

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2022 Annual Shareholder Meeting of Genesis Energy Limited will be held on

**Friday 14 October 2022,
commencing at 10:00am**

Join us in person or online at:

Physical: The Maritime Room, Princes Wharf, Auckland CBD, Auckland

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

The Maritime Room will be open for registrations at 9:00am.

Light refreshments will be available prior to the start of the meeting, from 9:30am.

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

Important dates and times

All times are in New Zealand Standard Time.

**Vote-eligibility date for voting entitlements
for the Annual Shareholder Meeting:**

Tuesday 11 October 2022, close of trading.

Latest time for receipt of proxy voting forms:

Wednesday 12 October 2022, 10am

Annual Shareholder Meeting:

Friday 14 October 2022, 10am

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 10.00am.

A. Chairman's Address

B. Chief Executive's Review

C. Shareholder Questions

D. Ordinary Resolutions

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

1. Re-election of Tim Miles

That Tim Miles be re-elected as a Director of the Company.

2. Re-election of Paul Zealand

That Paul Zealand be re-elected as a Director of the Company.

3. Re-election of Catherine Drayton

That Catherine Drayton be re-elected as a Director of the Company.

4. Election of Hinerangi Raumati-Tu'ua

That Hinerangi Raumati-Tu'ua be elected as a Director of the Company.

5. Election of Warwick Hunt

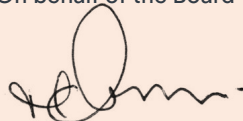
That Warwick Hunt be elected as a Director of the Company.

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

22 September 2022

COVID-19 implications

Genesis Energy continues to monitor the situation with regard to the COVID-19 pandemic. 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 in only a virtual format. 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.

Explanatory Notes

Resolutions 1 - 5:

Re-election of Tim Miles, Paul Zealand and Catherine Drayton and election of Hinerangi Raumati-Tu'ua and Warwick Hunt.

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. Tim Miles, Paul Zealand and Catherine Drayton were last elected at the Company's 2019 Annual Shareholder Meeting and therefore will retire from office at this year's Annual Shareholder Meeting. Being eligible, each of Tim Miles, Paul Zealand and Catherine Drayton offers themselves for re-election.

Hinerangi Raumati-Tu'ua was appointed as a Director by the Board in March 2022. Warwick Hunt was appointed as a Director by the Board in September 2022. NZX Listing Rule 2.7.1 requires that a Director of the Company appointed by the Board must not hold office without shareholder election past the next Annual Shareholder Meeting following their appointment as a Director. Being eligible, Hinerangi Raumati-Tu'ua and Warwick Hunt offer themselves for election.

The Board has determined that each of the Directors are Independent Directors as defined in the NZX Listing Rules.

Brief biographies of each Director are provided below.

The Board of Genesis Energy confirms its support for the re-election of each of Tim Miles, Paul Zealand and Catherine Drayton, and the election of Hinerangi Raumati-Tu'ua and Warwick Hunt, and recommends that you vote in favour of the resolutions at the meeting.



Tim Miles

BA

Tim Miles joined the Genesis Board in November 2016 and is Chairman of the Company's Human Resources and Remuneration Committee and a member of the Company's Nominations Committee.

Tim began his career with IBM and later joined Data General Corporation, rising to Director of Marketing – Asia Pacific. He then joined Unisys Corporation in various senior executive roles before taking up roles as the Chief Executive Officer of Vodafone New Zealand, the Chief Executive Officer of Vodafone UK and the Vodafone Group Chief Technology Officer.

Upon returning to New Zealand, Tim was Managing Director of listed agricultural group PGG Wrightson before taking up a role as Chief Executive Officer of Spark Digital, playing a key role in the transition of Spark to become New Zealand's leading digital services provider.

Tim is a director of Nyriad, Chairman of Gut Cancer Foundation and ASX listed company oOh! Media Limited. Tim has also served as a director of UDC Finance, Goodman Property and Chair on the Advisory Boards of Revera Limited and the CCL Group.



Paul Zealand

BSc Mech. Eng (Hons), MBA

Paul Zealand joined the Genesis Board in October 2016 and is a member of the Company's Human Resources and Remuneration Committee and the Nominations Committee.

Paul is a professional Director, and is currently Chairman of Port Nelson Limited, a director of Channel Infrastructure NZ Limited (formerly The New Zealand Refining Company Limited) and a director of Lochard Energy.

Paul has over 40 years' international experience in the oil and gas sector. His executive roles included Country Chairman of Shell New Zealand and Chief Executive Officer of the upstream oil and gas business of Origin Energy in Australia. Through these roles Paul developed skills in strategic business management, health and safety, and environmental management, operational risk and the commercial management of complex assets.



Catherine Drayton

BCom, LLB, FCA

Catherine joined the Genesis Board in March 2019. She is Chairman of the Company's Audit and Risk Committee.

Catherine brings extensive governance experience to Genesis Energy. She is currently the Chair of Christchurch International Airport Limited, Chair of Guardians of New Zealand Superannuation as well as being a director of Southern Cross Healthcare Limited, Southern Cross Benefits Limited, and Director and Trustee of Southern Cross Medical Care Society. Her former directorships include Ngai Tahu Holdings Corporation Limited, Beca Group Limited, Powerbyproxi Limited and Meridian Energy Limited.

Catherine's executive career as a senior partner in PricewaterhouseCoopers, specialising in mergers and acquisitions, culminated in leading that company's Assurance and Advisory practices for Central and Eastern Europe (excluding Russia). Catherine is a Fellow of Chartered Accountants New Zealand and Australia.



Hinerangi Raumati-Tu'ua

BMS, MMS, FCA, MNZM

Hinerangi joined the Genesis Board in March 2022. She is a professional company director with extensive Board experience and is a member of the Company's Audit and Risk Committee.

Hinerangi is the Chair of Tainui Group Holdings Limited, Te Pou Herenga Pakihi Limited and Te Kīwai Mauī o Ngāruahine Limited. She also serves on the Boards of a number of entities, including Watercare Services Limited and Te Pūia Tāpapa GP Limited, and is an executive committee member of Waikato-Tainui.

She has previously held governance roles in a range of entities, including Aotearoa Fisheries Limited (Moana NZ) (as Chair), Sealord Group Limited, Parininihi Ki Waitōtara Incorporation (as Chair), Venture Taranaki Trust, Port Nicholson Fisheries Limited, Te Ohu Kai Moana Trustee Limited, Auckland Council Investments Limited, Public Trust, and Waikato Community Trust.

In addition to her commercial, investment and corporate governance background, Hinerangi has focused on the development of post settlement commercial entities and commercial frameworks with a Te Ao Māori view.

Hinerangi has served as CFO of Tainui Group Holdings and Executive Director Operations at Te Wānanga o Aotearoa. Hinerangi was named Māori Business Woman Leader of the Year in 2016 in the University of Auckland Aotearoa Māori Business Leaders Awards. She served on the Cullen Tax Working Group in 2019.



Warwick Hunt

MNZM, BAcc (Hons), FCA, FKCL

Warwick joined the Genesis Board in September 2022. He is a member of the Company's Audit and Risk Committee.

Warwick brings extensive international leadership and governance experience to Genesis, having worked in Australia, Asia, the Middle East, Africa, the UK and Europe in addition to New Zealand over the last thirty years. He has worked across a range of sectors, including energy, professional services, financial services, agribusiness, and aviation. He has been appointed a director of the Bank of New Zealand effective 1 November 2022 and is presently the Chair of the Advisory Council of Kings College London Business School.

Warwick has served as Territory Senior Partner of PricewaterhouseCoopers New Zealand and Middle East Region and Managing Partner of PricewaterhouseCoopers United Kingdom and Europe Middle East Africa. He is a Fellow of Chartered Accountants Australia and New Zealand and an Honorary Fellow of Kings College London.

Having worked offshore since 2009, Warwick is returning to New Zealand in October 2022.

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, including due to COVID-19 preventing the Annual Shareholder Meeting being held safely, 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 Tuesday 11 October 2022. 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 and follow the prompts in the email you receive from the share registrar, Computershare Investor Services Limited.

Details of how to 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 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 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 Voting Form.

Proxy Voting 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 Voting Form must be received by the Company's share registrar, or the online appointment completed, no later than 10.00am (NZST) on Wednesday 12 October 2022.

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 10.00am (NZST) on Wednesday 12 October 2022.

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's 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 these additional 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: Tim Miles, Paul Zealand, Catherine Drayton, Hinerangi Raumati-Tu'ua and Warwick Hunt will abstain from voting any discretionary proxies given to them relating to their own re-election or election, as applicable.

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

5. Ordinary Resolution

Each of resolutions 1 to 5 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 shareholders entitled to vote and voting on the resolution in person (or virtually) or by proxy or representative.

6. Virtual Participation

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, select 'New Zealand' from the drop-down box, 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.

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 investor.relations@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 Friday 7 October 2022.

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

This year, light refreshments will be available immediately **prior to the meeting**, rather than after the conclusion of the formal part of the meeting.

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