



MARKET RELEASE
Date: 5 October 2015

Genesis Energy Limited (GNE): Annual Shareholder Meeting

Genesis Energy Limited advises that the following **attached** documents will be sent to Genesis Energy shareholders today:

- A Notice of Annual Shareholder Meeting 2015;
- A Proxy Voting Form for the Annual Shareholder Meeting 2015.

An electronic copy of these documents will also be available on Genesis Energy's website **www.genesisenergy.co.nz/annual-shareholder-meeting**.

Genesis Energy's Annual Shareholder Meeting will be held at **10.00am (NZST) on Tuesday 20 October 2015, at Shed 6, Room 1 Auditorium, Queen's Wharf, Wellington, New Zealand.**

ENDS

For media enquiries, please contact:

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Public Affairs Manager

Genesis Energy

P: 09 951 9280 M: 021 681 305

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Rodney Deacon

Group Manager Strategy and Investor Relations

Genesis Energy

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About Genesis Energy

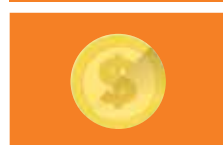
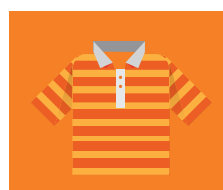
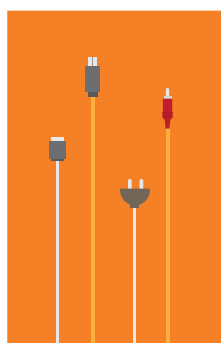
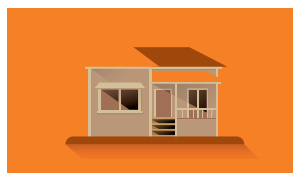
Genesis Energy (NZX: GNE) is a diversified New Zealand energy company. It sells electricity, reticulated natural gas and LPG through its retail brands of Genesis Energy and Energy Online. It is New Zealand's largest energy retailer with around 650,000 customer accounts. The Company generates electricity from a diverse portfolio of thermal and renewable generation assets located in different parts of the country. Genesis Energy also has a 31% interest in the Kupe Joint Venture, which owns the Kupe Oil and Gas Field offshore of Taranaki, New Zealand. Genesis Energy had revenue of \$NZ2.1bn during the 12 months ended 30 June 2015. More information can be found at www.genesisenergy.co.nz

Notice of **Annual Shareholder Meeting**

Notice is hereby given that the 2015 Annual Shareholder Meeting of Genesis Energy Limited will be held on:

Tuesday 20 October 2015,
commencing at **10:00am**,
at **Shed 6**, Room 1 Auditorium,
Queen's Wharf, Wellington.

Entry to the meeting room
will be available from **9:30am**.



Order of Business

A. Chairman's address

B. Chief Executive's review

C. Shareholder questions

Consideration of any shareholder questions raised during the Annual Shareholder Meeting on the Financial Statements and reports or on the performance and management of the Company, and any shareholder questions submitted prior to the Annual Shareholder Meeting (to the extent these questions are not addressed in the Chairman's address or the Chief Executive's review) (see explanatory Note 1).

D. Ordinary business and resolutions

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

Resolution 1:

Re-election of Dame Jenny Shipley

That Dame Jenny Shipley, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Resolution 2:

Re-election of Joanna Perry

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

Resolution 3:

Re-election of John Leuchars

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

Ordinary Resolutions

Each resolution set out above is to be considered as a separate ordinary resolution. An ordinary resolution is a resolution approved by a simple majority of votes of shareholders entitled to vote and voting at the meeting in person or by proxy or representative.

E. General Business

To consider such other business as may lawfully be raised at the meeting.

By order of the Board



Maureen Shaddick

General Counsel and Company Secretary

5 October 2015

Explanatory Notes

Note 1 – Shareholder questions

Shareholders may submit written questions to be considered at the Annual Shareholder Meeting. Written questions can be sent by email to maureen.shaddick@genesisenergy.co.nz, or by post and addressed:

**Annual Shareholder Meeting
c/- General Counsel and
Company Secretary
Genesis Energy Limited
PO Box 17-188
Greenlane, Auckland 1546**

Genesis Energy reserves the right to not address any question that, in the Board's opinion, is not reasonable to address in the context of an Annual Shareholder Meeting or any written question received fewer than five working days prior to the Annual Shareholder Meeting.

Note 2 – Resolutions

Resolutions 1, 2, and 3: Re-election of Directors Dame Jenny Shipley, Joanna Perry and John Leuchars

Under NZX Main Board Listing Rule 3.3.11, ASX Listing Rule 14.4 and the Company's Constitution, one third of the Company's Directors (excluding any Directors appointed by the Board, who are required to retire from office at the next Annual Shareholder Meeting) must retire by rotation at the Annual Shareholder Meeting. If the Directors are eligible, they may offer themselves for re-election at that Annual Shareholder Meeting.

In this case, Dame Jenny Shipley, Joanna Perry and John Leuchars retire by rotation.

The Board considers that Dame Jenny Shipley, Joanna Perry and John Leuchars will be independent Directors (for the purposes of the NZX Main Board Listing Rules and the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice) if re-elected to the Board.



Rt Hon Dame Jenny Shipley
DNZM
Chairman of the Board

Dame Jenny Shipley was appointed to the Board on 1 November 2009. She is Chairman of the Nominations Committee and is also a member of the Human Resources and Remuneration Committee.

Dame Jenny is chairman of Seniors Money International Limited, Oravida Waters Limited, Oravida NZ Limited and China Construction Bank (New Zealand). Dame Jenny is also chairman of the Advisory Board on transition for the Canterbury Earthquake Recovery Authority and an executive board member of the New Zealand China Council. Dame Jenny is a member of the Canterbury Earthquake Recovery Authority Review Panel and a trustee of the Heart Health Research Trust.

Dame Jenny was Prime Minister of New Zealand from 1997 to 1999 and, in the preceding seven years, she was a Minister in the New Zealand Government and responsible for various portfolios including Minister for State Owned Enterprises. In both roles, she was involved in the split of the Electricity Corporation of New Zealand (ECNZ) and the sell-down of the shares in Contact Energy Limited.



Joanna Perry
MNZM, MA Econ (Cantab), FCA
Deputy Chairman of the Board

Joanna Perry was appointed to the Board on 1 May 2007 and was appointed Deputy Chairman in May 2009. She is Chairman of the Audit and Risk Committee and a member of the Nominations Committee.

Joanna is a professional director whose board appointments include Trade Me Group Limited, Partners Life Limited, Kiwi Property Group Limited, Rowing New Zealand and Sport New Zealand. Joanna is also chairman of the Investment Advisory Panel of the Primary Growth Partnership, chairman of the International Financial Reporting Standards (IFRS) Advisory Council and a member of the National Health Committee.

She was previously a partner in the international accountancy and consultancy firm KPMG, chairman of the New Zealand Financial Reporting Standards Board and a member of the Securities Commission.



John Leuchars
ME, BCA, FIPENZ

John Leuchars was appointed to the Board on 16 July 2012 and is a member of the Audit and Risk Committee.

John is a professional company director. John was a consulting engineer who held director and managing director positions in international consulting engineering companies for 30 years. These included managing director of Connell Wagner (NZ) Limited (now Aurecon) and of Connell Mott MacDonald, London. He has experience in a broad range of industries, including the design of power generation projects in a hands-on design role and at a governance level. John is currently a director of KiwiRail Holdings Limited, Wellington Gateway General Partner companies (Transmission Gully Motorway) and Milmeq Limited.

Procedural Notes and Other Information

1. Proxy Vote

As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote on your behalf. If you wish to appoint a proxy, complete the Proxy Voting Form which is enclosed with this Notice of Meeting. A proxy need not be a shareholder of the Company. If you wish, you may appoint the Chairman of the meeting or a Director as your proxy.

Proxy Voting Forms must be returned to the office of Genesis Energy's share registrar, Computershare Investor Services Limited, either by:

- Mail in the enclosed pre-paid envelope, for:
 - New Zealand, Private Bag 92 119, Auckland 1142; and
 - Australia, Reply Paid 3329, Melbourne, Victoria 8060;
- Fax to 64 9 488 8787;
- Lodge your proxy voting appointment online at www.investorvote.co.nz.

You will be required to enter your CSN Security holder number and postcode/ country of residence and the secure access control number that is located on the front of your Proxy Voting Form.

To be effective, the Proxy Voting Form must be received by the Company's share registrar or the online appointment must be completed, **no later than 10.00am (NZST) on Sunday 18 October 2015**.

Voting entitlements will be determined at the close of trading on Friday 16 October 2015. Registered shareholders at that time will be the only persons entitled to vote at the Annual Shareholder Meeting and only the shares registered in those holders' names at that time may be voted at the Annual Shareholder Meeting.

A corporation may appoint a person to attend the meeting as its representative in the same manner as it may appoint a proxy.

If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the Proxy Voting Form. If you do not tick any box for a particular Resolution then your proxy may vote as they choose, as if you have selected 'Proxy Discretion'.

The Chairman of the meeting, or any other Director, is willing to act as a proxy on behalf of shareholders who wish to appoint them for that purpose. The

Chairman of the meeting and Directors appointed as proxies on behalf of shareholders, intend to vote proxies for which they have discretion, in favour of Resolutions 1 to 3.

If you are attending in person, please bring the enclosed Proxy Voting Form to the Annual Shareholder Meeting to assist with your registration.

2. Webcast

If shareholders are unable to attend the meeting, but would still like to follow its proceedings, then visit www.genesisenergy.co.nz/annual-shareholder-meeting. Shareholders who are following proceedings by webcast can vote by proxy prior to the meeting (see Note 1 on this page for further details on voting).

3. Refreshments

After the formal part of the Annual Shareholder Meeting has concluded, Genesis Energy invites you to join members of the Board and our management team for a light morning tea.

Directions for shareholders attending the Annual Shareholder Meeting

Meeting venue

- Shed 6, Queen's Wharf, Wellington (Linked to the TSB Bank Arena).
- Parking around Shed 6 is marked on the map.
- Please allow plenty of time to find a car park.
- Please allow 10 minutes if you are walking from Wellington Railway Station to Shed 6.







To assist in our planning we would be grateful if you would complete this form if you wish to attend this year's Annual Shareholder Meeting.

- ☐ **YES** I WILL ATTEND
- ☐ **NO** I WILL NOT ATTEND

NAME:

NUMBER OF ATTENDEES:

Please return by mail in the enclosed pre-pay envelope, or fax to +64 9 488 8787, or scan and email to corporateactions@computershare.co.nz

Lodge your Proxy Voting Form



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

The Annual Shareholder Meeting of Genesis Energy Limited will be held on Tuesday 20 October 2015, at 10.00am, Shed 6, Room 1 Auditorium, Queen's Wharf, Wellington, New Zealand

Proxy Voting Form

	www.investorvote.co.nz	Smartphone?
	Lodge your proxy online, 24 hours a day, 7 days a week:	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 appoint your proxy and exercise your vote online.		
For your proxy to be effective it must be received by 10.00am (NZST) Sunday 18 October 2015		

Voting - General

You are entitled to one vote for every fully paid share in Genesis Energy Limited, held at 5pm on 16 October 2015. It is intended that voting at the Annual Shareholder Meeting ('Meeting') will occur by way of poll.

How to Vote on Items of Business

Attend the Meeting

If you propose to **ATTEND** the Meeting, please bring this Proxy Voting Form intact to the Meeting, as the barcode will assist with your registration. If a representative of a corporate security holder or proxy is to attend the Meeting, they may need to provide evidence of your authorisation to act prior to admission.

Appointment of Proxy (Refer to Steps 1 & 2 over the page or go to www.investorvote.co.nz)

If you do not plan to attend the Meeting, you may appoint a proxy of your choice. Appointment of a proxy can be done by either completing the form over the page, or lodging your proxy preference online at www.investorvote.co.nz.

A proxy need not be a shareholder of Genesis Energy. If you appoint a proxy that person is entitled to attend the Meeting to represent your interests and must be present for your vote to be counted. Should you wish to direct the proxy how to vote (which will also apply should you appoint the Chairman of the Meeting, a Director or a third party, as your proxy), you should select your preference in the relevant box opposite each item of business presented as a Resolution (see Step 2 over the page or online). If you mark the "Proxy Discretion" box for any Resolution, you are directing your proxy to vote as he or she thinks fit on your behalf. If you return your Proxy Voting Form without direction on any resolution, the vote will be treated as if you have ticked "Proxy Discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how.

The Chairman of the Meeting, or any other Director, is willing to act as proxy for any shareholder who wishes to appoint him/her for that purpose. To do this, enter 'the Chairman', the name of the Director, or the name of your proxy in the space allocated (see Step 1 over the page or online). The Chairman of the Meeting and the Directors intend to vote proxies marked "Proxy Discretion" in favour of the Resolutions.

As noted, if you mark the "Proxy Discretion" box for any Resolution and you have appointed the Chairman or any Director as your proxy, you acknowledge that he/she may exercise your proxy even where he/she has an interest in the outcome of the Resolution.

Signing Instructions for the Proxy Voting Form

Individual

Where a shareholder is an individual, this Proxy Voting Form must be signed by the shareholder or his or her duly authorised attorney.

Joint Holding

In the case of joint shareholding, this Proxy Voting Form must be signed by each of the joint shareholders (or their duly authorised attorney).

Companies

Where the shareholder is a company or corporate shareholder, this Proxy Voting Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the corporate shareholder or an attorney duly authorised by the corporate shareholder.

Trusts

Where a shareholder is a trust, this Proxy Voting Form must be signed by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, depending on whether the trustee is an individual or a company).

Power of Attorney

If this Proxy Voting Form has been signed under a power of attorney, a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney must be produced with this Proxy Voting Form, unless it has already been noted by Genesis Energy or Computershare Investor Services Limited.

Questions

If you have any questions as to how to complete this Proxy Voting Form or to vote, please call Computershare Investor Services Limited on the details located at the top of this form.

Proxy/Voting Form

STEP 1

Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/s of Genesis Energy Limited ('Company')

hereby appoint _____ of _____
(Please note that the Chairman of the Meeting or a Director, is willing to act as a proxy on your behalf)

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 following directions at the **Annual Shareholder Meeting of Genesis Energy Limited to be held on Tuesday 20 October 2015, commencing at 10.00am at Shed 6, Room 1 Auditorium, Queen's Wharf, Wellington, New Zealand** and at any adjournment of that Meeting.

STEP 2

Items of Business - Voting Instructions/Ballot Paper

Please note: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

Ordinary Business

		For	Against	Abstain	Proxy Discretion
Resolution 1	That Dame Jenny Shipley, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	That Joanna Perry, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That John Leuchars, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 Genesis Energy Limited to be held on Tuesday 20 October 2015, commencing at 10.00am at Shed 6, Room 1 Auditorium, Queen's Wharf, Wellington, New Zealand