



15 October 2024

## Notice of Meeting 2024

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 Annual Meeting 2024
- (b) Admission Card/Proxy Form

Contact's Annual Meeting will be held at The Maritime Room, Princes Wharf, Viaduct Harbour, Auckland CBD, New Zealand or online at [www.virtualmeeting.co.nz/cen24](http://www.virtualmeeting.co.nz/cen24) on Wednesday 13 November 2024, commencing at 9.30am.

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

ENDS



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# Notice of Annual Shareholder Meeting

Wednesday 13 November 2024, 9.30am (NZ time)





## Dear Shareholder

Contact Energy Limited (“Contact”) invites you to join us at our Annual Meeting of Shareholders at:

The Maritime Room  
Princes Wharf  
Viaduct Harbour  
Auckland CBD

or online at

[www.virtualmeeting.co.nz/cen24](http://www.virtualmeeting.co.nz/cen24)

Wednesday 13 November 2024,  
commencing at 9.30am (NZ time)

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# Business

## A. Chair's address

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## B. Chief Executive's address

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## C. Resolutions

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

### **Resolution 1 – Re-election of Sandra Dodds**

That Sandra Dodds be re-elected as a director of Contact.

### **Resolution 2 – Re-election of Jon Macdonald**

That Jon Macdonald be re-elected as a director of Contact.

### **Resolution 3 – Election of David Gibson**

That David Gibson be elected as a director of Contact.

### **Resolution 4 – Auditor's Remuneration**


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

## D. Other Business and Shareholder Questions

To consider any other matter raised by a shareholder at the meeting.

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On behalf of the Board of Directors



**Robert McDonald**

Chair

15 OCTOBER 2024

# Procedural Notes

## Voting

Voting entitlements for the meeting will be determined at 5pm on Monday 11 November 2024 based on registered shareholdings at that time. Voting on all resolutions put before the meeting will be by poll.

Each of the resolutions is to be considered as a separate ordinary resolution. To be passed, each of these resolutions requires the approval of a simple majority (more than 50%) of the votes of those shareholders entitled to vote and voting.

## Proxies and corporate representatives

Shareholders entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. 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 meeting and vote on its behalf in the same manner as that in which it could appoint a proxy.

## Proxy appointment

A proxy form accompanies this notice of meeting. Proxy forms must be received at the office of Contact's share registry, MUFG Corporate Markets (formerly Link Market Services), by **9.30am on Monday, 11 November 2024**. Any proxy form received after that time will not be valid for the meeting.

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

If you complete the proxy form in full but do not name a person as your proxy or your proxy does not attend the meeting, the Chair of the Meeting will act as your proxy and vote in accordance with your express direction.

## **Virtual annual meeting**

Shareholders and proxy holders entitled to attend and vote at the meeting will be able to attend the meeting in person, or participate in the meeting virtually via an online platform provided by Contact's share registrar, MUFG Corporate Markets (formerly Link Market Services) at [www.virtualmeeting.co.nz/cen24](http://www.virtualmeeting.co.nz/cen24)

Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the meeting is available at [https://bcast.linkinvestorservices.co.nz/MUFG/MUFG\\_VirtualMeetingGuide.pdf](https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf)

## **Explanatory Notes**

### **Resolutions 1 and 2 – Re-election of Sandra Dodds and Jon Macdonald**

Under the NZX Listing Rules, a Contact director must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer. Accordingly, Sandra Dodds and Jon Macdonald are both retiring by rotation at the meeting and seeking re-election.

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

### **Resolution 3 – Election of David Gibson**

Directors that have been appointed by the Board to fill a casual vacancy during the year are also required to retire at the next annual meeting following their appointment and seek election by shareholders. Accordingly, David Gibson, who was appointed in February 2024, is standing for election.

David is an Independent Director (as determined by the Board using the definition in the NZX Listing Rules) and is standing for election with the unanimous support of the Board.

**Resolution 4 – Auditor’s fees**

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



## **Sandra Dodds**

### **Independent Non-Executive Director**

**TERM OF OFFICE:** APPOINTED DIRECTOR 1 SEPTEMBER 2021,  
LAST ELECTED 2021 ANNUAL MEETING

**BOARD COMMITTEES:** CHAIR OF AUDIT AND RISK COMMITTEE

Sandra is based in Melbourne and currently sits on the boards of Snowy Hydro Limited, OceanaGold corporation and Fletcher Building Limited. She has more than 30 years' experience as a senior leader in complex infrastructure businesses in Australia, New Zealand and Asia.

She holds a Bachelor of Commerce from the University of Otago, is a graduate of The Australian Institute of Directors, and is a fellow of Chartered Accountants Australia and New Zealand.





## **Jon Macdonald**

### **Independent Non-Executive Director**

**TERM OF OFFICE:** APPOINTED DIRECTOR 1 NOVEMBER 2018,  
LAST ELECTED 2021 ANNUAL MEETING

**BOARD COMMITTEES:** CHAIR OF THE PEOPLE COMMITTEE

Jon was CEO for the Trade Me Group for 11 years. Prior to joining Trade Me, Jon worked in London for HSBC Investment Bank in a variety of technical and management positions, and has worked for Deloitte Consulting with a focus on telecommunications and financial services.

Jon is also a director of several other companies including Sharesies, Mitre 10 New Zealand, Trade Me Group (through Titan Parent NZ Ltd) and Kiwibank Limited. Jon has a background in engineering and technology. He has a Bachelor of Electrical Engineering (Hons) from the University of Canterbury.



## David Gibson

### Independent Non-Executive Director

**TERM OF OFFICE:** APPOINTED DIRECTOR 20 FEBRUARY 2024

**BOARD COMMITTEES:** MEMBER OF THE AUDIT AND RISK COMMITTEE

David has over 20 years' investment banking experience, including as Co-Head of Investment Banking in New Zealand for Deutsche Bank and Deutsche Craigs where he completed a number of New Zealand's largest M&A and equity transactions, including within the energy sector. He is currently Deputy Chair of Goodman (NZ) Limited and a Director of Freightways, NZME and Rangatira Limited. He is a former director of Trustpower. David holds a Bachelor of Laws (Honours) and Bachelor of Commerce from the University of Canterbury.

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# Venue Location

**The Maritime Room  
Princes Wharf  
Viaduct Harbour  
Auckland CBD**

Commencing at 9.30am.

- The Maritime Room is located in the heart of Auckland's Viaduct Harbour, a short-walking distance from both Britomart Transport Centre for train and public bus services and the ferry terminal
- There are also two paid parking options nearby:
  - › Downtown Car Park
  - › Princes Wharf Car Park.

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Viaduct  
Basin

Princes Wharf

Princes Wharf  
Car Park

The Maritime Room

P

Lower Hobson Street

Quay Street

Downtown  
Car Park

P

Fanshawe Street

Customs Street

Hobson Street

# How to virtually attend the Annual Shareholder Meeting

- Go to [www.virtualmeeting.co.nz/cen24](http://www.virtualmeeting.co.nz/cen24)
- Login to the portal using your full name, mobile number and email address
- To register to vote, click on the “get a voting card” box at the top of the webpage, then enter your:
  - › shareholder number; or
  - › proxy number (if you are an appointed proxy, a proxy number will be sent to you)
- To ask a question, click on the “ask a question” box and follow the instructions on screen. You must register to vote before you can ask a question.

For more detailed instructions on how to attend the Annual Shareholder Meeting, see [https://bcast.linkinvestorservices.co.nz/MUFG/MUFG\\_VirtualMeetingGuide.pdf](https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.pdf)

If attending virtually, we recommend you commence the login process at least 15 minutes before the meeting is due to begin.



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Contact Energy Limited

## Lodge your proxy

### ONLINE

[vote.linkmarketservices.com/CEN](https://vote.linkmarketservices.com/CEN)

### SCAN & EMAIL

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

Please use "Contact Proxy Form" as the subject for easy identification

### MAIL

MUFG Corporate Markets  
(formerly Link Market  
Services Limited)  
PO Box 91976  
Victoria Street West  
Auckland 1142

### DELIVER

MUFG Corporate Markets  
(formerly Link Market  
Services Limited)  
Level 30, PWC Tower  
15 Customs Street West  
Auckland, 1010

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

### GENERAL ENQUIRIES

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

## Proxy form for Contact's 2024 Annual Shareholder Meeting

The annual meeting of shareholders of Contact Energy Limited (Contact) will be held on Wednesday 13 November 2024 at 9.30am at the Maritime Room, Princes Wharf, Viaduct Harbour, Auckland CBD, New Zealand.

Shareholders also have the option to attend virtually.

### ATTENDING THE MEETING

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

If you plan to attend the annual meeting virtually, you can join via an online platform provided by Contact's share registry at [www.virtualmeeting.co.nz/cen24](https://www.virtualmeeting.co.nz/cen24) and will be able to vote and ask questions during the meeting. Please note, you will require your CSN/Holder Number for verification purposes.

### PROXY APPOINTMENT

1. If you do not plan to attend the 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 lodgment instructions above, to Contact's share registry, MUFG Corporate Markets (formerly Link Market Services), or lodge your proxy online at [vote.linkmarketservices.com/CEN](https://vote.linkmarketservices.com/CEN) by no later than 9.30am on Monday 11 November 2024.
2. Any corporation that is a shareholder of Contact may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.
3. 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.

4. The Chair 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 in 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 and will be required to abstain. The Chair and Directors intend to vote all discretionary proxies in favour of resolutions 1 to 4, except that the Directors standing for re-election or election will abstain from voting discretionary proxies in respect of their own appointment.
5. If you complete the proxy form in full but do not name a person as your proxy or your proxy does not attend the meeting, the Chair of the Meeting will act as your proxy and vote in accordance with your express direction.

### 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, this Proxy Form may be signed by either, or on behalf of, the joint shareholders (or their duly authorised attorney).
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 on- revocation of the POA must be produced to Contact with this form.
10. If you have any questions about appointing your proxy, please call MUFG Corporate Markets (formerly 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](https://vote.linkmarketservices.com/CEN) to lodge your proxy or please **TURN OVER** to complete the Proxy Form.

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# 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:

OR FAILING HIM/HER:

FULL NAME

FULL NAME

EMAIL

EMAIL

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 9.30 am on Wednesday 13 November 2024, 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 Chair 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

### ORDINARY RESOLUTIONS

1. That Sandra Dodds be re-elected as a director of Contact.
2. That Jon Macdonald be re-elected as a director of Contact.
3. That David Gibson be elected as a director of Contact.
4. That the directors be authorised to fix the fees and expenses of the auditor.

FOR

AGAINST

ABSTAIN

PROXY  
DISCRETION

**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

SHAREHOLDER 2

SHAREHOLDER 3

OR A DULY AUTHORISED OFFICER  
OR ATTORNEY

OR A DULY AUTHORISED OFFICER  
OR ATTORNEY

OR A DULY AUTHORISED OFFICER  
OR ATTORNEY

Day time telephone: \_\_\_\_\_ signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024

### 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:

\_\_\_\_\_