



MANAWA ENERGY

# Notice of 2024 Annual Shareholder Meeting



The 2024 Annual Shareholder Meeting for Manawa Energy Limited ("Manawa Energy") will be held on **Tuesday 17 September 2024 at 1 pm.**

This will be a hybrid meeting, and shareholders can attend online via Computershare's virtual meeting platform or in person at **Trinity Wharf, 51 Dive Crescent, Tauranga.**

## **Business of the meeting**

- 1. Chair's address**
- 2. Chief Executive's address**
- 3. Financial statements:** To receive and consider the financial statements of Manawa Energy for the year ended 31 March 2024 together with the directors' and auditor's reports to shareholders.
- 4. Ordinary resolutions:** To consider and, if thought fit, to pass the following ordinary resolutions:  
  
**Resolution 1:** That Sheridan Broadbent be re-elected as a director of Manawa Energy.  
  
**Resolution 2:** That Joanna Breare be re-elected as a director of Manawa Energy.  
  
**Resolution 3:** That the directors be authorised to fix the fees and expenses of the auditors of Manawa Energy for the ensuing year.
- 5. General business:** All other business.

On behalf of the Board of Directors



**Phil Wiltshire**  
Company Secretary  
20 August 2024



## Explanatory notes

### Resolutions 1 and 2 –

#### Re-election of Sheridan Broadbent and Joanna Breare

Under the NZX Listing Rules, a Manawa Energy director must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer. Retiring directors are eligible for re-election at the annual meeting.

Accordingly, Sheridan Broadbent and Joanna Breare are retiring by rotation at this annual meeting and are seeking re-election.

Sheridan and Joanna are Independent Directors (as determined by the Board using the definition in the NZX Listing Rules) and stand for re-election with the unanimous support of the Board.

Brief biographical details for Sheridan and Joanna can be found at the end of this notice.

### Resolution 3

The auditors of Manawa Energy are automatically reappointed under section 207(T)(1) of the Companies Act 1993. Section 207S of the Companies Act 1993 states that the fees and expenses of the auditor are to be fixed by the company at the annual meeting or in such manner as the company determines at the annual meeting. The proposed resolution is to authorise the Board, consistent with past practice, to fix the fees and expenses of the auditor.

## Procedural matters

### Voting

Voting entitlements for the meeting will be determined at **5 pm on Friday, 13 September 2024** based on registered shareholdings at that time.

### Ordinary resolutions

All three resolutions are ordinary resolutions that are passed if approved by a simple majority (i.e. more than 50%) of the shareholders entitled to vote and voting. There are no voting restrictions on the resolutions to be considered at the meeting.

### Shareholder motions

The only matters being discussed and voted on at the meeting are the resolutions contained in this notice of meeting. No motions will be allowed from the floor.

## **Proxies and corporate representatives**

A shareholder of Manawa Energy who is entitled to attend and vote can appoint a proxy to attend and vote in their place. A proxy does not need to be a shareholder of Manawa Energy. Any corporation that is a shareholder of Manawa Energy may appoint a person as its representative to attend the meeting and vote on its behalf in the same way it could appoint a proxy.

The Chair of the meeting will act as a proxy for any shareholder who may wish to appoint him for that purpose. The Chair intends to vote all discretionary proxies, for which he has authority to vote, in favour of the resolutions.

Where a shareholder does not name a person as their proxy but otherwise completes the proxy form in full, or where a shareholder's named proxy does not attend the meeting, the Chair of the meeting will act as that shareholder's proxy and vote in accordance with that shareholder's express direction and, if expressly granted a discretion on how to vote, will vote in favour of the resolutions.

## **Proxy appointment**

You may appoint a proxy by completing the proxy form which accompanies this notice of meeting.

A proxy will not be entitled to vote at the meeting unless a properly completed proxy form has been received at the office of Manawa Energy's share registrar, Computershare Investor Services Limited, at least 48 hours before the start of the meeting i.e. by **1 pm on Sunday 15 September 2024**.

You can return the proxy form to Manawa Energy's share registrar, Computershare Investor Services Limited, by post to Private Bag 92119, Auckland 1142, New Zealand.

Alternatively, shareholders can appoint a proxy online at [www.investorvote.co.nz](https://www.investorvote.co.nz). Online proxy appointments must also be received by **1 pm on Sunday 15 September 2024**. If you wish to appoint a proxy to attend online via the Computershare meeting platform on your behalf, please ensure that you provide their contact details (phone and email) on the proxy form.

## Meeting participation

The meeting is a hybrid meeting so shareholders who are unable to attend in person can attend and participate online through the Computershare meeting platform.

To attend the meeting virtually, go to the Computershare Meeting Platform at the following link: <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Manawa Energy meeting tile and then click 'JOIN MEETING NOW'. You will require your CSN/Securityholder Number and your postcode for verification purposes.

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 Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz) for more information. If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30 am and 5.00 pm Monday to Friday or by email to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).



## **Sheridan Broadbent**

Director



Sheridan joined the Board in 2021. She is an independent director of Spark NZ, Downer Group, and Deputy Chair of the Business Leaders' Health and Safety Forum. She holds a BCom from the University of Auckland and is a graduate of the Harvard Business School Advanced Management Program.

## **Joanna Breare**

Director



Joanna joined the Board in 2021 after retiring as Chief Executive of Todd Energy. She is the Chair of Venture Taranaki Trust and holds a BSc (Hons) and a PhD in Geology from the University of London.