



LODGE YOUR PROXY

Online:

<https://investorcentre.linkgroup.nz/voting/NWF>

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30,
PwC Tower
15 Customs Street West
Auckland 1010

Mail:

Use the enclosed reply paid envelope or address to:
Link Market Services Limited
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR NZ WINDFARMS LIMITED'S 2023 SPECIAL MEETING

The Special Meeting of Shareholders of NZ Windfarms Limited will be held at **11:00 am on 20 December 2023**, at **Link Market Services Limited (Level 30), PwC Tower, 15 Customs Street West, Auckland 1010**. If you will attend the Meeting, please bring this form to assist with your registration. If you will not attend the Meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to NZ Windfarms' share registry, Link Market Services, by no later than **11:00 am, 18 December 2023**. Shareholders are also able to attend the Special Meeting online via the Link Market Services Virtual Special Meeting platform at <http://www.virtualmeeting.co.nz/NWFSGM23>.

Appointment of proxy

The Chair of the Meeting is willing to act as proxy for any shareholder who wishes to appoint him for that purpose.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each item of business. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. Meridian Energy Limited has agreed that it will not vote on Resolution 1. Pursuant to Listing Rule 6.3.1, Meridian Energy Limited may not vote in favour of Resolution 2

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this form with you to the Meeting** to assist with your registration.

A corporation may appoint a person to attend and vote at the Meeting as its representative in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either, or on behalf of, the joint shareholder (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of Link Market Services Limited, in any manner as per the instructions below.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to investorcentre.linkgroup.nz/voting/NWF to vote or turn over to complete the Proxy Form

PROXY/CORPORATE REPRESENTATIVE FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a shareholder/s of NZ Windfarms Limited hereby appoint:

_____ of _____
(Full Name) (email)

Or _____ of _____
(Full Name) (email)

as my/our proxy to vote for me/us on my/our behalf at the Special Meeting of Shareholders of NZ Windfarms Limited to be held on Monday, 18 December 2023 at 11:00 am and at any adjournment of that meeting and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as above, the proxy will vote on each resolution as he/she sees fit, or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted computing the required majority, for that item.

BUSINESS

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

Business	For	Tick (✓) in box to vote		Discretion
		Against	Abstain	
1. That the Company giving effect to the provisions in the Investors' Agreement described in the notice of this meeting by: <ul style="list-style-type: none">selling to the joint venture established under the Investors' Agreement certain assets of the existing windfarm which are necessary for the repower project including consents, land, wind rights, roading and electrical grid connection infrastructure to the joint venture at financial close;investing in the joint venture as required to enable it to retain up to a 50% interest in the joint venture; andraising equity in the Company's investment vehicle for the joint venture provided that such equity does not result in the Company ceasing to control, or own directly or indirectly more than 50% of, that investment vehicle; be approved	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That the issue by the Company of 43,209,500 ordinary shares to Meridian Energy Limited on 25 October 2023 be ratified.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That the directors be authorised to increase the remuneration per annum of the independent directors of the Company by 4% and of the Chair of the Repower Committee by a further \$10,400 both with effect from 1 July 2023 pursuant to the per position sums shown in the "Proposed Remuneration" column of the table in the explanatory notes of the notice of this meeting.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SHAREHOLDER QUESTIONS

Please submit any questions about the Company that you would like us to respond to at the Company's Special Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If you cannot attend the Special Meeting but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.nz/voting/NWF> and completing the online validation process or complete the question section below and return to Link Market Services. Questions will need to be submitted by **11:00 am 18 December 2023**.

Question:

STEP 4: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

Shareholder 2

Shareholder 3

or duly authorised officer or attorney

or duly authorised officer or attorney

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

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.