

# Notice of **2018** annual meeting



## Dear Shareholder

Z Energy<sup>1</sup> invites you to join us at our annual meeting of shareholders at the Z Shed (Z's Head Office) at **3 Queens Wharf, Wellington, 6140, New Zealand**, online at [www.virtualmeeting.co.nz/z18](http://www.virtualmeeting.co.nz/z18) or on the phone at **0800 448 986** on **Thursday 21 June 2018** at **3.00pm**.

<sup>1</sup> Z Energy Limited ARBN 164 438 448, a company incorporated in New Zealand under the Companies Act 1993 (NZ).

# Important dates

All times are given in New Zealand time.

Latest time for receipt of postal votes, proxy forms and written questions.

**Tuesday 19 June 2018, 3.00 pm**

Time for determining voting entitlements at the annual meeting.

**Tuesday 19 June 2018, 5.00 pm<sup>1</sup>**

## Annual meeting of shareholders

Thursday 21 June 2018, 3.00 pm.

## Definitely coming along?

Download the LinkVote App on the Apple App Store or Google Play Store to vote at the meeting using your mobile phone.

## Can't make the meeting?

Z is holding our third hybrid meeting so that shareholders can attend and participate in the 2018 Annual Meeting online via an internet connection (laptop/tablet etc.), without being physically present. For the second time, we are also including an option to participate by telephone for those who may not be able to make it in person and who do not have access to the internet. Shareholders participating online will also be able to ask questions by telephone, in addition to typing their questions via the chat function, during the meeting. We know these options are particularly welcomed by shareholders who cannot attend the meeting physically.

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<sup>1</sup> At this time, registered shareholders will be the only persons entitled to vote at the meeting and only the shares registered in those shareholders' names at that time may be voted at the meeting.

If you participate online you will be able to watch the Annual Meeting, vote and ask questions, either by telephone or chat function, in real time by logging on using your computer/tablet/mobile device from anywhere a broadband connection is available. If you participate by using your telephone, you will be able to hear the Annual Meeting, vote and ask questions. Further information can be found in the Procedural Notes section at the back of this Notice of Annual Meeting.

### **Online participation**

To participate online please go to **[virtualmeeting.co.nz/z18](https://virtualmeeting.co.nz/z18)**. Shareholders participating online will be able to ask questions during the meeting via telephone or by chat function. Information on participating via telephone can be retrieved during the meeting through the question button. Please disregard the PIN on your proxy if you will be participating online. You will require your shareholder number, found on your proxy form, for verification purposes.

### **Telephone participation**

To participate via telephone please dial 0800 448 986. Shareholders participating via telephone will be able to ask questions during the meeting. Voting will be conducted after the conclusion of the meeting. Please follow the voting instructions provided by the call facilitator. You will require your unique PIN, found on your proxy form, for verification purposes.

*Note: In addition to live participation, you are still able to stream the Annual Meeting after the conclusion of the meeting if you are unable to attend online or in person. Details will be available at **[www.z.co.nz/investor](https://www.z.co.nz/investor)** closer to the time of the meeting. However, if you cannot attend the meeting online, by telephone or in person but wish to participate, you will need to cast a postal vote or appoint a proxy in accordance with the instructions set out in this notice.*

# Business and agenda of the meeting

- A Chair's Address**
- B Chief Executive's Presentation**
- C Ordinary resolutions**

The business of the meeting is to consider and, if thought appropriate, pass the following ordinary resolutions (which require a simple majority of the votes of those shareholders entitled to vote and voting).

## **Auditor's Remuneration**

1. That the Board be authorised to fix the fees and expenses of KPMG as auditor for the next year. See Explanatory Note 1.

## **Election of Directors**

2. That Ms Abby Foote, who retires by rotation and is eligible for re-election, be elected as a Director of Z Energy Limited.
3. That Mr Mark Cross, who retires by rotation and is eligible for re-election, be elected as a Director of Z Energy Limited.
4. Biographical details of each Director offering themselves for election are set out on pages 5 and 6 and further details in relation to this resolution are set out in Explanatory Note 2.

## **Shareholder Questions**

5. Consideration of any shareholder questions submitted prior to the Annual Meeting (to the extent these questions have not already been addressed in the Chair's address or the Chief Executive Officer's address) and shareholder questions raised during the meeting.

# Explanatory notes

## **1. Auditor Fees and Expenses**

KPMG are currently Z's auditors and will be automatically reappointed under the Companies Act 1993. Under the Companies Act, auditor fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is sought to authorise the Board to fix the fees and expenses of KPMG as auditor.

## **2. Election of directors**

The number of Directors is currently six.

NZX Main Board Listing Rule 3.3.11 requires one third of the Directors (or, if their number is not a multiple of three, then the number nearest to one third) to retire from office at the Annual Meeting, but those Directors are eligible for re-election at that meeting.

Ms Abby Foote and Mr Mark Cross, being the Directors who have been longest in office since they were last appointed, retire by rotation and each of Ms Foote and Mr Cross, being eligible, offer themselves for re-election.

All directors standing for re-election do so with the support of the Board and are considered by the Board to be independent Directors. Biographical backgrounds of Ms Abby Foote, and Mr Mark Cross are set out on the following page.

### **3. Shareholder questions**

Shareholders participating in the Annual Meeting will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting, whether in person or online, but would like to ask a question you can submit a question online by going to **[vote.linkmarketservices.com/ZEL](https://vote.linkmarketservices.com/ZEL)** or by completing the question section on the Proxy Form.

Questions will need to be submitted by Tuesday 19 June 2018. Z Energy reserves the right not to address any questions that it is not required to address and, in the Board's opinion, are not reasonable to address in the context of an Annual Meeting.

## **Abby Foote**

LLB (Hons), BCA, CMIInstD,  
INFINZ (cert)

**Chair – Health, Safety,  
Security and Environment  
Committee**

**Member – Audit and Risk  
Committee**



**First appointed 15 May 2013**

Abby is a professional director with experience in publicly listed and Crown companies. Trained as a lawyer, she has worked in corporate, treasury, and legal roles for over 20 years. Abby is a former director of Transpower New Zealand Limited, and currently serves on the boards of Livestock Improvement Corporation Limited, Television New Zealand Limited, Sanford Limited, and Museum of New Zealand Te Papa Tongarewa.

## **Mark Cross**

BBS, CA, MIInstD

**Chair – Audit and Risk  
Committee**



**First appointed 28 August 2015**

Mark is a professional director with experience in listed and early-stage growth companies and institutional investment funds, following 20 years' international experience in investment banking. Mark is the Chair of Milford Asset Management Limited and SIL/MFL Superannuation Funds, and a director of Genesis Energy Limited, Chorus Limited, Argosy Property Limited, and other private companies in which he is an investor. Mark is a member of Chartered Accountants Australia and New Zealand and a Chartered Member of the Institute of Directors.

# Procedural notes

## 1. Voting

As the 2018 Annual Meeting will be a hybrid meeting with physical, online and telephone participants, voting on all resolutions put before the meeting shall be by poll.

Shareholders can continue to, and are encouraged to, exercise their right to vote by casting a postal vote if they cannot attend the meeting online, via telephone or in person. Results of the voting will be available after the conclusion of the meeting, and will be available on the NZX and ASX.

All resolutions are ordinary resolutions and will be passed if approved by a simple majority of votes of those shareholders entitled to vote and voting on them. The Chief Governance Officer, Debra Blackett, has been authorised by the Board to receive and count postal votes at the meeting.

## 2. Casting your vote

The 2018 Annual Meeting Admission Card, Proxy or Postal Voting Form (Voting Form) included with this notice allows you, or your proxy, to vote either for or against, or abstain from, each of the resolutions. You may cast your vote in one of three ways:

### a. Personal online or telephone attendance

You can attend the Annual Meeting in person, via the online platform, or telephone to exercise your vote. Please see [virtualmeeting.co.nz/help](https://virtualmeeting.co.nz/help) for further information; or

### b. Postal vote (direct vote)

You can cast a postal vote online, or complete and send the Voting Form by post, email (as a scanned attachment) or fax, or deliver it by hand, so that, in each case, your vote is received by Link Market Services Limited no later than 3:00pm on Tuesday 19 June 2018. Postal voting instructions are included in the Voting Form.

### c. Appoint a proxy to vote

You can appoint a proxy to attend and vote in your place. The proxy need not be a shareholder of Z Energy



and the form of appointment of a proxy and voting instructions are included in the Voting Form. You can appoint a proxy online or complete and send the Voting Form by post, email (as a scanned attachment) or fax, or deliver it by hand, so that, in each case, your vote is received by Link Market Services Limited no later than 3:00pm on Tuesday 19 June 2018.

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.

The Chair of the meeting or any Director is willing to act as proxy for any shareholder who may wish to appoint him or her for that purpose.

If you select a proxy to vote on your behalf (including the Chair of the meeting or a Director), and you confer on the proxy a discretion on the Voting Form, you acknowledge that the proxy may exercise your right to vote at his or her discretion and may vote as he or she thinks fit or abstain from voting. However, if your proxy is precluded from voting (for example, because he or she has an interest in the outcome of the resolution), then the proxy will not be able to vote on that resolution on your behalf. If you do not tick any boxes or your direction on how the proxy is to vote is unclear (in the proxy's sole opinion) in respect of a resolution, then the direction is to abstain.

Where appointed to act as proxy, the Chair and each of the Directors intend to vote all discretionary proxies for which they have authority to vote in favour of resolutions 1 to 3, except that the Directors standing for re-election will abstain from voting discretionary proxies in respect of their own appointment.

If you do not attend the meeting, exercise your vote by postal vote or appoint a proxy, then no vote will be exercised in respect of your shareholding.

Following the meeting, the Directors invite shareholders to join them for light refreshments.

On behalf of the Board

A handwritten signature in black ink, appearing to be 'Debra Blackett', written over a large, light blue oval watermark.

**Debra Blackett**

Chief Governance Officer 31 May 2018



**Railway Station**

**Z Shed**

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## Arriving by car

There are plenty of car parks available at the spaces identified on this map.



## By public transport

The Z Shed is well serviced by bus.

The closest stop is 5506, outside David Jones and is serviced by most major bus routes.



## For online travel information go to

<https://metlink.org.nz/>

For full route, timetable and fare information call AT Public Transport Contact Centre on 0800 801 700



**z.co.nz**