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21 October 2025

Meridian Energy Limited.
Notice of Annual Shareholder Meeting.





The Annual Shareholder Meeting (ASM) of Meridian Energy Limited (NZ 938552) (ARBN 151 800 396) will be held at Level 2, 98 Customhouse Quay, Wellington, New Zealand on **Tuesday 21 October 2025**, commencing at **9.30am**. The ASM will also be available virtually through Computershare's Meeting Platform.



Hybrid Meeting

IMPORTANT DATES & TIMES

- ➔ **Close of trading on Friday 17 October**
Vote-eligibility date for voting entitlements for the Annual Shareholder Meeting
- ➔ **Sunday 19 October, 9:30am**
Latest time for receipt of postal votes and proxy forms
- ➔ **Tuesday 21 October 2025, 9.30am**
Annual Shareholder Meeting

All shareholders will have the opportunity to attend and participate in the 2025 Annual Meeting in person or online via an internet connection (using a computer, laptop, tablet or smartphone). Hybrid meetings are accessible on both desktop and mobile devices. In order to participate remotely you will need to visit Computershare's Meeting Platform <https://meetnow.global/nz>

To access the meeting, click 'Go' under the Meridian Energy Limited meeting, then click 'JOIN MEETING NOW'. By using the meeting platform you will be able to watch the meeting, vote and ask questions online using computer, laptop, tablet or smartphone. Please refer to the enclosed 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.

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 Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up. Shareholders will be able to view the presentations, vote on the resolutions and ask questions, by using their own computers or mobile devices. Shareholders will still be able to cast a postal vote or appoint a proxy to vote for them as they otherwise would, by following the instructions on the proxy form and this Notice of Annual Meeting.

Please note that not all questions may be able to be answered during the meeting. Further details of how to participate virtually are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this prior to the ASM.

Shareholders will require their CSN/Securityholder Number, which can be found in their email broadcasts and on their proxy forms for verification purposes.



Business

- A. Chair's address
- B. Chief Executive's review
- C. Shareholder questions
- D. Ordinary business

To consider and, if thought appropriate, pass the following Ordinary Resolutions:

**Resolution 1:
Re-election of Julia Hoare:**

That Julia Hoare, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 2:
Re-election of
Michelle Henderson:**

That Michelle Henderson, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 3:
Re-election of
Najaga Sanatkumar:**

That Nagaja Sanatkumar, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 4:
Re-election of Graham Cockroft:**

That Graham Cockroft, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

For further detail see the Explanatory Note.

Jason Woolley

Company Secretary
19 September 2025



Explanatory notes

Note on director rotations

Julia Hoare, Nagaja Sanatkumar and Michelle Henderson were all initially appointed around the same time in 2019/2020. Graham Cockroft was initially appointed in 2022. In the normal course of director rotations and continuity, going forward, Meridian will endeavour to have re-election terms so that we have no more than two or three Directors either retiring or retiring and standing for

re-election each year. With respect to the directors re-standing this year, assuming the re-elections this year are all approved by shareholders, the current intent is that Julia Hoare and Nagaja Sanatkumar would seek re-election again after only two years in 2027, and Michelle Henderson and Graham Cockroft, in the normal course, would stand again for re-election in three years' time.



Harapaki Wind Farm in full operation, Hawke's Bay.

Explanatory notes

Resolution 1: Re-election of Julia Hoare:

The NZX Listing Rules (**Listing Rules**) require that a Director must not hold office (without re-election) past the third annual meeting following their appointment or three years, whichever is longer.

Accordingly, Julia Hoare retires and offers herself for re-election by shareholders at this ASM.

The Board has determined, in its view, that Julia Hoare is an Independent Director (as defined in the Listing Rules).

JULIA HOARE **BComm, FCA, CFInstD**

Julia Hoare joined the Meridian board in September 2019. Julia is Chair of the Audit and Risk Committee.

Julia has extensive governance, financial, and commercial expertise. She has a very strong governance pedigree and is currently, Chair of Port of Tauranga and Chair of Auckland International Airport. She is also a member of the Chapter Zero New Zealand Steering Committee. During her executive career, Julia was a partner at PwC for two decades where she gained significant sustainability, financial and tax experience.



In addition to significant commercial and financial experience in both the private and public sectors, Julia's skills also span infrastructure, logistics, utilities, and sustainable business practices.



Explanatory notes

Resolution 2: Re-election of Michelle Henderson

The NZX Listing Rules (**Listing Rules**) require that a Director must not hold office (without re-election) past the third annual meeting following their appointment or three years, whichever is longer.

Accordingly, Michelle Henderson retires and offers herself for re-election by shareholders at this ASM.

The Board has determined, in its view, that Michelle Henderson is an Independent Director (as defined in the Listing Rules).

MICHELLE HENDERSON **BE (Hons) and CMIInstD**

Michelle joined the Meridian board in October 2019. Michelle serves on the Safety and Sustainability Committee and the Audit and Risk Committee.

She has extensive engineering and industrial expertise, with more than 20 years of experience in the Australasian heavy industry sector. Michelle is currently on the board of Cycling New Zealand Incorporated, South Port NZ Limited and NZ Post.



Michelle is a former executive of Rio Tinto, both in New Zealand and Australia. She previously held the role of Chief Operating Officer of PowerNet, an electricity distribution company. Michelle has experience in health and safety, infrastructure and risk management. She is currently studying a Masters in Information Governance at the University of Auckland.

Explanatory notes

Resolution 3: Re-election of Nagaja Sanatkumar:

The NZX Listing Rules (**Listing Rules**) require that a Director must not hold office (without re-election) past the third annual meeting following their appointment or three years, whichever is longer.

Accordingly, Nagaja Sanatkumar retires and offers herself for re-election by shareholders at this ASM.

The Board has determined, in its view, that Nagaja Sanatkumar is an Independent Director (as defined in the Listing Rules).

NAGAJA SANATKUMAR **BTech CE, MBA, MSDG, CMInstD**

Nagaja Sanatkumar joined the Meridian Board in January 2020. Nagaja is Chair of the Safety and Sustainability Committee and serves on the People, Remuneration and Culture Committee. She is also Chair of the Cyber Security Committee.

She has an impressive international career with a focus on consumer-facing digital technology at scale, including senior roles at Amazon and Expedia. She has led digital information technology solutions and customer experience innovation for eCommerce retail, travel and financial services, including P&L responsibility for revenue, product design, technology and marketing operations, and information security/customer data privacy compliance. Nagaja led the establishment of the board's Cyber Security Committee, which governs initiatives to prevent, assure, and protect Meridian against the threats of cyber-attacks and loss of critical data.



Nagaja studied Chemical Engineering at IIT Bombay before moving to the US for a consulting role with Deloitte. Nagaja completed her MBA from the University of Washington in 2003 and completed a Masters in Sustainable Development Goals from Massey University in 2023.

Nagaja has over 25 years' global executive and leadership experience. She is also a Director for ANZ Bank New Zealand Limited, Southern Cross Healthcare Limited, Southern Cross Medical Care Society and Tuatahi First Fibre Limited.



Explanatory notes

Resolution 4: Re-election of Graham Cockroft:

The NZX Listing Rules (**Listing Rules**) require that a Director must not hold office (without re-election) past the third annual meeting following their appointment or three years, whichever is longer.

Accordingly, Graham Cockroft retires and offers himself for re-election by shareholders at this ASM.

The Board has determined, in its view, that Graham Cockroft is an Independent Director (as defined in the Listing Rules).

GRAHAM COCKROFT **MCom, Masters in Finance,** **CMIInstD**

Graham Cockroft joined the Meridian Board in July 2022. He serves on the Audit and Risk Committee, the People, Remuneration and Culture Committee and the Cyber Security Committee.

Graham has over 30 years' experience in the international energy industry, with executive roles in the UK, South America, New Zealand and Asia. His experiences have been across the energy chain and under different political, economic and regulatory regimes. He has a strong financial background and extensive experience in strategy and business development.



During his executive career Graham served as Group CFO at SGX-listed Sembcorp Industries Limited, Singapore, CFO and COO at Contact Energy Limited, New Zealand, and in various senior executive roles for close to two decades at the UK energy company BG Group (now part of Shell plc), primarily in the UK and South America. Graham is currently a director of ASX-listed AGL Energy Limited and Tuatahi First Fibre Limited.



Procedural notes

VOTING

The Board has determined that as at the close of trading on **17 October 2025** registered shareholders at that time are entitled to attend and vote at the ASM.

All resolutions are ordinary resolutions and will be passed by a simple majority of more than 50% of the votes of those shareholders entitled to vote and voting on the resolutions.

On behalf of the Board, the Company's share registrar, Computershare Investor Services Limited, is authorised to receive and count postal votes at the meeting.

Results of the voting will be available after the conclusion of the meeting, and will be notified to the NZX and ASX.

There are no voting restrictions on the resolutions proposed in this Notice of Meeting.

CASTING YOUR VOTE

You may cast your vote in one of the three ways described below. You may abstain from voting on the resolution:

a. Attending and voting in person:

The Board encourages all shareholders to attend the ASM in person and vote, or participate virtually and vote via the Computershare Meeting Platform at <https://meetnow.global/nz>.

If you attend in person you should bring your postal Proxy/Voting Form or your CSN/Securityholder Number to assist with registration at the meeting.

b. Casting a postal vote:

A shareholder may cast a postal vote on the matter to be voted on at the ASM by voting FOR, AGAINST or ABSTAIN. Lodge your postal vote online at www.investorvote.co.nz, or, complete step 1 of the proxy/voting form, sign where indicated and return to Computershare in the reply-paid envelope provided.

c. Appointing a proxy:

You may appoint a proxy to attend the meeting and vote on your behalf. Visit www.investorvote.co.nz to lodge your proxy, or, complete step 1 and step 2 of the proxy/voting form, sign where indicated and return to Computershare in the reply paid envelope provided.

Note: The proxy holder does not need to be a shareholder of the Company. If you appoint a Director as your proxy, then any undirected proxies granted to the Director will be voted in favour of the relevant resolutions except that a Director standing for election or re-election will abstain from voting discretionary proxies in respect of their own appointment. A body corporate which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as that in which it can appoint a proxy.

If you do not name a person as your proxy (but have otherwise completed the proxy form in full) or your named proxy does not attend the meeting, the Chair will be appointed your proxy and will vote in accordance with your express direction, and any undirected votes will (subject to any restriction(s) set out in the NZX Listing Rules) be voted in accordance with the Chair's discretion.

If your proxy is not the Chair of the meeting or a Director and they intend to join the meeting remotely please ensure that you provide their contact details in the space provided on the proxy form.



SHAREHOLDER QUESTIONS

Shareholders attending the meeting in person will be given the opportunity to raise questions. Shareholders may also submit written questions. The main themes will be aggregated and responded to at the ASM. Written questions should be sent by post to the Company Secretary, Meridian Energy Limited, PO Box 10840, Wellington 6140 or by email to companysecretary@meridianenergy.co.nz.

Meridian Energy Limited reserves the right not to address questions that, in the Chair's opinion are not reasonable in the context of an annual shareholder meeting, or any written question not received by the close of business on **Tuesday 14 October**.

OTHER IMPORTANT INFORMATION

Meeting venue

The ASM is being held at **Level 2, 98 Customhouse Quay, Wellington, New Zealand**.

If you are unable to attend the ASM, but would still like to follow its proceedings, then visit: www.meridianenergy.co.nz/investors

Share Registrar Details

New Zealand

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