

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2024 Annual Shareholder Meeting of Genesis Energy Limited will be held on

**Tuesday 15 October 2024,
commencing at 2:00pm**

Join us in person or online at:

Physical: Intercontinental Hotel, 2 Grey Street, Wellington

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:**

Friday 11 October 2024, close of trading.

Latest time for receipt of proxy forms:

Sunday 13 October 2024, 2:00 pm

Annual Shareholder Meeting:

Tuesday 15 October 2024, 2:00 pm

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 2:00 pm.

A. Chairman's address

B. Chief Executive's review

C. Shareholder questions

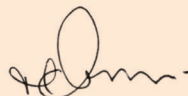
D. To consider and, if thought fit, pass the following ordinary resolutions:

1. Re-election of Barbara Chapman
That Barbara Chapman be re-elected as a Director of the Company.
2. Re-election of James Moulder
That James Moulder be re-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

9 September 2024

Explanatory Notes

Resolutions 1 and 2:

Re-election of Barbara Chapman and James Moulder

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. Chairman Barbara Chapman and James Moulder were last re-elected at the Company's 2021 Annual Shareholder Meeting and therefore will retire from office at this year's Annual Shareholder Meeting. Being eligible, Barbara Chapman and James Moulder offer themselves for re-election.



Barbara Chapman

CNZM, BCOM, CMINSTD

Barbara Chapman joined the Genesis Energy Board in May 2018 and assumed the role of Chairman in October 2018.

Barbara is also the Chair of NZME and the acting Chair of Fletcher Building and is the deputy-Chair of The New Zealand Initiative. Barbara is also a director of the Bank of New Zealand.

Barbara served as Chief Executive and Managing Director of ASB Bank for seven years and has worked in a variety of financial services executive roles in New Zealand and Australia. She is a former Chair of Oxfam New Zealand, a former director of IAG New Zealand, has served on the Board of Supervisors for Oxfam International and is a previous Chair of both the New Zealand Equal Opportunities Trust and the APEC CEO Summit Committee and a previous co-Chair of the APEC Business Leadership Group.

Barbara was named New Zealand Herald's Business Leader of the Year in 2017 and was named the inaugural INFENZ Diversity and Inclusion Leader in 2018.

Barbara was awarded a Companion of the New Zealand Order of Merit (CNZM) for services to business in the 2019 New Year Honours List.



James Moulder

BA, BCA

James Moulder joined the Genesis Energy Board in October 2018 and is a member of the Company's Audit and Risk Committee.

James has strong governance experience having held a number of non-executive board and advisory board positions.

He was Chairman of the Electricity Authority's Market Development Wholesale Advisory Group, and previously chaired the NZ Electricity Commission: Market Development Advisory Group.

James' previous directorships include CO2 New Zealand Limited, Rodney Properties Limited and Bosco Connect. He has held executive leadership positions with Mighty River Power, including leading its Mercury Energy business.

More recently, James has been involved in the commercialisation of large data sets in New Zealand, Europe and the US, coupled with the development of a carbon asset management business in Australia.

Board determination of independence and recommendation

The Board has determined that Barbara Chapman and James Moulder are Independent Directors as defined in the NZX Listing Rules. Brief biographies of Barbara Chapman and James Moulder are provided above.

The Board of Genesis Energy confirms its support for the re-election of Barbara Chapman and James Moulder and recommends that you vote in favour of their re-election 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 Friday 11 October 2024. 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 (NZST) on Sunday 13 October 2024.

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 (NZST) on Sunday 13 October 2024.

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, 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: Barbara Chapman and James Moulder will abstain from voting any discretionary proxies given to them in relation to their own re-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 and 2 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 investorrelations@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 Tuesday 8 October 2024.

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.



Lauriston Solar Farm - under construction

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