

Release

Stock Exchange Listings NZX (MEL) ASX (MEZ)

Notice of Annual Shareholder Meeting

13 September 2024

The following materials relating to Meridian Energy Limited's 2024 Annual Shareholder Meeting, to be held on 15 October 2024, will be sent to security holders today:

- Notice of Meeting;
- Proxy/Voting Form;
- Note to Shareholders;
- Virtual Meeting Guide.

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:

Philip Clark
Head of Communications
027 838 5710



A shift in energy

15 October 2024

Meridian Energy Limited.
Notice of Annual Shareholder Meeting.



Meridian.



The Annual Shareholder Meeting (ASM) of Meridian Energy Limited (NZ 938552) (ARBN 151 800 396) will be held at Level 2, 98 Customhouse Quay, Wellington, New Zealand on **Tuesday, 15 October 2024**, commencing at **9.30am**. The ASM will also be available virtually through Computershare's Meeting Platform.



Hybrid Meeting

IMPORTANT DATES & TIMES

- ➔ **Friday 11 October, 5.00pm**
Vote-eligibility date for voting entitlements for the Annual Shareholder Meeting
- ➔ **Sunday 13 October, 9:30am**
Latest time for receipt of postal votes and proxy forms
- ➔ **15 October 2024, 9.30am**
Annual Shareholder Meeting

All shareholders will have the opportunity to attend and participate in the 2024 Annual Shareholder Meeting (ASM) in person or online via an internet connection (using a computer, laptop, tablet or smartphone). Hybrid meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to visit Computershare's Meeting Platform <https://meetnow.global/nz>

To access the meeting, click 'Go' under the Meridian Energy Limited meeting, then click 'JOIN MEETING NOW'. By using the meeting platform you will be able to watch the meeting, vote and ask questions online using computer, laptop, tablet or smartphone. 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.

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 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 prior to the ASM.

Shareholders will require their CSN/Securityholder Number, which can be found in their email broadcasts and on their proxy forms 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 1:
Re-election of Tania Simpson:**

That Tania Simpson, 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.



Jason Woolley

Company Secretary
13 September 2024



Harapaki Wind Farm in full operation, Hawke's Bay.



Explanatory notes

Resolution 1: Re-election of Tania Simpson:

The NZX Listing Rules (**Listing Rules**) require that a Director must not hold office (without re-election) past the third annual meeting following their appointment or three years, whichever is longer.

Accordingly, Tania Simpson retires and offers herself for re-election by shareholders at this ASM.

The Board has determined, in its view, that Tania Simpson is an Independent Director (as defined in the Listing Rules).

TANIA SIMPSON **MM Māori, BA Māori, CInstD**

Tania joined the Meridian Board in August 2021. Tania is Chair of the People, Remuneration and Culture Committee and also serves on the Safety and Sustainability Committee.

Tania is currently a director at Tainui Group Holdings Limited, Auckland International Airport Limited and Waste Management NZ Limited and is also a member of the Waitangi Tribunal and Deputy Chair of the Waitangi National Trust.



Tania has extensive experience in corporate governance, policy development and business having served as a director of Mighty River Power Limited for 13 years from 2001. She also holds the distinction of being the first Māori director on the Reserve Bank of New Zealand Board where she was the Deputy Chair.

The Board (other than Tania Simpson) unanimously recommends that shareholders vote in favour of the election of Tania Simpson as a Director.

The Board also confirms that Director nominations closed on 16 August 2024 and no other director nominations were received.



Procedural notes

VOTING

The Board has determined that as at the close of trading on **Friday 11 October, 5pm** registered shareholders at that time are entitled to attend and vote at the ASM.

All resolutions are ordinary resolutions 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 resolutions.

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.

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:

The Board encourages all shareholders to attend the ASM in person and vote, or participate virtually and vote via the Computershare Meeting Platform at <https://meetnow.global/nz>.

If 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, then 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 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 6140 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 **Tuesday 8 October**.

OTHER IMPORTANT INFORMATION

Meeting venue

The ASM is being held at **Level 2, 98 Customhouse Quay, Wellington, New Zealand**.

If you are unable to attend the ASM, but would still like to follow www.meridianenergy.co.nz/investors

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



Meridian.

Lodge your postal vote or proxy**Online**www.investorvote.co.nz**By Mail**Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand**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 9.30am on Sunday, 13th October 2024.****Notes****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 the Meeting:The Board encourages all shareholders to attend the ASM in person and vote, or participate virtually and vote via the Computershare Meeting Platform at <https://meetnow.global/nz>. If 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 matters 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 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.

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

Proxy/Voting Form



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 are 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 Tania Simpson, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

For

☐

Against

☐

Abstain

☐

Proxy
Discretion

☐

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 **Annual Shareholder Meeting of Meridian Energy Limited to be held on Level 2, 98 Customhouse Quay, Wellington, New Zealand on Tuesday, 15 October 2024, commencing at 9.30am** 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

Shareholder 2

Shareholder 3

or Sole Director/Director

or Director (if more than one)

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual Shareholder Meeting of Meridian Energy Limited
to be held on Level 2, 98 Customhouse Quay, Wellington,
New Zealand and online via Computershare's Meeting
Platform <https://meetnow.global/nz> on
Tuesday, 15 October 2024, commencing at 9.30am.

Note to shareholders on Director Fee Pool Allocation

Meridian's total annual director fee pool of \$1,199,000 was approved at the 2021 Annual Shareholder Meeting.

In FY24 the Board sought and considered independent advice from Propero Consulting (Propero), who reviewed director remuneration for comparable listed companies in New Zealand. Propero recommended increasing the total director fee pool by 8.7% on average to align with the median of the comparator group.

Meridian's Board has decided instead to keep the overall fee pool at the 2021 level but to re-allocate it by increasing fees paid for individual Director and Committee roles as indicated in the table below. The changes are effective from 1 July 2024.



**Board Remuneration Report
Summary** bit.ly/3Xa6Eq9

Role	Prior to FY25			FY25		
	Fee allocated	No. of Roles	Sub-total	Fee allocated	No. of Roles	Sub-total
Board Chair	212,000	1	212,000	250,000	1	250,000
Board Director	116,750	6	700,500	116,750	6	700,500
Audit and Risk Committee Chair	25,000	1	25,000	32,600	1	32,600
Audit and Risk Committee Member	10,500	2	21,000	16,300	2	32,600
People, Remuneration and Culture Committee Chair	21,000	1	21,000	27,000	1	27,000
People, Remuneration and Culture Committee Members	9,500	2	19,000	12,000	2	24,000
Safety and Sustainability Committee Chair	21,000	1	21,000	27,000	1	27,000
Safety and Sustainability Committee Member	9,500	3	28,500	12,000	3	36,000
Cyber Security Committee Chair	–	–	–	13,500	1	13,500
Cyber Security Committee Members	–	–	–	6,000	2	12,000
Unallocated Pool			151,000			43,800
Total			1,199,000			1,199,000



How to participate in a virtual/hybrid meeting



Attending the meeting online

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

If you do 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.

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'.

Contact

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