

Genesis Energy Limited Considers Green Capital Bond Offer

Introduction

We are writing to you as a holder of existing Genesis Energy Limited (**Genesis**) capital bonds which are quoted on the NZX Debt Market under the ticker GNE050 (**GNE050 Bonds**). The terms and conditions applicable to your GNE050 Bonds are set out in the capital bonds trust deed originally dated 18 June 2018 (as amended from time to time).

Genesis announced on 19 June 2023 that it is considering making an offer (**Offer**) of 30 year unsecured, subordinated green capital bonds (**New Capital Bonds**) to New Zealand investors.

It is expected that full details of the Offer will be released on 26 June 2023, when the Offer is expected to open.

Suspension of trading of GNE050 Bonds

If the Offer is made, to allow for an orderly settlement and redemption process, it is expected that trading in all GNE050 Bonds will be suspended from market close on the date on which the new Offer opens (expected to be 26 June 2023). This suspension would cease if the bookbuild for the Offer is unsuccessful (and accordingly Genesis does not elect to redeem the GNE050 Bonds).

Redemption of GNE050 Bonds on the first reset date (17 July 2023)

If the bookbuild for the Offer is successful, Genesis will issue a redemption notice in respect of the GNE050 Bonds on or about 30 June 2023 in order to redeem the GNE050 Bonds on 17 July 2023 (being the first business day after the scheduled reset date of 16 July 2023, which is a Sunday) that are not otherwise redeemed earlier under the exchange mechanism described below. For each GNE050 Bond redeemed on 17 July 2023, Genesis will pay to the relevant GNE050 Bondholder an amount equal to the principal amount of the GNE050 Bond (NZ\$1.00) plus the final quarterly interest payment.

Genesis will publish the notice of redemption via NZX and also email or, as applicable, post you a copy.

If the Offer is not made or the bookbuild is otherwise unsuccessful, Genesis will not exercise its option to redeem the GNE050 Bonds on 17 July 2023 and the exchange mechanism described below will not apply.

Exchange mechanism

If the bookbuild for the Offer is successful, holders of GNE050 Bonds that are held through a custodial account (and who wish to re-invest in the New Capital Bonds) (**Custodial GNE050 Bondholders**) may be able to exchange all or some of their GNE050 Bonds for an equal number of New Capital Bonds on the issue date of the New Capital Bonds (expected to be 10 July 2023) (**Issue Date**) (on a one-for-one basis at a face value of NZ\$1.00). This mechanism will only be available to a Custodial GNE050 Bondholder if:

- (a) the Custodial GNE050 Bondholder receives an allocation of New Capital Bonds from a participant in the bookbuild for the Offer; and
- (b) Genesis and the relevant participant (acting on the authorisation of the relevant Custodial GNE050 Bondholder) have agreed to the exchange.

For any GNE050 Bonds that are exchanged on the Issue Date (**Exchanged GNE050 Bonds**), Genesis will:

- (a) redeem the Exchanged GNE050 Bonds on the Issue Date (rather than on 17 July 2023 as described above under the heading "Redemption of GNE050 Bonds on the first reset date");
- (b) retain the principal redemption amount of the Exchanged GNE050 Bonds and apply this amount to pay the issue price of an equal number of New Capital Bonds that are issued on the Issue Date to the relevant custodian (that maintains the custodial account on behalf of its Custodial GNE050 Bondholders participating in the exchange mechanism); and

- (c) pay a final interest payment on the Exchanged GNE050 Bonds for the period from (and including) the previous interest payment date for the Exchanged GNE050 Bonds (16 April 2023) to (but excluding) the Issue Date.

No additional amounts will be payable by a holder for any New Capital Bonds that are issued under this exchange mechanism. Genesis' obligation to redeem the Exchanged GNE050 Bonds will be satisfied once it has issued the relevant number of New Capital Bonds and paid the final interest payment referred to in paragraph (c) above.

For the avoidance of doubt, the exchange mechanism will not restrict a Custodial GNE050 Bondholder from seeking to apply for more or less New Capital Bonds than the number of GNE050 Bonds held by the Custodial GNE050 Bondholder.

Other information

If the Offer is made, all of the New Capital Bonds will be reserved for clients of the Joint Lead Managers, NZX participants and other financial intermediaries. There will be no public pool.

Accordingly, if you are interested in investing in the New Capital Bonds (including under the exchange mechanism described above), you can register your interest in the Offer and receive further information by contacting one of the Joint Lead Managers (Bank of New Zealand, Craigs Investment Partners and Forsyth Barr) or your usual financial adviser. Indications of interest will not constitute an obligation or commitment of any kind. No money is currently being sought and applications for the New Capital Bonds cannot currently be made.

If the Offer is made, it will be made pursuant to the Financial Markets Conduct Act 2013 as an offer of debt securities of the same class as existing quoted debt securities. The New Capital Bonds are expected to be quoted on the NZX Debt Market.

Registrar:

Computershare Investor Services Limited
Private Bag 92119
Victoria Street West Auckland 1742
Telephone (09) 488 8777
Email: enquiry@computershare.co.nz

Joint Lead Managers:

Bank of New Zealand - 0800 284 017
Craigs Investment Partners Limited - 0800 226 263
Forsyth Barr Limited - 0800 367 227