



23 November 2015

**2015 Notice of Annual Meeting and webcast details**

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 2015 Annual Meeting of Shareholders
- (b) Admission Card/Proxy Form

Contact's Annual Meeting will be held in the Lambton Ballroom, InterContinental Hotel, 2 Grey Street, Wellington, New Zealand on Wednesday 9 December 2015 commencing at 10.00am (New Zealand time).

A live recording of the annual meeting will be broadcast on Contact's website [contact.co.nz/corporate/investor-centre](http://contact.co.nz/corporate/investor-centre).

**ENDS**

# Notice of Annual Meeting of Shareholders

Notice is hereby given that the 2015 Annual Meeting of Shareholders of Contact Energy Limited will be held in the Lambton Ballroom, InterContinental Hotel, 2 Grey Street, Wellington, New Zealand on Wednesday 9 December 2015 commencing at 10.00am (New Zealand time).

*Contact*®

# Business

---

## A. Chairman's Address

## B. Chief Executive Officer's Review

## C. Financial Statements

In relation to Contact Energy Limited's ("Contact") annual report for the year ended 30 June 2015, to receive the financial statements for that period, and the auditor's report on those financial statements.

## D. Resolutions

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

### Resolution 1 – Election of Sir Ralph Norris

That Sir Ralph Norris be elected as a director of Contact.

### Resolution 2 – Election of Victoria Crone

That Victoria Crone be elected as a director of Contact.

### Resolution 3 – Election of Rob McDonald

That Rob McDonald be elected as a director of Contact.

### Resolution 4 – Auditor

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

## E. Directors' Retirement

Bruce Beeren and Phil Pryke retire by rotation and do not offer themselves for re-election.

## F. Other Business

To consider any other matter that may lawfully be considered at the annual meeting.

On behalf of the Board of Directors



---

**Phil Pryke**

Interim Chairman

23 November 2015

# Procedural Notes

---

## 1. Voting

Voting entitlements for the annual meeting will be determined at 10.00am (New Zealand time) on Monday 7 December 2015 based on registered shareholdings at that time. Voting on all resolutions put before the meeting shall be by a show of hands or poll at the discretion of the chairman of the meeting. Results of the voting will be notified on the New Zealand and Australian stock exchanges.

## 2. Proxies and Corporate Representatives

A shareholder of Contact who is entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/her. 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 annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

## 3. Proxy appointment

A proxy form accompanies this notice of meeting and it must be lodged at the office of the share registry, Link Market Services, not less than 48 hours before the commencement of the annual meeting, that is **not later than 10.00am on Monday 7 December 2015 (New Zealand time)**. Any proxy form received after that time will not be valid for the scheduled meeting.

You can lodge your proxy **online** by going to **[vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN)** or by scanning the QR code on the proxy form with your smartphone.

## 4. Shareholder questions

Shareholders present at the annual meeting will have the opportunity to ask questions during the meeting. If you cannot attend the annual meeting but would like to ask a question you can submit a question online by going to **[vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN)** and completing the online validation process or by using the proxy form. Questions need to be submitted by Monday 7 December 2015. Contact reserves the right not to address any questions that it is not required to address or, in the Board's opinion, are not reasonable to address in the context of an annual meeting.

# Explanatory Notes

## Resolutions 1, 2 and 3 – Election of Directors

Sir Ralph Norris, Victoria Crone and Rob McDonald were appointed by the Board of Directors (“Board”) on 12 November 2015 to fill the casual vacancies caused by the resignations of Grant King, David Baldwin and Karen Moses.

Contact’s constitution provides that any person appointed as a director by the Board may hold office only until the next annual meeting, and is then eligible for election at that meeting. Being eligible to do so, Sir Ralph Norris, Victoria Crone and Rob McDonald are seeking election.

The Board unanimously recommend that shareholders vote in favour of the election of Sir Ralph Norris, Victoria Crone and Rob McDonald. They are all considered by the Board to be independent directors.

## Resolution 4 – Auditor

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



**Sir Ralph Norris KNZM**  
Independent Non-Executive Director

Sir Ralph Norris has over 40 years of business and banking experience, having led large organisations through transformational change in both New Zealand and Australia. He is the chairman of Fletcher Building Limited and RANQX Holdings Limited, along with holding directorships on the Advisory Boards of New Zealand Treasury, Tax Management NZ and SouthPark Corporation. He is a former director of Fonterra Limited and Origin Energy Limited. He was managing director and chief executive of Commonwealth Bank of Australia for six years until 2011, and prior to that served as chief executive of Air New Zealand and ASB Bank. Sir Ralph was made a Knight Companion of the New Zealand Order of Merit in 2009 and a Distinguished Companion of the New Zealand Order of Merit for services to business in 2006. In 2012, he had conferred on him an Honorary Doctorate of Business by the University of New South Wales.



**Victoria Crone**  
Independent Non-Executive Director

With over 20 years’ experience in the communications and IT sectors, Victoria is currently the managing director of Xero New Zealand. Her experience spans from start-ups to mature products across consumer, small business and enterprise sectors. She is a director of Aura Information Security and Creative HQ and a trustee of NZ Hi-Tech Trust. Prior to Xero, Victoria 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.



**Rob McDonald**  
Independent Non-Executive Director

Rob’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 currently the chief financial officer with Air New Zealand, a position held since 2004, prior to which he was the group treasurer. He is also Air New Zealand’s alternate director for the Virgin Australia Board. His former memberships include the Institute of Finance Professionals New Zealand Inc. and vice chairman on IATA Financial Committee. Rob has a Bachelor of Commerce from Auckland University and in 1999 completed the Programme of Management Development at Harvard Business School. He is a Fellow of Chartered Accountants Australia and New Zealand.

# Venue Location

---

The 2015 Annual Meeting of Shareholders of Contact Energy Limited will be held in the Lambton Ballroom, InterContinental Hotel, 2 Grey Street, Wellington, New Zealand on Wednesday 9 December 2015 commencing at 10.00am (New Zealand time).



A live recording of the annual meeting will be broadcast on Contact's website **[contact.co.nz/corporate/investor-centre](http://contact.co.nz/corporate/investor-centre)**



SAMPLE ONLY

## LODGE YOUR PROXY

**ONLINE:**

[vote.linkmarketservices.com/CEN](http://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:**

Use the enclosed envelope  
or address to:  
Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142  
New Zealand

**DELIVER:**

Link Market Services Limited  
Level 7, Zurich House,  
21 Queen Street,  
Auckland 1010

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

Holder Number:

**GENERAL ENQUIRIES**

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

## ADMISSION CARD / PROXY FORM FOR CONTACT'S 2015 ANNUAL MEETING

The Annual Meeting of Shareholders of Contact Energy Limited ("Contact") will be held on Wednesday 9 December 2015 at 10.00am (New Zealand time) in the Lambton Ballroom, InterContinental Hotel, 2 Grey Street, Wellington, New Zealand.

### ATTENDING THE MEETING

1. If you plan to attend the annual meeting, please bring this Admission Card / Proxy Form intact as the barcode will assist in your registration.

### PROXY APPOINTMENT

2. If you do not plan to attend the annual 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 lodgement instructions above) to Contact's share registry, Link Market Services, or lodge your proxy online at [vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN) by no later than 10.00am on Monday 7 December 2015.
3. Any corporation that is a shareholder of Contact may appoint a person as its representative to attend the annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.
4. 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.
5. The Chairman 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 Chairman and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 4, except that the Directors standing for election will abstain from voting discretionary proxies in respect of their own appointment.

### 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, each of you must sign this Proxy Form.
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](http://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:

(FULL NAME) of   
(ADDRESS)

Or failing him/her:

(FULL NAME) of   
(ADDRESS)

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 10.00am on Wednesday 9 December 2015, 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 Chairman 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

|   | FOR                      | AGAINST                  | ABSTAIN                  | PROXY<br>DISCRETION      |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 1. That Sir Ralph Norris be elected as a director of Contact                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. That Victoria Crone be elected as a director of Contact                      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. That Rob McDonald be elected as a director of Contact                        | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. That the directors be authorised to fix the fees and expenses of the auditor | <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 \_\_\_\_\_ 2015

## SHAREHOLDER QUESTIONS

Shareholders present at the annual meeting will have the opportunity to ask questions during the meeting. If you cannot attend the annual meeting but would like to ask a question you can submit a question online by going to [vote.linkmarketservices.com/CEN](http://vote.linkmarketservices.com/CEN) and completing the online validation process or complete the question section below and return to Link Market Services in the envelope enclosed. Questions need to be submitted by Monday 7 December 2015. Contact reserves the right not to address any questions that it is not required to address or, in the Board's opinion, are not reasonable to address in the context of an annual meeting.

Question:

## 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:

\_\_\_\_\_