

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2025 Annual Shareholder Meeting of Genesis Energy Limited will be held on

**Thursday 16 October 2025,
commencing at 2:00pm**

Join us in person or online at:

Physical: Novotel Christchurch Airport, 30 Durey Road, Christchurch

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

The meeting venue will be open for registrations at 1:00 pm.

Light refreshments will be available prior to the start of the meeting, from 1:00 pm.

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

Important dates and times

All times are in New Zealand Standard Time.

**Eligibility date for attending the
Annual Shareholder Meeting:**

Monday 13 October 2025, close of trading

Latest time for receipt of proxy forms:

Tuesday 14 October 2025, 2:00 pm

Annual Shareholder Meeting:

Thursday 16 October 2025, 2:00 pm

Order of Business

Light refreshments will be available prior to the formal part of the Annual Shareholder Meeting which commences at 2:00 pm.

A. Chairman's address

B. Chief Executive's review

C. Shareholder questions

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

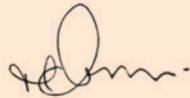
1. Re-election of Catherine Drayton
That Catherine Drayton be re-elected as a Director of the Company.
2. Re-election of Warwick Hunt
That Warwick Hunt be re-elected as a Director of the Company.
3. Re-election of Hinerangi Raumati-Tu'ua
That Hinerangi Raumati-Tu'ua be re-elected as a Director of the Company.
4. Re-election of Tim Miles
That Tim Miles be re-elected as a Director of the Company.
5. Election of David Baldwin
That David Baldwin 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

17 September 2025

Explanatory Notes

Resolutions 1 to 5:

Re-election of Catherine Drayton, Warwick Hunt, Hinerangi Raumati-Tu'ua and Timothy Miles and election of David Baldwin.

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. Catherine Drayton, Warwick Hunt, Hinerangi Raumati-Tu'ua and Timothy Miles were last re-elected at the Company's 2022 Annual Shareholder Meeting and therefore will retire from office at this year's Annual Shareholder Meeting. Being eligible, Catherine Drayton, Warwick Hunt, Hinerangi Raumati-Tu'ua and Timothy Miles offer themselves for re-election.

David Baldwin was appointed as a Director by the Board, with effect from 1 October 2025. 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. Being eligible, David Baldwin offers himself for election.



Catherine Drayton

BCom, LLB, FCA, CFInstD

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

Catherine brings extensive governance experience to Genesis. She is currently the Chair of both Connexa Limited and Mint Innovation Limited, as well as being a director of IAG New Zealand and Warren and Mahoney Limited. Her former governance roles include: Chair of Guardians of New Zealand Superannuation, Chair of Christchurch International Airport Limited, director of Meridian Energy Limited, director of Beca Limited, director of Ngai Tahu Holdings, and director of Powerbyproxi 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).



Warwick Hunt

MNZM, BAcc (with Hons), FCA, FKC

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

Warwick brings extensive international leadership and governance experience to Genesis, having worked in senior professional service and advisory roles in Australia, Asia, the Middle East, Africa, the UK and Europe in addition to New Zealand over the last 30 years. He has worked across a range of sectors, including energy, professional services, financial services, agribusiness, and aviation.

He is Chairman of the Bank of New Zealand, a non-executive director of National Australia Bank (NAB) and an Executive Fellow of Kings College London Business School.

Warwick has served as Territory Senior Partner of PricewaterhouseCoopers (PwC) New Zealand and Middle East Region, and Managing Partner of PwC United Kingdom and Europe Middle East Africa.

He is a Fellow Chartered Accountant (Australia and New Zealand) and an Honorary Fellow of Kings College London.



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 Audit Committee.

Hinerangi is the Chair of Tainui Group Holdings Limited, Te Pou Herenga Pakihi Limited, and Turangawaewae Trust Board. She also serves on the Boards of a number of entities, including Taranaki Iwi Holdings Limited, Guardians of New Zealand Superannuation and is an executive committee member of Waikato-Tainui.

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

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

Hinerangi has served as CFO of Tainui Group Holdings and Executive Director Operations at Te Wananga o Aotearoa. Hinerangi was named Māori Business Woman Leader of the Year in 2016 in the University of Auckland Aotearoa Māori Business Leaders Awards and received the Maori Leadership in Finance award in 2024. She served on the Cullen Tax Working Group in 2019.



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 Chairman of Forty South Limited and a Director of ASX listed company oOh! Media Limited. Tim previously served as a Director of UDC Finance, Goodman Property and Chair on the Advisory Boards of Revera Limited and the CCL Group.



David Baldwin

BE, MBA, GAICD

David joined the Genesis Board in October 2025.

David brings more than 35 years of international leadership and governance experience across Asia-Pacific, Europe, and North America. He has held senior executive and director roles spanning renewables, gas and LNG, utilities, chemicals, and infrastructure asset management. His career includes leadership positions with Contact Energy, Origin Energy, Shell and Berkshire Hathaway Energy. Most recently, David was a Senior Managing Director with Macquarie Asset Management, where he advised and served on the boards of energy, infrastructure and private equity portfolio companies.

David is currently a non-executive director of Energy Development Corporation in the Philippines and Cyrq Energy in the United States, both Macquarie Asset Management portfolio companies.

Board determination of independence and recommendation

The Board has determined that Catherine Drayton, Warwick Hunt, Hinerangi Raumati-Tu'ua, Timothy Miles and David Baldwin are Independent Directors as defined in the NZX Listing Rules. Brief biographies of Catherine Drayton, Warwick Hunt, Hinerangi Raumati-Tu'ua, Timothy Miles and David Baldwin are provided above.

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

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, 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 **Monday 13 October 2025**. 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 or follow the prompts in the email you receive from the share registrar, Computershare Investor Services Limited.

Details of how to attend and 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 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 Form.

Proxy 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 Form must be received by the Company's share registrar, or the online appointment completed, no later than **2.00 pm (NZDT) on Tuesday 14 October 2025**.

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 **2.00pm (NZDT) on Tuesday 14 October 2025**.

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 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, or your name proxy does not attend the meeting, 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 those 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: Catherine Drayton, Warwick Hunt, Hinerangi Raumati-Tu'ua, Timothy Miles and **David Baldwin** will abstain from voting any discretionary proxies given to them in relation to their own re-election or election.

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

5. Resolutions

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 entitled to vote and voting on the resolution in person (or virtually) or by proxy or representative.

Procedural Notes and Other Information (con't)

6. Virtual Participation

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>. To access the meeting, 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. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

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 Thursday 9 October 2025.

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

Light refreshments will be available immediately prior to and after 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