at that time.

HOW TO ATTEND THE MEETING

Shareholders can attend the meeting in person at Event Cinemas, Westfield Newmarket, or virtually through the Computershare Meeting Platform https://meetnow.global/nz.

To access the meeting, click 'Go' under the Mercury meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your CSN/Securityholder Number and post code (or country of residence if outside of New Zealand).

By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari, or Edge to access the meeting. Please ensure your browser is compatible.

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 in favour of resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution.

If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you haven't 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 Tuesday 20 September 2022.

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

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

Resolutions 1, 2 and 3 are ordinary resolutions, meaning they can be approved by a simple majority (more than 50%) of the votes cast.

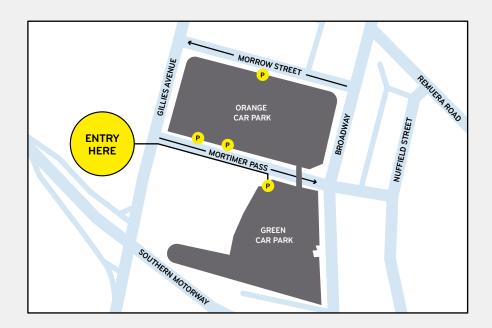
SHAREHOLDER QUESTIONS

Shareholders attending in person or using the online platform will have the opportunity to ask questions during the meeting. If you cannot attend the meeting but would like to ask a question, you can submit these by returning with your Voting/Proxy Form or by going to www.investorvote.co.nz and completing the online validation process.

> DIRECTIONS TO EVENT CINEMAS

WESTFIELD NEWMARKET LEVEL 4, 309 BROADWAY, NEWMARKET

- Park in the Green Carpark, Level 4, entry via Mortimer Pass Express Ramp.
- A bus stop is located at the front of Westfield Newmarket on Broadway, near Morrow Street, and it's only a short walk from Newmarket train station.
- If taking a taxi, direct your driver to the basement car park, entry via Mortimer Pass. On departure, go to the basement car park – there are allocated taxi parks near the centre entrance.



Get up to 4 hours free parking with the Westfield Plus app when you attend the Mercury Annual Shareholders' Meeting – here's how:

- Download the Westfield Plus app and follow the prompts to create your account and accept the terms and conditions. This will automatically give you 2 hours free parking.
- At the ASM registration desk, a person in a Mercury t-shirt can help you register for an additional 2 hours free parking (4 hours total)
 using either the Westfield Plus app or the Event Cinema validation kiosk.

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 Event Cinemas, Newmarket, Auckland, on Thursday 22 September 2022 starting at 10:00am.

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Yes, I will attend the mee	eting	in	persor
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I wish to be accompanied by my spouse, partner or companion (only one guest per shareholder)

Shareholder name:

NOTICE OF REPORT AVAILABILITY Our Annual and Interim Reports are, or will be, available on our website www.mercury.co.nz/investors If you would like to receive free printed copies or electronic copies of our Annual and Interim Reports, please email ecomms@computershare.co.nz at any time.





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

For all enquiries contact



Bv Phone +64 9 488 8777



By Email

corporateactions@computershare.co.nz

The 2022 Annual Shareholders' Meeting of Mercury NZ Limited will be held on Thursday 22 September 2022 at 10:00am (NZ time) at Event Cinemas, Newmarket, Auckland and virtually through the Computershare Meeting Platform https://meetnow.global/nz.

VOTING/PROXY FORM



www.investorvote.co.nz

Lodge your proxy online, (24/7 access) by 10:00am (NZ time) on Tuesday 20 September 2022.

Your secure access information is:

Control Number:

CSN/Securityholder Number:

To vote online you will need the above Control Number, your CSN/Securityholder Number and post code 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 20 September 2022.

You're entitled to one vote for every fully paid share you hold in Mercury NZ Limited at 5pm on Tuesday 20 September 2022. 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 hehalf

HOW TO VOTE

Attending the Meeting

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 back this form. Please read the instructions below before completing this form.

You can participate in the meeting virtually through the Computershare Meeting Platform https://meetnow.global/nz. To access the meeting, click 'Go' under the Mercury meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and enter your CSN/Securityholder Number and post code (or country of residence if outside of New Zealand).

For more information, please refer to the Notice of Meeting and Virtual Meeting Guide.

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'll 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've directed the proxy by ticking the "For", "Against" or "Abstain" boxes will be counted as postal votes, so you don't 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've ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you haven't named a proxy, the Chair of the meeting will act as your proxy.

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.

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)

 $\dot{\textbf{W}} \textbf{here a shareholder is a partnership, this Voting/Proxy Form should be signed by at least one partner and the partner of the partn$ 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

		placing a tick in the relevant box. T n, please mark the box "Proxy's Di			each reso	lution. If you're	e appointing o	proxy and
Resolutions					For	Against	Abstain	Proxy's Discretion
1. To re-elect Jame	es Bruce Miller as a director.							
2. To elect Lorraine	Witten as a director.							
3. To elect Susan P	eterson as a director.							
If you mark any of the postal votes whether	or not your proxy attends the me	n", you must also appoint a proxy (c eting). Even if you cast a postal vot ting or any Director to be your prox	te, you n					
I/We			5					
the above named sh	nareholder/shareholders of Merc	ury NZ Limited						
hereby appoint:(full	name of proxy)		_ of	(full address) Note: Leave	blank if app	pointing the Chair	r or a director as	your proxy
(em	ail address)		-	(phone number)				
Or failing that perso	n		_					
	(full name of proxy)			(full address) Note: Leave	blank if app	pointing the Chair	r or a director as	your proxy
	(email address)		-	(phone number)				
Limited to be held of	on Thursday 22 September 202 e contact details for your proxy	alf as directed above and on any 22 at 10:00am and at any adjour: , (and they are not the Chair or a	nment o	r postponement of th	nis meetin	g.	J	J
> SIGNATURE	OF SHAREHOLDER(S)					THIS SECTION	N MUST BE C	OMPLETED
Shareholder 1		Shareholder 2		Shar	eholder 3			

ATTENDANCE SLIP

Contact Name .



Daytime Phone

> STEP 1: VOTING INSTRUCTIONS/VOTING PAPER



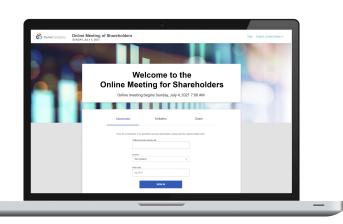
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Visit https://meetnow.global/nz



Access

Access the online meeting at https://meetnow.global/nz, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.