



MARKET RELEASE

Date: 9 September 2024

NZX: GNE / ASX: GNE

2024 Annual Shareholder Meeting, Notice of Meeting

Genesis Energy advises that the following documents will be sent to the Company's shareholders today:

- the Notice of the 2024 Annual Shareholder Meeting (**ASM**);
- the Proxy Form for the ASM; and
- Virtual Meeting Guide;

The ASM will be a hybrid meeting, with shareholders able to attend either in person or online.

Physical: Intercontinental Hotel, 2 Grey Street, Wellington.

Online: <https://meetnow.global/nz>

The meeting will be held on Tuesday 15 October 2024, commencing at 2.00 pm. An electronic copy of the Notice of Meeting and Proxy Form is also available on the Genesis Energy investor website at <https://www.genesisenergy.co.nz/investor/results-and-reports/annual-shareholders-meeting>

ENDS

<i>For investor relations enquiries, please contact:</i> <i>Tim McSweeney</i> <i>GM Investor Relations & Market Risk</i> <i>M: 027 200 5548</i>	<i>For media enquiries, please contact:</i> <i>Chris Mirams</i> <i>GM Communications and Media</i> <i>M: 027 246 1221</i>
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About Genesis Energy

Genesis Energy (NZX: GNE, ASX: GNE) is a diversified New Zealand energy company. Genesis sells electricity, reticulated natural gas and LPG through its retail brands of Genesis and Frank and is one of New Zealand's largest energy retailers with approximately 500,000 customers. The Company generates electricity from a diverse portfolio of thermal and renewable generation assets located in different parts of the country. Genesis also has a 46% interest in the Kupe Joint Venture, which owns the Kupe Oil and Gas Field offshore of Taranaki, New Zealand. Genesis had revenue of \$NZ3.1 billion during the 12 months ended 30 June 2024. More information can be found at www.genesisenergy.co.nz

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2024 Annual Shareholder Meeting of Genesis Energy Limited will be held on

**Tuesday 15 October 2024,
commencing at 2:00pm**

Join us in person or online at:

Physical: Intercontinental Hotel, 2 Grey Street, Wellington

Online: <https://meetnow.global/nz>

The meeting venue will be open for registrations at 1:00 pm.

Light refreshments will be available prior to the start of the meeting, from 1:00 pm.

For online attendance, please refer to the Virtual Meeting Guide or the Participation instructions in section 6 of this Notice of Meeting.

Important dates and times

All times are in New Zealand Standard Time.

**Eligibility date for attending the
Annual Shareholder Meeting:**

Friday 11 October 2024, close of trading.

Latest time for receipt of proxy forms:

Sunday 13 October 2024, 2:00 pm

Annual Shareholder Meeting:

Tuesday 15 October 2024, 2:00 pm

www.genesisenergy.co.nz

www.genesisenergy.co.nz/investors

Order of Business

Light refreshments will be available prior to the formal part of the Annual Shareholder Meeting which commences at 2:00 pm.

A. Chairman's address

B. Chief Executive's review

C. Shareholder questions

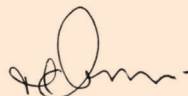
D. To consider and, if thought fit, pass the following ordinary resolutions:

1. Re-election of Barbara Chapman
That Barbara Chapman be re-elected as a Director of the Company.
2. Re-election of James Moulder
That James Moulder be re-elected as a Director of the Company.
Please read the Explanatory Notes and the procedural Notes and Other Information for further information in relation to the above resolutions.

E. General Business

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

On behalf of the Board



Matthew Osborne
Company Secretary

9 September 2024

Explanatory Notes

Resolutions 1 and 2:

Re-election of Barbara Chapman and James Moulder

NZX Listing Rule 2.7.1 requires that the Company's Directors must not hold office without re-election past the third Annual Shareholder Meeting following their appointment or three years, whichever is longer. Chairman Barbara Chapman and James Moulder were last re-elected at the Company's 2021 Annual Shareholder Meeting and therefore will retire from office at this year's Annual Shareholder Meeting. Being eligible, Barbara Chapman and James Moulder offer themselves for re-election.



Barbara Chapman

CNZM, BCOM, CMINSTD

Barbara Chapman joined the Genesis Energy Board in May 2018 and assumed the role of Chairman in October 2018.

Barbara is also the Chair of NZME and the acting Chair of Fletcher Building and is the deputy-Chair of The New Zealand Initiative. Barbara is also a director of the Bank of New Zealand.

Barbara served as Chief Executive and Managing Director of ASB Bank for seven years and has worked in a variety of financial services executive roles in New Zealand and Australia. She is a former Chair of Oxfam New Zealand, a former director of IAG New Zealand, has served on the Board of Supervisors for Oxfam International and is a previous Chair of both the New Zealand Equal Opportunities Trust and the APEC CEO Summit Committee and a previous co-Chair of the APEC Business Leadership Group.

Barbara was named New Zealand Herald's Business Leader of the Year in 2017 and was named the inaugural INFINZ Diversity and Inclusion Leader in 2018.

Barbara was awarded a Companion of the New Zealand Order of Merit (CNZM) for services to business in the 2019 New Year Honours List.



James Moulder

BA, BCA

James Moulder joined the Genesis Energy Board in October 2018 and is a member of the Company's Audit and Risk Committee.

James has strong governance experience having held a number of non-executive board and advisory board positions.

He was Chairman of the Electricity Authority's Market Development Wholesale Advisory Group, and previously chaired the NZ Electricity Commission: Market Development Advisory Group.

James' previous directorships include CO2 New Zealand Limited, Rodney Properties Limited and Bosco Connect. He has held executive leadership positions with Mighty River Power, including leading its Mercury Energy business.

More recently, James has been involved in the commercialisation of large data sets in New Zealand, Europe and the US, coupled with the development of a carbon asset management business in Australia.

Board determination of independence and recommendation

The Board has determined that Barbara Chapman and James Moulder are Independent Directors as defined in the NZX Listing Rules. Brief biographies of Barbara Chapman and James Moulder are provided above.

The Board of Genesis Energy confirms its support for the re-election of Barbara Chapman and James Moulder and recommends that you vote in favour of their re-election at the meeting.

Procedural Notes and Other Information

1. Hybrid Meeting

All shareholders will have the option to attend and participate in the Annual Shareholder Meeting either in person or, alternatively, online via an internet connection using a computer, laptop, tablet or smartphone.

In the event that the Board determines a physical meeting is inappropriate in the circumstances, Genesis Energy may, in its sole discretion, elect to hold the Annual Shareholder Meeting as a virtual only meeting.

Details of how to attend and participate in the Annual Shareholder Meeting virtually are set out in section 6 below.

2. Persons Entitled To Vote

Voting entitlements will be determined at the close of trading on Friday 11 October 2024. 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 meeting.

3. Voting

Voting on the resolutions to be put before the Annual Shareholder Meeting will be conducted by way of poll.

As a shareholder you may cast your vote in one of two ways:

- a. You may attend the meeting in person and vote, or you may participate virtually and vote at the meeting via an online platform <https://meetnow.global/nz>; or
- b. You may appoint a proxy or (in the case of a corporate shareholder) a representative to attend the meeting in person and vote in your place or to participate virtually and vote at the meeting in your place via an online platform <https://meetnow.global/nz>.

If you (or your proxy on your behalf) vote online, you (or they) 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 or follow the prompts in the email you receive from the share registrar, Computershare Investor Services Limited.

Details of how to attend and participate in the Annual Shareholder Meeting virtually are set out in section 6 below.

4. Appointment Of Proxy

If you wish to appoint a proxy you should complete and return the Proxy 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 your proxy is not the Chairman of the meeting or a Director and they intend to join the meeting virtually, please ensure that you provide their contact details in the space provided on the Proxy Form.

Proxy Forms must be returned to the office of the Company's share registrar, Computershare Investor Services Limited, by one of the following methods:

- a. by lodging your proxy appointment online at www.investorvote.co.nz or by scanning the QR code on the Proxy Voting Form with your smartphone; or
- b. by mail in the enclosed pre-paid envelope; or
- c. by scan and email to corporateactions@computershare.co.nz.

To be effective, the Proxy Form must be received by the Company's share registrar, or the online appointment completed, no later than 2.00 pm (NZST) on Sunday 13 October 2024.

You may revoke your proxy by giving written notice of revocation to the Company in the manner set out above, which notice must be received by the Company's share registrar no later than 2.00pm (NZST) on Sunday 13 October 2024.

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 or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate box on the Proxy Voting Form. If you do not tick any box for the resolution then your proxy may vote as they choose, as if you had 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. If, in appointing your proxy, you do not name a person to be your proxy, the Chairman of the meeting will be your proxy and will vote in accordance with your express directions.

If additional matters are raised during the Annual Shareholder Meeting which require a shareholder vote, your proxy will be entitled to vote on those matters as he or she thinks fit.

The Chairman of the meeting and Directors who act as proxies on behalf of shareholders intend to vote any proxy discretion in favour of the resolutions provided that: Barbara Chapman and James Moulder will abstain from voting any discretionary proxies given to them in relation to their own re-election.

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

5. Resolutions

Each of resolutions 1 and 2 will be considered separately and will be passed if approved by ordinary resolution at the Annual Shareholder Meeting.

An ordinary resolution is a resolution approved by a simple majority of the votes of those entitled to vote and voting on the resolution in person (or virtually) or by proxy or representative

Procedural Notes and Other Information (con't)

6. Virtual Participation

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Genesis Energy meeting and then click 'JOIN MEETING NOW'. 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. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

Please refer to the accompanying 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.

Shareholders may vote on the resolutions to be put to the Annual Shareholder meeting, and ask questions, by using their own computers or mobile devices through the online participation portal, as described in the accompanying Virtual Meeting Guide (also available at <https://www.genesisenergy.co.nz/investor/results-and-reports/annual-shareholders-meeting>)

Shareholders may also send questions in advance of the meeting to investorrelations@genesisenergy.co.nz. The main themes will be aggregated and responded to at the meeting, provided that the Company reserves the right not to address questions that, in the Chairman's opinion, are not reasonable or appropriate in the context of an Annual Shareholder Meeting, or any written question in advance of the meeting that was not received by the close of business on Tuesday 8 October 2024.

Details of how to participate in the Annual Shareholder Meeting virtually are provided in the Virtual Meeting Guide accompanying this Notice of Meeting. Shareholders are encouraged to review the Virtual Meeting Guide prior to the meeting.

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 (NZST) Monday to Friday or by email to corporateactions@computershare.co.nz.

7. Refreshments

Light refreshments will be available immediately prior to and after the meeting.



Lauriston Solar Farm - under construction

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 in person.

☐

Yes I will attend

Name:

Number of attendees:

Please return by mail in the enclosed pre-paid envelope 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



By Email
corporateactions@computershare.co.nz

The 2024 Annual Shareholder Meeting of Genesis Energy Limited will be held on Tuesday, 15 October 2024 at 2.00pm at the Intercontinental Hotel, 2 Grey Street, Wellington and online through Computershare's Meeting Platform <https://meetnow.global/nz>.

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/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.

Smartphone?

Scan the QR code to vote now.



For your proxy to be effective it must be received by **2:00pm (NZST) Sunday, 13 October 2024.**

Please note that, in the event that the Board determines that it is inappropriate to hold a physical meeting, Genesis Energy may, in its sole discretion, elect to hold the Annual Shareholder Meeting as a virtual only meeting. In those circumstances, Genesis Energy will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on Genesis Energy's website. Please see section 6 of the Procedural Notes and Other Information for further information on how to participate in the meeting virtually.

Voting - General

You are entitled to one vote for every fully paid share in Genesis Energy Limited held at 5pm on Friday, 11 October 2024.

Options on How to Vote

Option 1 - Attend the Meeting

All shareholders are able to attend, vote and participate in the Annual Shareholder Meeting, either in person or online via an internet connection using a computer, laptop, tablet or smartphone. For further details see the Virtual Meeting Guide enclosed. 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. Shareholders who have appointed a proxy are entitled to attend the meeting but will be unable to vote.

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 lodging your Proxy's preferences online at www.investorvote.co.nz or by completing this form over the page and mailing it in the enclosed pre-paid envelope.

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. Should you wish to direct the proxy how to vote, the boxes over the page should be completed for the Resolutions presented in Step 2 or you can lodge your proxy preferences online. If you mark the "Proxy's Discretion" box for a Resolution, you are directing your proxy to vote as he or she thinks fit on your behalf in respect of that Resolution. If you return your Proxy Voting Form without directions on a Resolution, the vote for that Resolution will be treated as if you have ticked "Proxy's Discretion" and your proxy will exercise his/her discretion as to whether to vote and, if so, how.

Shareholders who have appointed a proxy are entitled to attend the meeting but will be unable to vote. 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, in appointing your proxy, you do not name a person to be your proxy or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and will vote in accordance with your express directions.

The Chairman of the Meeting and the Directors intend to vote proxies marked "Proxy's Discretion" in favour of Resolutions 1 and 2, except that Barbara Chapman and James Moulder will abstain from voting.

If additional matters are raised during the Annual Shareholder Meeting which require a shareholder vote, your proxy will be entitled to vote on these additional matters as he or she thinks fit.

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

At least one joint shareholder (or their duly authorised attorney) should sign this Proxy Voting Form on behalf of all joint shareholders.

Companies

Where the shareholder is a company, this Proxy Voting Form must be signed on behalf of the Company by a director, or other person acting under the company's express or implied authority.

Trusts

Where a shareholder is a trust, this Proxy Voting Form must be signed by at least one trustee of the trust 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

Where a shareholder is a partnership, this Proxy Voting Form must be signed by at least one partner of the partnership 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 may appoint a representative on its behalf in the same manner as if it were appointing a proxy.



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 2024 Annual Shareholder Meeting of Genesis Energy Limited to be held on Tuesday, 15th October at the Intercontinental Hotel, 2 Grey Street Wellington, New Zealand commencing at 2.00pm and online through Computershare's Meeting Platform <https://meetnow.global/nz> 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 and your votes will not be counted in computing the required majority.

Ordinary Business	For	Against	Abstain	Proxy's Discretion
Resolution 1 That Barbara Chapman be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 That James Moulder be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please read the Explanatory Notes and the Procedural Notes and Other Information in the notice of meeting for further information in relation to the above resolutions.

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): _____

Signature of Shareholder(s) This section must be completed.

Shareholder 1	Shareholder 2	Shareholder 3
<div></div>	<div></div>	<div></div>
or duly authorised officer or attorney	or duly authorised officer or attorney	or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



The 2024 Annual Shareholder Meeting of Genesis Energy Limited to be held on Tuesday, 15th October at the Intercontinental Hotel, 2 Grey Street Wellington, New Zealand commencing at 2.00pm and online through Computershare's Meeting Platform <https://meetnow.global/nz>.

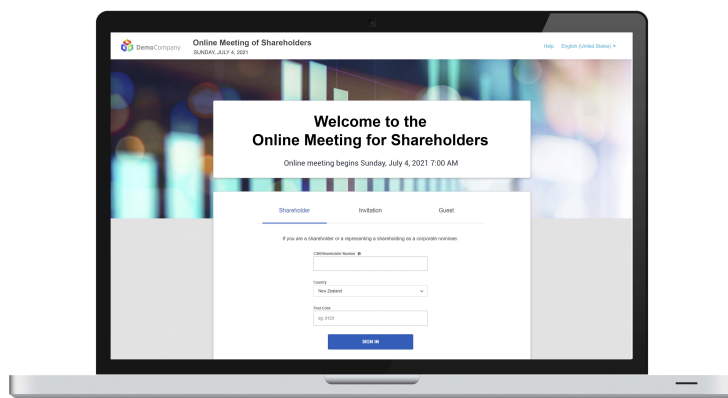
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

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

If you 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, Edge or Firefox. 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'.



Contact

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



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'.