

MARKET RELEASE
Date: 3 October 2016



Genesis Energy Limited (GNE) – Annual Shareholder Meeting

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

- The Notice of Annual Shareholder Meeting 2016;
- The Proxy Voting Form for the Annual Shareholder Meeting 2016.

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

Genesis Energy's Annual Shareholder Meeting, will be held on Wednesday 19 October 2016, commencing at 10.00 am (NZST), in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Auckland, New Zealand.

For more information visit our website on www.genesisenergy.co.nz

ENDS

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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 645,000 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 \$NZ2bn during the 12 months ended 30 June 2016.

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2016 Annual Shareholder Meeting of Genesis Energy Limited will be held on:

Wednesday 19 October 2016, commencing **10:00am**, in the **Level 4 Lounge, South Stand, Eden Park**, Reimers Avenue, Mt Eden, Auckland. 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 meeting on the Financial Statements and reports, and on the performance and management of Genesis Energy.

D. ORDINARY BUSINESS AND RESOLUTIONS

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

Resolution 1:

Election of Maury Leyland

That Maury Leyland, who was appointed as a Director of the Company by the Board on 1 August 2016, retires and is eligible for election, be elected as a Director of the Company.

Resolution 2:

Election of Paul Zealand

That Paul Zealand, who is eligible for election, be elected as a Director of the Company.

Resolution 3:

Election of Timothy Miles

That Timothy Miles, who is eligible for election, be elected as a Director of the Company, with the appointment to take effect on 21 November 2016.

Resolution 4:

Directors' fees

That the total remuneration payable to all Directors be increased by \$135,000, from \$805,000 to \$940,000 over two years, with the first part of the increase taking effect from 1 November 2016 and the second part of the increase taking effect from 1 November 2017.

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 AND SHAREHOLDER DISCUSSIONS/QUESTIONS

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

3 October 2016

Explanatory Notes

Resolution 1

Election of Maury Leyland

Maury Leyland was appointed as a Director of the Company by the Board on 1 August 2016. Under NZX Main Board Listing Rule 3.3.6 and clause 29.6 of the Company's constitution, any Director appointed by the Board must retire from office at the next Annual Shareholder Meeting but is eligible for election at that Annual Shareholder Meeting.

The Board considers that Maury Leyland will be an independent non-executive director for the purposes of the NZX Main Board Listing Rules, if elected to the Board.

Directors (other than Maury Leyland) unanimously recommend that shareholders vote in favour of the election of Maury Leyland.

Resolutions 2 and 3:

Election of Paul Zealand and Timothy Miles

Directors Rukumoana Schaafhausen and Graeme Milne retire by rotation at the Annual Shareholder Meeting and do not seek re-election.

Paul Zealand and Tim Miles have been nominated in accordance with NZX Main Board Listing Rule 3.3.5 and clause 29.5 of the Company's constitution. Their nominations have been reviewed by the Board and in considering the suitability of the candidates for nomination, regard was had to the composition and skill set of the Board, the Company's operations and strategic direction and the skills and experience that will augment the performance of the Board.

The Board believes that Paul Zealand and Tim Miles offer a wealth of business experience and knowledge, which includes specialist insights into oil and gas and information and communications technology, respectively. These are two fundamental areas for Genesis Energy's

operations and future strategic direction. The Board believes Paul and Tim will each make a significant contribution to the Company and complement the skill set of their fellow Directors.

Should Paul Zealand be elected to the Board, his appointment will take effect at the conclusion of the Annual Shareholder Meeting. Should Tim Miles be elected to the Board, his appointment will take effect on 21 November 2016.

If elected, the Board considers that Paul Zealand and Tim Miles will be independent non-executive directors for the purposes of the NZX Main Board Listing Rules.

Directors unanimously recommend that shareholders vote in favour of the election of Paul Zealand and Tim Miles.

Resolution 4 Directors' Fees

In accordance with Listing Rule 3.5.1, it is proposed that the annual total pool for Directors' fees be increased over a two year period by \$135,000 from \$805,000 to \$940,000, with the first increase of \$102,000 taking effect from 1 November 2016 and the remaining \$33,000 taking effect from 1 November 2017.

The Board indicated at the Company's 2015 Annual Shareholder Meeting that it intended to review Directors' remuneration in 2016 and that it believed it was appropriate to review Directors' remuneration on a two yearly cycle. The Board engaged with consultants Korn Ferry Hay Group, who have the largest data base of directors' fees information in New Zealand, for independent advice on Genesis Energy's current Directors' fees, compared to companies which have a similar scale of operations and level of complexity to Genesis Energy.

As a result of this benchmarking process and the Board's consultation with a number of shareholder representatives, the Board determined to propose an increase in the total annual pool available for remunerating the Directors. The Board is conscious of the obligation to ensure Directors' fees are set and managed in a manner which is fair, flexible and transparent. The Board believes that an appropriate fee structure will assist the Company in securing the skills and experience at Board level to govern the business and enhance the long term value of the Company for its shareholders.

The table below outlines how the Board will phase in the increase over the next two years and the allocation for the proposed Board and Committee structure¹. The Board has determined it no longer requires the role of Deputy Chairman and that the Chairman will not receive additional fees for membership of or attendance at standing Board Committees. From within the allowance for additional work and attendances, the Board may determine the allocation of all or part of the allowance, to remunerate Directors for significant extra attendances and work.

ROLE	CURRENT*	2016-2017 FEE	2017-2018 FEE
Chairman	\$ 145,000	\$ 171,000	\$ 180,000
Deputy Chairman	\$ 100,000	Not applicable	Not applicable
Non-executive Director	\$ 80,000 (x6)	\$ 90,000 (x7)	\$ 90,000 (x7)
Chairman of the Audit and Risk Committee	\$ 14,000	\$ 19,000	\$ 24,000
Member of the Audit and Risk Committee	\$ 8,000 (x4)	\$ 10,000 (x3)	\$ 12,000 (x3)
Chairman of the Human Resources and Remuneration Committee	\$ 7,000	\$ 11,000	\$ 15,000
Member of the Human Resources and Remuneration Committee	\$ 4,000 (x2)	\$ 5,500 (x2)	\$ 7,500 (x2)
Chairman of the Nominations Committee	\$ 7,000	Not applicable	Not applicable
Member of the Nominations Committee	\$ 4,000 (x2)	\$ 5,000 (x3)	\$ 5,000 (x3)
Allowance for additional work and attendances	\$ 4,000	Up to \$20,000	Up to \$25,000
Total	\$805,000	\$907,000	\$940,000

*For an overview of FY2016 Directors' Fees and Board and Committee work refer to pages 70 and 73 of the 2016 Annual Report.

The NZX Main Board Listing Rules require that remuneration of the Directors be authorised by an ordinary resolution. Voting restrictions apply to this resolution. See procedural note 1 for more details.

¹ The proposed allocation is based on the structure outlined and may need to be adjusted, should the Board's structure change.



MAURY LEYLAND
BE (Hons)

Maury has broad experience in senior management roles and directorships with large corporate organisations. Maury worked at Fonterra from 2005 until 2016, most recently as a member of the executive team in the role of Managing Director for People, Culture and Strategy.

She has also held leadership roles in risk and crisis management, supply chain management and for the listing of the Fonterra Shareholders' Fund.

Maury has been a director of Spark New Zealand and Transpower New Zealand. She is a Fellow of the Institution of Professional Engineers of New Zealand and a Chartered Member of the Institute of Directors. Earlier in her career, Maury worked as a consultant with The Boston Consulting Group where she provided strategic and operational advice across many industries. She was with Team New Zealand as a member of the design team during the successful 1995 campaign.



PAUL ZEALAND
MBA, BSc Mech. Eng (Hons)

Paul has over 40 years experience in the oil and gas sector including Chairman and CEO roles with Shell New Zealand and the upstream oil and gas business of Origin Energy, respectively. He has deep experience of strategic business management, and health, safety and environmental management, operational risk, and commercial management of complex assets.

Paul's international oil and gas career commenced with Shell as a refinery engineer in the UK, and culminated 24 years later as the Chairman of the Shell companies in New Zealand.

Paul spent ten years with Australian based Origin Energy as the CEO of the upstream division, involving him in all aspects of oil and gas from exploration through projects to production in Australia, New Zealand, Africa and Asia.

Paul is currently a non-executive director of New Zealand Refining Company Limited and director of Lochard Energy.



TIMOTHY MILES
BA

Tim is a highly experienced New Zealand business leader with an outstanding track record across the information and communications technology industry, both in New Zealand and internationally.

He started his career in New Zealand with IBM and later joined Data General Corporation, rising to Director of Marketing – Asia Pacific. He then joined Unisys Corporation in various senior executive roles.

Tim was CEO of Vodafone New Zealand for almost four years, then moved to the UK as CEO of Vodafone UK and Group Chief Technology Officer. He returned to New Zealand in late 2006 and was managing director of listed agricultural services group PGG Wrightson until October 2010.

From early 2013, Tim has been the CEO of Spark Digital, a division of Spark New Zealand Limited. He will step down from this role in November 2016.

Procedural Notes and Other Information

1. VOTING RESTRICTIONS

In accordance with the NZX Main Board Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by each Director and their associated persons (as that term is defined in the NZX Main Board Listing Rules), other than where the vote in favour is cast by a Director or their associated persons as proxy for a person who is entitled to vote and in accordance with the express directions on the Proxy Voting Form to vote for Resolution 4.

2. PROXY VOTE

As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting and vote in your place. If you wish to appoint a proxy you should complete the Proxy Voting Form which is enclosed with this Notice of Meeting, or lodge your proxy preference online at www.investorvote.co.nz (see below for further details). A proxy need not be a shareholder of the Company. If you wish, you may appoint the Chairman of the meeting or any Director as your proxy, however, as noted in procedural note 1, if you wish the Chairman of the meeting or any Director to vote in favour of Resolution 4, you must indicate that in the Proxy Voting Form.

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 appointment online at www.investorvote.co.nz. You will be required to enter your CSN Securityholder 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 completed, **no later than 10.00am (NZST) on Monday 17 October 2016**.

Voting entitlements will be determined at the close of trading on 14 October 2016. 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 shareholders' 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 who act as proxies on behalf of shareholders, intend to vote any proxy discretion in favour of Resolutions 1 to 3, but are prohibited from voting any proxy discretion in favour of Resolution 4, as explained above.

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

3. 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 2 for further details on proxy voting).

4. REFRESHMENTS

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

Directions for shareholders attending the 2016 Annual Shareholder Meeting

MEETING VENUE

- > Entry to the Annual Shareholder Meeting is at Gate G/P5
- > Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland
- > Parking at Eden Park is marked on the map.
- > Please allow plenty of time to find a car park.
- > Please allow 5 minutes if you are walking from Kingsland Train Station to Eden Park.



RSVP

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



SAMPLE

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



By Email
corporateactions@computershare.co.nz

The **2016 Annual Shareholder Meeting of Genesis Energy Limited** will be held on **Wednesday 19 October 2016**, at **10.00am**, in the **Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland 1142, New Zealand**.

Voting Proxy Form



www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Your secure access information

Control Number:

CSN/Securityholder 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.

Smartphone?

Scan the QR code to vote now.



For your proxy to be effective it must be received by **10:00am (NZST) Monday 17 October 2016**

Voting - General

You are entitled to one vote for every fully paid share in Genesis Energy Limited, held at 5pm on 14 October 2016. It is intended that voting at the Annual Shareholder Meeting ("Meeting") will occur by way of poll.

Options on How to Vote

Option 1 - 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.

Option 2 - 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, by either completing the form over the page or lodging your proxy preferences 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, the boxes over the page should be completed for each Resolution presented in Step 2 or you can lodge your proxy preferences 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.

If you wish, you may appoint the Chairman of the Meeting, or any other Director as your proxy. To do this, enter 'the Chairman' or the Director's name in the space allocated in Step 1 over the page or online. If you appoint the Chairman or any Director as your proxy, and you mark the "Proxy Discretion" box, you acknowledge that he/she may exercise your proxy even if he/she has an interest in the outcome of the resolutions.

The Chairman of the Meeting and the Directors intend to vote proxies marked "Proxy Discretion" in favour of Resolutions 1 to 3. In the case of any undirected proxies held by Directors for Resolution 4, any votes cast in favour of Resolution 4 will be disregarded (refer to the procedural notes in the Notice of Meeting for more information).

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 Shareholding

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 duly authorised officer or attorney.

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).

Partnerships

A body corporate shareholder is a partnership, this Proxy Voting Form should be signed by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, depending upon whether the partner 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.

Body Corporate

A body corporate shareholder may appoint a representative on its behalf in the same manner as if it were appointing a proxy, provided that the Chairman of the Meeting, the Board, or the persons checking the entitlement of people to attend the Meeting, shall waive any time limit for prior notice in respect of a corporation in favour of a person who at the Meeting can produce reasonable evidence of their authority to represent the corporation.



Turn over to complete the 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 _____
(name of proxy) (address)

or failing that person _____ of _____
(name of proxy) (address)

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 **2016 Annual Shareholder Meeting of Genesis Energy Limited** to be held on **Wednesday 19 October 2016, commencing at 10.00am in the Level 4 Lounge, South Stand, Eden Park, Reimers Avenue, Mt Eden, Auckland, 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	Proxy's Discretion	Abstain
Resolution 1	That Maury Leyland, who was appointed as a Director of the Company by the Board on 1 August 2016, retires and is eligible for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	That Paul Zealand, who is eligible for election, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	That Timothy Miles, who is eligible for election, be elected as a Director of the Company with the appointment to take effect on 21 November 2016.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	That the total remuneration payable to all Directors be increased by \$135,000, from \$805,000 to \$940,000 over two years, with the first part of the increase taking effect from 1 November 2016 and the second part of the increase taking effect from 1 November 2017.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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



The 2016 Annual Shareholder Meeting of
Genesis Energy Limited will be held on
Wednesday 19 October 2016, at 10.00am,
in the Level 4 Lounge, South Stand, Eden Park,
Reimers Avenue, Mt Eden, Auckland, New Zealand.