



MANAWA ENERGY

Notice of Meeting 2022

Notice is hereby given that the 2022 Annual Shareholders' Meeting of Manawa Energy Limited ("Manawa Energy") will be held both online on the Computershare Meeting Platform and at Trinity Wharf, 51 Dive Crescent, Tauranga on Friday, 12 August 2022 at 9am.

Business of the Meeting

A. Chair's Address

B. Chief Executive's Address

C. Financial Statements: To receive and consider the financial statements of Manawa Energy Limited for the year ended 31 March 2022 together with the auditor's report to shareholders.

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

Resolution 1 – Election of Deion Campbell

That Deion Campbell be elected as a director of Manawa Energy.

Resolution 2 – Auditor's Remuneration

That the directors be authorised to fix the fees and expenses of the auditors of Manawa Energy for the ensuing year.

E. General business: To consider such other business as may be properly raised at the meeting.

On behalf of the Board of Directors



Catherine Thompson
Company Secretary

21 July 2022

The meeting is anticipated to be held as a hybrid meeting, with attendance either in person or through a live webcast. In the event that COVID-19 prevents the meeting being held safely, or the Board determines it appropriate, the meeting will be held in a virtual only format.

Explanatory Notes

Resolution 1 – Election of Deion Campbell

Directors that have been appointed by the Board to fill a casual vacancy during the year are required to retire at the next annual meeting following their appointment and seek election by shareholders. Accordingly, Deion Campbell is standing for election. The Board has determined that Deion is not an independent Director by reason of his association with Infratil Limited. Deion stands for election with the unanimous support of the Board. Brief biographical details for Deion can be found at the end of this notice.

Resolution 2 – Auditor's Remuneration

The auditors of Manawa Energy are automatically reappointed under section 207(T)(1) of the Companies Act 1993. Section 207S of the Companies Act 1993 states that the fees and expenses of the auditor are to be fixed by the company at the annual meeting or in such manner as the company determines at the annual meeting. The proposed resolution is to authorise the Board, consistent with past practice, to fix the fees and expenses of the auditor.

Procedural Matters

Ordinary resolutions

All of the resolutions are ordinary resolutions. An ordinary resolution is passed if approved by a simple majority (more than 50%) of the votes of those shareholders entitled to vote and voting. There are no voting restrictions on the resolutions to be considered at the meeting.

Shareholder motions

The only matters being discussed and voted on at the meeting are the resolutions contained in this notice of meeting. No motions will be allowed from the floor.

Proxies and corporate representatives

A shareholder of Manawa Energy who is entitled to attend and vote is entitled to appoint a proxy to attend and vote in their place. A proxy need not be a shareholder of Manawa Energy. Any corporation that is a shareholder of Manawa Energy may appoint a person as its representative to attend the meeting and vote on its behalf in the same manner as that in which it could appoint a proxy.

The Chair of the meeting is willing to act as a proxy for any shareholder who may wish to appoint him for that purpose. The Chair intends to vote all discretionary proxies, for which he has authority to vote, in favour of the resolutions.

In addition, where a shareholder does not name a person as their proxy but otherwise completes the proxy form in full, or where a shareholder's named proxy does not attend the meeting, the Chair of the meeting will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction and, if expressly granted a discretion on how to vote, will vote in favour of the resolutions.

Proxy appointment

You may appoint a proxy by completing the proxy form which accompanies this notice of meeting.

A proxy will not be entitled to vote at the meeting unless a properly completed proxy form has been received at the office of Manawa Energy's share registrar, Computershare Investor Services Limited, not less than 48 hours before the start of the meeting, being **9am on 10 August 2022**. Alternatively, you can appoint a proxy online at www.investorvote.co.nz. Online proxy appointments must be received by **9am on 10 August 2022**. Any proxy form received after that time will not be valid for the meeting.

You can return the proxy form to Manawa Energy's share registrar, Computershare Investor Services Limited, by post to Private Bag 92119, Auckland 1142, New Zealand or by fax to +64 9 488 8787.

If you wish to appoint a proxy to attend online via the Computershare Meeting Platform on your behalf, please ensure that you provide their contact details (phone and email) on the proxy form.



Meeting Participation

Manawa Energy is holding the meeting as a hybrid meeting, so that shareholders who are unable to attend in person still have the opportunity to attend and participate online through the Computershare Meeting Platform.

To attend the meeting virtually, go to the Computershare Meeting Platform at the following link: <https://meetnow.global/nz>. To access the meeting, click 'Go' under the Manawa Energy meeting tile and then click 'JOIN MEETING NOW'. You will require your CSN/Securityholder Number and your postcode for verification purposes.

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. Please refer to the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz for more information. 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 or by email to corporateactions@computershare.co.nz.



Deion Campbell

Director

Masters in Electrical Engineering, Bachelor of Electrical Engineering (Hons), Chartered Company Director (NZ).

Deion Campbell is an Operating Partner with HRL Morrison and Co. (MCo), where he deploys his significant energy infrastructure project delivery and general leadership experience to help secure and manage the investments in energy and related infrastructure managed by MCo for a variety of clients.



Deion Campbell joined the board of Transgrid, the transmission network operator for NSW in Australia, in 2022 as an MCo appointed director.

Prior to his role with MCo, Deion Campbell was the CEO of one of the most successful renewable energy platforms in Australasia, Tilt Renewables. As the CEO of Tilt Renewables, Deion Campbell provided an entrepreneurial, energetic, growth-oriented approach to leadership, with the team at Tilt encouraged to achieve innovative outcomes across the asset lifecycle in order to optimise shareholder value.

Prior to that role, Deion Campbell spent 15 years in the generation division of Trustpower, including delivering growth projects (wind, hydro and irrigation) and several years as the General Manager of the generation team, prior to the demerger of Tilt Renewables in 2016. Key areas of focus in this role were team performance, safety, stakeholder engagement and strategic asset management.

During his career as a senior executive in the electricity sector, Deion Campbell has gained hands on experience in large capital investment decisions, demerging listed entities, business start-up, M&A, equity raising, investor relations, takeovers and asset divestment.

In addition to his engineering degrees from Canterbury University (NZ), Deion Campbell has completed executive training at INSEAD, is a Fellow of Engineering NZ and is a Chartered Company Director.

