



NOTICE OF 2024 ANNUAL MEETING

VECTOR LIMITED

Notice is given that the 2024 Annual Meeting of Vector Limited will be held in the **World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland, New Zealand, on Thursday 26 September 2024, commencing at 2.00pm.**

PLEASE READ

Notice of 2024 Annual Meeting

The 2024 Annual Meeting of Vector Limited (the Company) will be held in the World Cup Lounge, Level 4, Eden Park, Reimers Avenue, Mount Eden, Auckland, New Zealand, and online through the Computershare Meeting Services web platform <https://meetnow.global/nz>, on Thursday 26 September 2024, commencing at 2.00pm.

AGENDA

A. ORDINARY BUSINESS

Chair's and Group Chief Executive's Reports

Reports from the Chair and the Group Chief Executive on the financial year ended 30 June 2024, including consideration of the financial statements and the audit report. (See Explanatory Note 1, on page 3.)

Election and Re-election of Directors

In October 2023, the board appointed Bruce Hassall as a director of the Company. In accordance with NZX Listing Rule 2.7.1, Bruce Hassall will retire and, being eligible, offers himself for election. The meeting will be asked to consider by ordinary resolution:

1. To elect Bruce Hassall as a director of the Company.

Further, in accordance with NZX Listing Rule 2.7.1, Bruce Turner and Anne Urlwin retire by rotation and, being eligible, offer themselves for re-election. The meeting will be asked to consider by ordinary resolution:

2. To re-elect Bruce Turner as a director of the Company.
3. To re-elect Anne Urlwin as a director of the Company.

(See Explanatory Note 2, on page 3.)

Biographies of Bruce Hassall, Bruce Turner and Anne Urlwin are set out on page 4.

Appointment and Remuneration of Auditor

The meeting will be asked to consider by an ordinary resolution:

4. To record the automatic reappointment of the auditor, KPMG, and to authorise the directors to fix the remuneration of the auditor for the ensuing year.

(See Explanatory Note 3, on page 3.)

B. GENERAL BUSINESS

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

By order of the board



John Rodger
Company Secretary

27 August 2024

PROCEDURAL NOTES

Vector is holding a hybrid Annual Meeting to allow shareholders who are unable to attend in person the opportunity to participate online through the Computershare Meeting Services web platform <https://meetnow.global/nz>. Please refer to page 6 for more information.

If you wish to participate in person, please bring the enclosed Proxy/Voting form or your CSN holder number with you to the meeting.

Ordinary Resolutions:

Ordinary resolutions are required to be approved by a simple majority of more than 50% of votes validly cast at the Annual Meeting.

Shareholders Entitled to Attend and Vote:

Under section 125 of the Companies Act 1993, the board has determined that, for the purposes of voting at the Annual Meeting, only those registered shareholders of the Company as at 5.00pm on Tuesday 24 September 2024, being a day not more than 20 working days before the meeting, shall be entitled to exercise the right to vote at the meeting.

Proxies:

Any shareholder entitled to attend and vote at the meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of the Company. You may appoint the "Chair of the Meeting" as your proxy if you wish. If, in appointing a proxy, you have inadvertently not named someone to be your proxy (either online or on the enclosed proxy form), or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy and will vote in accordance with your express direction. A proxy form accompanies this Notice of Meeting.

Proxy forms must be received at the office of the Company's share registry, Computershare Investor Services Limited, Level 2, 159 Hurstmere Road, Takapuna, Auckland, New Zealand (Private Bag 92119, Auckland 1142), by 2.00pm on Tuesday 24 September 2024. Alternatively, you can appoint a proxy online at www.investorvote.co.nz.

Online proxy appointments must be received by 2.00pm on Tuesday 24 September 2024. Please see your proxy form for further details. The Chair intends to vote all discretionary proxies given to him in favour of resolutions 1 to 4.

Hybrid Meeting:

All shareholders will have the opportunity to attend and participate in the 2024 Annual Meeting either in person or online via an internet connection (using a computer, laptop, tablet or smartphone).

Details of how to participate online are provided on page 6. Shareholders will still be able to appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Hearing Impairment:

If you have a hearing impairment that you would like assistance with during the meeting, please email companysecretary@vector.co.nz prior to 12 September 2024 so Vector can explore options with you.

The directors invite in person attendees at the Annual Meeting to join them for light refreshments at the conclusion of the meeting.

EXPLANATORY NOTES

A. ORDINARY BUSINESS

Explanatory Note 1 – Chair's and Group Chief Executive's Reports

The Chair and the Group Chief Executive will each give a presentation on the financial year ended 30 June 2024. Events occurring after 30 June 2024 will also be discussed.

Explanatory Note 2 – Election and Re-election of Directors

The NZX Listing Rules require that directors appointed by the board retire at the next annual meeting but shall be eligible for election at that meeting. In October 2023, the board appointed Bruce Hassall as a director of the Company. He retires at this Annual Meeting, but, being eligible, offers himself for election. The NZX Listing Rules also require that directors must not hold office (without re-election) past the third annual meeting following the director's appointment or 3 years, whichever is longer. Bruce Turner and Anne Urlwin are subject to rotation under the NZX Listing Rules and they retire by rotation at this Annual Meeting. Being eligible, Bruce Turner and Anne Urlwin offer themselves for re-election. The board has determined that Bruce Hassall, Bruce Turner and Anne Urlwin are Independent Directors (as defined by the NZX Listing Rules). Biographical details for the directors proposed to be elected or re-elected by rotation are set out on page 4.

Explanatory Note 3 – Appointment and Remuneration of Auditor

Section 207T of the Companies Act 1993 provides that a company's auditor is automatically reappointed unless there is a resolution or other reason for the auditor not to be reappointed. The Company wishes KPMG to continue as the Company's auditor, and KPMG has indicated its willingness to do so.

Section 207S of the Companies Act 1993 provides that the fees and expenses of KPMG as auditor are to be fixed by the Company at the Annual Meeting or in such a manner as the Company determines at the Annual Meeting. The board proposes that, consistent with past practice, the auditor's fees should be fixed by the directors.

BIOGRAPHIES



Bruce Hassall

BCom, FCA (CAANZ), CMinstD

Bruce is an experienced director with extensive industry and sectors knowledge across the New Zealand economy in both listed and private companies. He is a Chartered Accountant who has specialist expertise in financial reporting, information system processes, risk management, business acquisitions & capital raising. Bruce is currently the chair of The Farmers' Trading Company Limited and Prolife Group Holdings Limited and is a director of Fonterra Co-operative Group Limited. He was formerly the Chair of Fletcher Building Limited and the Senior Partner and CEO of PwC New Zealand.



Bruce Turner

BE (Hons), ME, BCom

Bruce Turner is a highly experienced senior executive with deep experience across the dairy and energy sectors, both in New Zealand and internationally. Working in the energy industry for more than 30 years, Bruce was extensively involved in the development of the energy industries in New Zealand, Singapore and Europe. He was a member of NZ Electricity Market (NZEM) despatch rules working group, the NZEM Rules Committee, the MARIA governance board and the Electricity Authority's Security and Reliability Council. This deep understanding of the sector is invaluable as Vector, and the energy industry, navigates the challenges of climate change and increasing demand for clean electricity supply. As well as the Vector board, Bruce's governance experience includes joint venture boards for both Mercury and Fonterra. He is a director of GlobalDairyTrade Holdings Limited and an advisory board member at the University of Colorado's JP Morgan Center for Commodities.



Anne Urlwin

BCom, FCA, CFInstD, MAICD, ACIS, FNZIM

Anne Urlwin is a professional director with experience in a diverse range of sectors including construction, property development, health, infrastructure, telecommunications, renewable energy, regulation and financial services. Her current governance roles include chairmanship of Precinct Properties New Zealand, and directorships of Infratil, Ventia Services Group and City Rail Link. Anne is a former director of Summerset Group Holding, Queenstown Airport Corporation, Tilt Renewables, Chorus, and Meridian Energy, and a former Chair of national commercial construction group Naylor Love Enterprises and the New Zealand Blood Service. She is a Chartered Accountant with experience in senior finance management roles. Anne was made an Officer of the New Zealand Order of Merit in 2022 for services to business.

HOW TO GET THERE

DIRECTIONS TO EDEN PARK FROM THE SOUTHERN MOTORWAY:

Take the Khyber Pass Road exit and continue until you reach Symonds Street (750m).

Turn left onto Symonds Street (160m) keep right and continue onto New North Road (500m).

Stay on New North Road (900m) then take a slight left onto Sandringham Road (850m).

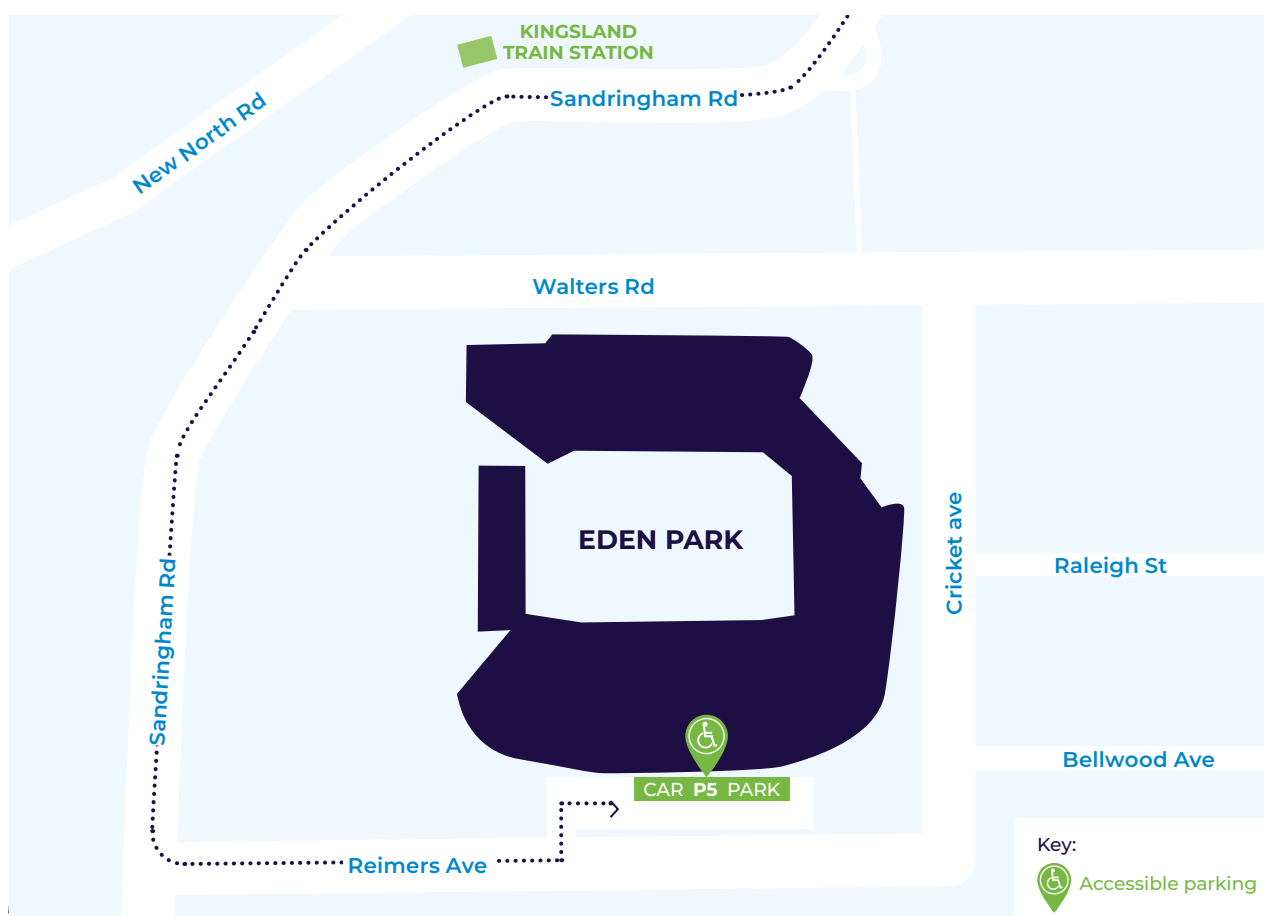
Turn left onto Reimers Ave (400m).

Entry and free parking is available in Car Park P5 off Reimers Avenue, please enter via Gate G. Security will assist with directing you to the nearest available car parking spaces.

Take the lift to Level 4 and enter the World Cup Lounge.

The closest train station is Kingsland train station. For full route, timetable and fare information call Auckland Transport on 09 366 6400 or 0800 10 30 80 or visit www.at.govt.nz/bus-train-ferry

EDEN PARK LOCATION



Eden Park is an accessible venue and there are accessibility carparks available at Eden Park. More information can be found at www.edenpark.co.nz/accessibility

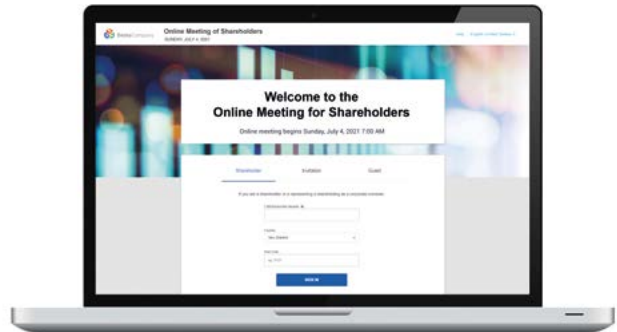
VIRTUAL MEETING

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.



Details of how to participate online are provided in the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz