

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2018 Annual Shareholder Meeting of Genesis Energy Limited will be held on:

Wednesday 10 October 2018, 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**.

Genesis: www.genesisenergy.co.nz

www.genesisenergy.co.nz/investors



WITH YOU
FOR YOU

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:

Re-election of Barbara Chapman

That Barbara Chapman be re-elected as a Director of the Company.

Resolution 2:

Re-election of Joanna Perry

That Joanna Perry be re-elected as a Director of the Company.

Resolution 3:

Election of James Moulder

That James Moulder be 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 AND SHAREHOLDER DISCUSSIONS/QUESTIONS

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

By order of the Board



MATTHEW OSBORNE

General Counsel and Company Secretary

20 September 2018

Explanatory Notes

Resolutions 1–3: Re-election of Joanna Perry and Barbara Chapman and election of James Moulder

NZX Main Board Listing Rule 3.3.11 and the Company's constitution require that one-third of the Company's Directors retire by rotation at each Annual Shareholder Meeting but can offer themselves for re-election if they wish. Dame Jenny Shipley has announced her retirement after nine years as Chairman, effective at the Annual Shareholder Meeting. There are three Directors for consideration:

Barbara Chapman was appointed by the Board on 1 May 2018 and is required by the NZX Main Board Listing Rules to retire from office at the Annual Shareholder Meeting. Barbara was appointed as Chairman elect to succeed Dame Jenny Shipley with the unanimous support of the Board and confirmed by the majority shareholder. She offers herself for re-election as an Independent Director.

Independent Director Joanna Perry retires by rotation at the Annual Shareholder Meeting and also offers herself for re-election.

James Moulder is proposed to be elected to the Board as a new Director. The Board has determined in its view, James Moulder will be an Independent Director (as defined in the NZX Main Board Listing Rules).

Brief biographies of each Director are provided.

The Board of Genesis Energy confirms its support for the resolutions to be considered at the Annual Shareholder Meeting and recommends that you vote in favour at the meeting.



BARBARA CHAPMAN
Bcom

Barbara joined the Genesis Board in May 2018 and is a member of the Company's Audit and Risk Committee. Barbara is Director of The New Zealand Initiative and a non-executive Director of New Zealand Media and Entertainment (NZME). She has a wealth of governance experience, and is a former member of the Board of Supervisors of Oxfam International. Barbara was also an inaugural Trustee of the New Zealand Equal Opportunities Trust and was its Chair for several years. Barbara brings extensive and diverse trans-Tasman executive experience to the Board having served as Chief Executive and Managing Director of ASB Bank for seven years and having held a number of senior executive roles responsible for marketing, communications, human resources, life insurance and retail banking in New Zealand and Australia. Barbara has an extensive list of professional achievements to her credit, including being named New Zealand Herald's 2017 Business Leader of the Year and was awarded New Zealand's inaugural Marketer of the Year in 1997. Barbara has also been named the inaugural INFENZ Diversity and Inclusion Leader.



JOANNA PERRY
MNZM, MA Econ (Cantab), FCA

Joanna Perry joined the Genesis Board in 2007 and is Chairman of the Company's Audit and Risk Committee. Joanna is a professional Director whose Board appointments include Oyster Group Limited (Chairman), Trade Me Group Limited, Partners Life Limited, Regional Facilities Auckland (Deputy Chair) and Nyriad Limited. Joanna is Chairman of the International Financial Reporting Standards (IFRS) Advisory Council. 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.



JAMES MOULDER
BA, Bcom

James Moulder stands for election to the Genesis Board. James has strong governance experience having held a number of non-executive Board and Advisory Board positions. He was until recently 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.

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 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.

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 8 October 2018.

Voting entitlements will be determined at the close of trading on Friday 5 October 2018. 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 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. The Chairman of the meeting and Directors who act as proxies on behalf of shareholders intend to vote any proxy discretion in favour of all resolutions.

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 for further details on proxy 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 executive team for a light morning tea.

GENESIS INVESTOR PORTAL

To see Dame Jenny Shipley and Marc England talking about our successes in 2018, go to www.genesisenergy.co.nz/investors. You will also find our Sustainability Statement and Sustainability Framework here.

Directions for shareholders attending the 2018 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-paid envelope or fax to +64 9 488 8787 or scan and email to corporateactions@computershare.co.nz

