



MANAWA ENERGY

# Notice of 2023 Annual Shareholder Meeting



The 2023 Annual Shareholder Meeting for Manawa Energy Limited ("Manawa Energy") will be held on **Thursday 27 July 2023 at 2pm.**

This will be a hybrid meeting, and shareholders can attend online via Computershare's virtual meeting platform or in person at **The Yacht Club, 90 Keith Allen Drive, Sulphur Point, 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 2023 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 Phillippa Harford be elected as a director of Manawa Energy.  
**Resolution 2:** That Joe Windmeyer be 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



**Catherine Thompson**  
Company Secretary  
28 June 2023



## Explanatory notes

### **Resolutions 1 and 2 –**

#### **Election of Phillippa Harford and Joe Windmeyer**

Directors appointed by the Board to fill casual vacancies during the year are required to retire at the next annual meeting following their appointment and seek election by shareholders. Accordingly, Phillippa Harford and Joe Windmeyer are both standing for election.

The Board has determined that Phillippa Harford is not an independent director because of her association with Infratil Limited. She stands for election with the unanimous support of the Board.

The Board has determined that Joe Windmeyer is not an independent director because of his association with Infratil Limited and his position as a partner at Russell McVeagh, a provider of material professional services to Manawa Energy. He stands for election with the unanimous support of the board.

Brief biographical details for Phillippa and Joe 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

### **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 **2pm on Tue 25 July 2023**.

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 or by fax to +64 9 488 8787.

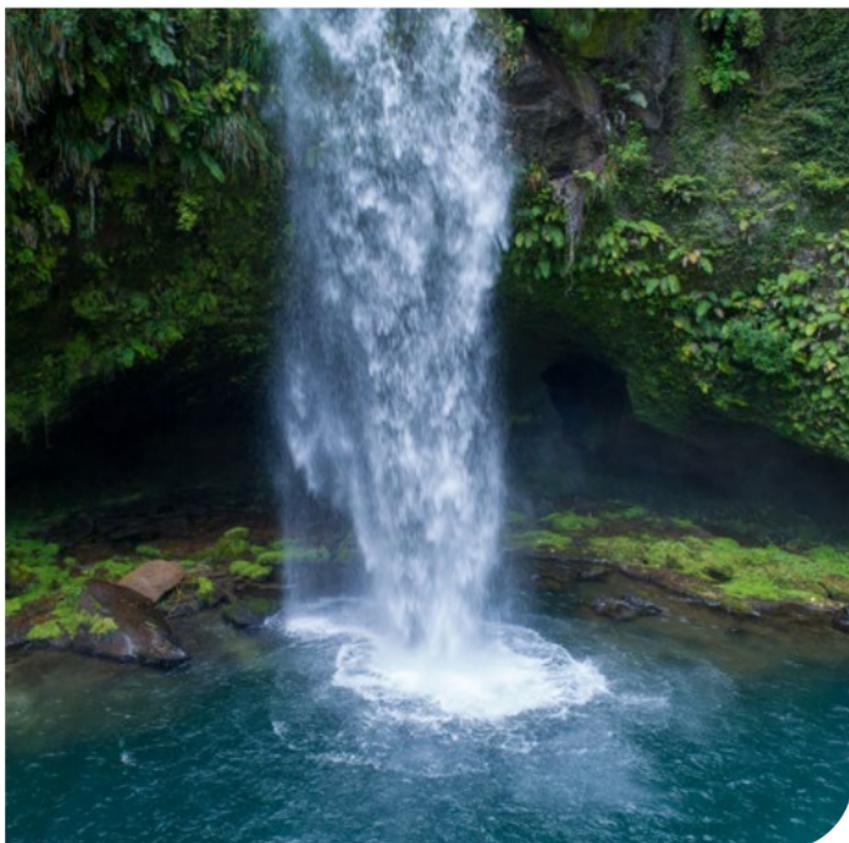
Alternatively, shareholders can appoint a proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz). Online proxy appointments must also be received by **2pm on 25 July 2023**. If you wish to appoint a proxy to attend online via the Computershare meeting platform on your behalf, please 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 8.30am and 5.00pm Monday to Friday or by email to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).



## Phillippa Harford

Director



Phillippa Harford is currently the CFO of Infratil, responsible for financial and management reporting, tax compliance, strategy, treasury and risk. She is also a partner at Morrison & Co, a director of One NZ and RetireAustralia, and a trustee of the Wellington Regional Stadium Trust. She won CFO of the Year at the 2022 Deloitte Top 200 Awards.

## Joe Windmeyer

Director



Joe Windmeyer is a partner in the corporate advisory team at Russell McVeagh, specialising in corporate and commercial law. He has 30 years of experience advising clients in the energy sector. He has been named 'Lawyer of the Year' for Corporate Governance and Compliance Practice in the 2024 Best Lawyers New Zealand Guide.