



NZ Windfarms Ltd
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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2024 Annual Meeting of shareholders of NZ Windfarms Limited (“NWF” or “the Company”) will be held at **Distinction Hotel (Carlton Room), 175 Cuba Street, Palmerston North 4410** on **Thursday, 7 November 2024** and online via the MUFG Corporate Markets (formerly Link Market Services) **web link www.virtualmeeting.co.nz/NWF24**, commencing at **11:00am**.

If the physical meeting has to be cancelled or moved to an alternative venue, NZ Windfarms will provide shareholders with as much notice as is reasonably practicable (no later than a week before the meeting) via the NZX announcements page, the share registrar, and by email to RSVPers.

It is important that shareholders who plan on attending the physical meeting RSVP to info@nzwindfarms.co.nz. Should there be excess attendees, shareholders who respond will be allocated a seat on a first in, first serve basis. In addition, should a physical meeting not be possible, then the Company will contact RSVPers directly to inform them of any changes.

Online Instructions: When participating online, shareholders will require a device to connect to the internet and a valid email address for verification purposes. Online participation details are set out below. If you would like to ask a question via the online platform you will require your shareholder number (CSN).

If you have any questions, or need assistance with the online process, please refer to the Virtual Meeting Guide attached or contact MUFG Corporate Markets (formerly Link Market Services Limited) on +64 9 375 5998 between 8:30am and 5:00pm Monday to Friday.

THE BUSINESS OF MEETING WILL BE:

A. CHAIR'S ADDRESS

B. CHIEF EXECUTIVE'S REVIEW

C. ORDINARY RESOLUTION: The following resolution will be voted on at the meeting:

Remuneration of auditors

That the Board be authorised to fix the fees and expenses of the auditor.

D. OTHER BUSINESS

To consider any other matter raised by a shareholder at the meeting.

On behalf of the Board

Craig Stobo
Chairman

About NZ Windfarms Limited

NZ Windfarms Ltd is a long-term specialist wind farm owner and operator, with its revenue coming from the sale of sustainably generated electricity from its Te Rere Hau wind farm.

The Te Rere Hau wind farm is located on North Range Road in the Tararua Ranges outside of Palmerston North. The wind farm has 91 turbines with a capacity of 45.5 MW producing enough clean energy to power about 16,000 homes, or in excess of half the households in Palmerston North. In comparison to generate the same amount of energy, a gas-fired power plant would emit roughly 64,000 tonnes of carbon dioxide, the same as an additional 23,000 cars on the road.

NZ Windfarms Ltd (NWF) is a public company listed on the NZ Stock Exchange. Up to date share trading information can be obtained from the NZX website.

EXPLANATORY NOTES

Resolution: Remuneration of auditors

BDO is automatically re-appointed as the auditor of the Company under section 207S of the Companies Act 1993. This resolution authorises the Board to fix the fees and expenses of the auditor.

The resolution is an ordinary resolution, meaning that it can be approved by a simple majority (more than 50%) of the votes cast.

Director Rotation

None of the directors of the Company is required to cease to hold office and be re-elected at the 2024 Annual Meeting under the Company's constitution or the NZX Listing Rules.

PROCEDURAL NOTES

PERSONS ENTITLED TO VOTE

Voting entitlements for the meeting will be fixed as at 5:00pm on Tuesday 5 November 2024. Only people registered as shareholders at that time will be able to vote at this meeting and only on their shareholdings at that time.

Voting will be by poll.

There are no voting restrictions on the resolution.

HOW TO ATTEND THE MEETING

Unless the physical meeting has to be cancelled or moved to an alternative venue, shareholders will be able to attend and participate in the Annual Meeting in person at **Distinction Hotel (Carlton Room), 175 Cuba Street, Palmerston North 4410**.

Shareholders may also choose to attend the meeting virtually online through the web link www.virtualmeeting.co.nz/NWF24. By using the web platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information. Shareholders will require a valid email address to access the Virtual Meeting. To ask a question or to vote on resolutions utilising the online web platform, shareholders will require their shareholder number for verification purposes.

PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder entitled to vote at the meeting may appoint a proxy (or representative, in the case of a corporate shareholder) to attend and vote on their behalf. A proxy need not be a NZ Windfarms shareholder. You may appoint the Chair of the meeting as your proxy. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, he will vote in favour of all resolutions.

PROXY FORM

A Proxy Form is enclosed with this Notice of Meeting. Completed Proxy Forms must be received at the office of the Company's share registrar, MUFG Corporate Markets (formerly Link Market Services Limited), by 11:00am on Tuesday 5 November 2024.

Please see the front page of the Proxy Form on how to return your proxy vote.

Shareholders can elect to lodge their proxy appointment online. You will need to go to the website of our share registrar, MUFG Corporate Markets (formerly Link Market Services): <https://investorcentre.linkgroup.nz/voting/NWF>

You will be required to enter your CSN/Holder number and FIN and follow the instructions from there.

In addition, shareholders may return their completed proxy form by scanning and emailing to meetings@linkmarketservices.com

SHAREHOLDER QUESTIONS

Shareholders present will have the opportunity to ask questions using the online platform during the meeting or in person if the physical meeting goes ahead.

If you cannot attend the Annual Meeting but would like to ask a question, you can submit a question online by going to <https://investorcentre.linkgroup.co.nz/voting/NWF> and completing the online validation process or complete the question section of the proxy form and return to MUFG Corporate Markets (formerly Link Market Services). Questions will need to be submitted by 11:00am Tuesday 5 November 2024.

Not all questions may be able to be answered during the meeting. In this case, questions will be followed up after the meeting.

NO CARPARKING

Attendees at the physical meeting will have to make their own car parking arrangements.