



# OUR ANNUAL SHAREHOLDERS' MEETING.

As an owner of Mercury NZ Limited, you are invited to our Annual Shareholders' Meeting.

Our 2023 Annual Shareholders' Meeting is being held as a hybrid meeting – attendance is available in person, or online via webcast.

- DATE:** Tuesday 19 September 2023
- TIME:** 1:00pm (NZ time)
- IN PERSON:** Hyundai Marine Sports Centre,  
8/10 Tāmaki Drive,  
Ōrākei, Auckland 1071
- VIRTUAL:** You can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>
- To access the meeting:
- click 'Go' under the Mercury meeting
  - click 'Join Meeting Now'
  - Select 'Shareholder' on the login screen and enter your **CSN/ Securityholder Number and post code** (or country of residence if outside of New Zealand)

# BUSINESS.

- A. CHAIR'S WELCOME AND FINANCIAL AND STRATEGIC OVERVIEW
- B. CHIEF EXECUTIVE'S REPORT ON EXECUTION OF STRATEGY
- C. EXECUTIVE PRESENTATIONS ON KEY BUSINESS ACTIVITY
- D. ORDINARY RESOLUTIONS

The following ordinary resolutions will be voted on at the meeting:

## RESOLUTION 1: RE-ELECTION OF HANNAH HAMLING

That Hannah Hamling, who retires and is eligible for re-election, be re-elected as a director of the company.

## RESOLUTION 2: RE-ELECTION OF SCOTT ST JOHN

That Scott St John, who retires and is eligible for re-election, be re-elected as a director of the company.

## RESOLUTION 3: ELECTION OF ADRIAN LITTLEWOOD

That Adrian Littlewood (appointed by the Board as a director with effect from 1 August 2023), who retires and is eligible for election, be elected as a director of the company.

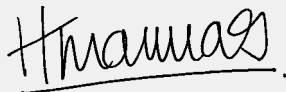
## RESOLUTION 4: ELECTION OF MARK BINNS

That Mark Binns (appointed by the Board as a director with effect from 1 September 2023), who retires and is eligible for election, be elected as a director of the company.

## E. OTHER BUSINESS

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

By order of the Board



HOWARD THOMAS // COMPANY SECRETARY

21 August 2023

# EXPLANATORY NOTES.

## RESOLUTION 1:

### RE-ELECTION OF HANNAH HAMLING AS DIRECTOR

Under the NZX Listing Rules, a Mercury director must not hold office (without re-election) past the third Annual Shareholders' Meeting following the director's appointment, or 3 years, whichever is longer. If they wish, they may seek re-election.

Hannah Hamling is retiring in 2023 and is seeking re-election. Hannah is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for re-election with the unanimous support of the Board.



**HANNAH HAMLING**  
APPOINTED FEBRUARY 2020  
Last elected September 2020

Hannah Hamling was appointed a director of Mercury in February 2020 and is a member of the Risk Assurance and Audit Committee.

Hannah is an environmental scientist with a particular interest in sustainable development and resilience. Until January 2020, she was President of the Asia Pacific Region and Global Sustainable Development Leader for Golder, a Canadian global ground engineering and environmental science company. Before joining Golder, Hannah was Managing Director of New Zealand environmental consultancy firm Kingett Mitchell. Hannah has an extensive background in consulting, management and board roles across various sectors including electricity, construction and water management.

## RESOLUTION 3:

### ELECTION OF ADRIAN LITTLEWOOD AS DIRECTOR

Under the NZX Listing Rules, any person appointed as a Mercury director by the Board must retire at our next Annual Shareholders' Meeting. If they wish, they may seek election.

Adrian Littlewood was appointed as a director by the Board with effect from 1 August 2023 and is therefore required to retire at the 2023 Annual Shareholders' Meeting. Adrian is eligible and is seeking election.

Adrian is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for election with the unanimous support of the Board.



**ADRIAN LITTLEWOOD**  
APPOINTED WITH EFFECT FROM  
1 AUGUST 2023

Adrian is an experienced business leader with a wealth of experience leading one of New Zealand's largest listed companies including experience with large scale project management, strategic development of customer-focused solutions, and navigating uncertain and rapidly changing environments.

Adrian's executive career included 12 years at Auckland International Airport, nine of these as CEO. Before that he held senior roles across strategy, operations, product and marketing with Telecom New Zealand. Previous governance roles include acting as the New Zealand chair of the Australia/New Zealand Leadership Forum, chair of the NZ Airports Association, a director of North Queensland Airports and Tourism Industry Aotearoa.

Adrian will bring to the Mercury Board commercial business experience, extensive large organisation and cultural leadership experience and experience in major project investment and stakeholder relationships.

## RESOLUTION 2:

### RE-ELECTION OF SCOTT ST JOHN AS DIRECTOR

Under the NZX Listing Rules, a Mercury director must not hold office (without re-election) past the third Annual Shareholders' Meeting following the director's appointment, or 3 years, whichever is longer. If they wish, they may seek re-election.

Scott St John is retiring in 2023 and is seeking re-election. Scott is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for re-election with the unanimous support of the Board.



**SCOTT ST JOHN**  
APPOINTED SEPTEMBER 2017  
Last re-elected September 2020

Scott St John was appointed a director of Mercury in September 2017 and

is the Chair of the People and Performance Committee and a member of the Nominations Committee.

Scott has an extensive background in investment advisory and capital markets. Scott is Chair of Fisher & Paykel Healthcare Corporation and a director of Fonterra Cooperative Group, ANZ Bank New Zealand, and Next Foundation. He was formerly a member of the Capital Markets Development Taskforce and the Financial Markets Authority Establishment Board, and was Chancellor of the University of Auckland. He was the Chief Executive of First NZ Capital from 2002 to 2017.

## RESOLUTION 4:

### ELECTION OF MARK BINNS AS DIRECTOR

Under the NZX Listing Rules, any person appointed as a Mercury director by the Board must retire at our next Annual Shareholders' Meeting. If they wish, they may seek election.

Mark Binns was appointed as a director by the Board with effect from 1 September 2023 and is therefore required to retire at the 2023 Annual Shareholders' Meeting. Mark is eligible and is seeking election.

Mark is an Independent Director (as determined by the Board, applying the definition in the NZX Listing Rules) and stands for election with the unanimous support of the Board.



**MARK BINNS**  
APPOINTED WITH EFFECT FROM  
1 SEPTEMBER 2023

Mark is an experienced director and business leader with extensive operational experience at the highest levels in the New Zealand energy and construction sectors.

Mark was CEO of Meridian Energy from 2012 – 2017 and before that spent 22 years with Fletcher Building, including 15 years as CEO of the Construction and Infrastructure division. He currently chairs Crown Infrastructure Partners and Hynds Limited and is a director of Auckland International Airport.

Mark will bring to the Mercury Board strong commercial experience including in the energy industry, wholesale markets trading experience and experience in major project investment.

# IMPORTANT INFORMATION

**PERSONS ENTITLED TO VOTE:** Voting on all resolutions put before the meeting will be by poll. **Voting entitlements for the meeting will be fixed as at 5pm (NZ time) on Friday 15 September 2023.** Only people registered as shareholders at that time will be able to vote at this meeting and only on their shareholdings at that time.

**HOW TO ATTEND THE MEETING:** Shareholders can attend the meeting in person at Hyundai Marine Sports Centre, Ōrākei, Auckland or virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Mercury meeting and then click 'Join Meeting Now'. Select 'Shareholder' on the login screen and **enter your CSN/Securityholder Number** and post code (or country of residence if outside of New Zealand). 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 enclosed 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.

**PROXIES AND CORPORATE REPRESENTATIVES:** Any shareholder entitled to vote at the meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote on their behalf. A proxy does not have to be a Mercury shareholder. You may appoint the Chair of the meeting or any director as your proxy. The Chair of the meeting and the directors will vote in favour of resolutions marked "Proxy's Discretion", even if they have an interest in the outcome of the resolution. If you've ticked the "Proxy's Discretion" box and your named proxy does not attend the meeting or you haven't named a proxy, the Chair of the meeting will act as your proxy.

**POSTAL VOTING:** You can cast a postal vote instead of attending the meeting in person or appointing a proxy to attend. Howard Thomas, the Company Secretary, has been authorised by the Board to receive and count postal votes at the meeting.

**PROXY AND POSTAL VOTING FORM:** A Voting/Proxy Form is attached to this Notice of Meeting. **Completed Voting/Proxy Forms must be received at Computershare Investor Services, no later than 1:00pm (NZ time) on Sunday 17 September 2023.** Any Voting/Proxy Form received after that time will not be valid for the meeting. Please see the Voting/Proxy Form for more information on how to return your proxy or postal vote.

**ONLINE PROXY AND POSTAL VOTING:** Proxy appointments or postal votes can be lodged online at [www.investorvote.co.nz](http://www.investorvote.co.nz). To vote online you must enter your CSN/Securityholder Number, post code/country of residence and the secure access Control Number that is located on the front of your Voting/Proxy Form or advised via the link in the email notification you received.

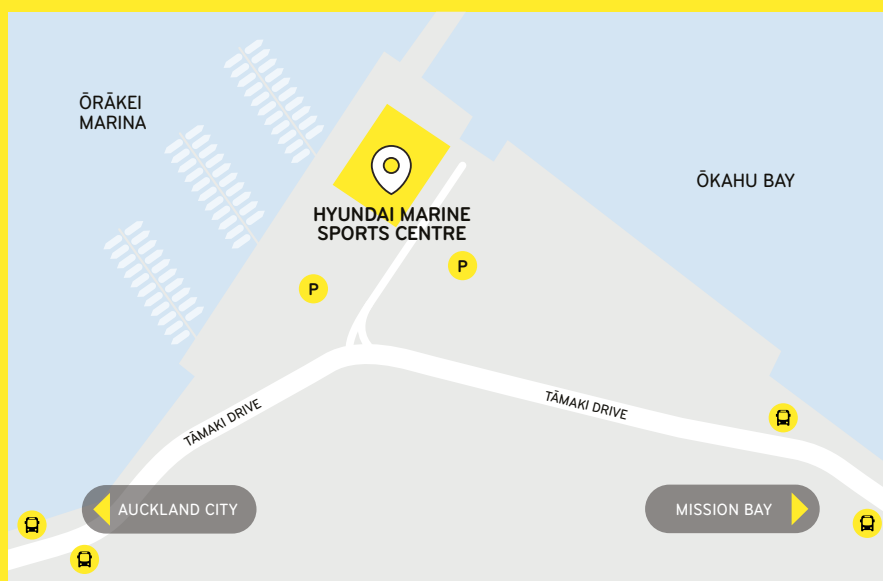
**RESOLUTIONS:** To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online. Resolutions 1, 2, 3 and 4 are ordinary resolutions, meaning they can be approved by a simple majority (more than 50%) of the votes cast.

**SHAREHOLDER QUESTIONS:** Shareholders attending in person or using the online platform will have the opportunity to ask questions during the meeting. If you cannot attend the meeting but would like to ask a question, you can submit these by returning with your Voting/Proxy Form or by going to [www.investorvote.co.nz](http://www.investorvote.co.nz) and completing the online validation process.

## > DIRECTIONS TO HYUNDAI MARINE SPORTS CENTRE

**HYUNDAI MARINE SPORTS CENTRE**  
**8/10 TĀMAKI DRIVE**  
**ŌRĀKEI, AUCKLAND**

- **Parking:** There will be free parking at the venue.
- **Bus stops:** There are bus stops on either side of Tāmaki Drive approximately 500m from the entrance to the venue in each direction.
- **Taxis:** Taxis will be allowed to drive in and drop passengers off at the front of the venue at reception.



## RSVP > ANNUAL SHAREHOLDERS' MEETING

To help with our planning, please let us know if you would like to attend our Annual Shareholders' Meeting. All you need to do is register by:

- emailing [mercury@computershare.co.nz](mailto:mercury@computershare.co.nz) with your CSN / Securityholder Number. Please indicate in your email if you wish to be accompanied by your spouse, partner or companion (only one guest per shareholder); OR
- tick the boxes to the right and send this form back to us in the free-post envelope enclosed.

The meeting is being held at Hyundai Marine Sports Centre, Ōrākei, Auckland, on Tuesday 19 September 2023 starting at 1:00pm.

### PLEASE TICK:

- ☐ Yes, I will attend the meeting in person
- ☐ I wish to be accompanied by my spouse, partner or companion (only one guest per shareholder)

Shareholder name: \_\_\_\_\_

#### **NOTICE OF REPORT AVAILABILITY**

Our Annual and Interim Reports are, or will be, available on our website [www.mercury.co.nz/investors](http://www.mercury.co.nz/investors)  
If you would like to receive free printed copies or electronic copies of our Annual and Interim Reports,  
please email [ecomms@computershare.co.nz](mailto:ecomms@computershare.co.nz) at any time.

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