

**20 December 2023**

**2023 SSM Script**

**Slide 1. Cover Page**

[Open webcast on this slide at 10.50am - no webcam]

[Craig to quiet meeting room, prior to count in]

[JX Live to count Craig in prior to webcast start]

[At 11.00am and after the count in, switch on Craig's camera - full layout]

**Welcome**

Good morning shareholders. My name is Craig Stobo and I am the Chair of NZ Windfarms and it is my pleasure to welcome you all to the 2023 Special Shareholders Meeting.

A copy of this presentation and script has been released to the market earlier today.

You may wish to download a copy of the script and presentation and follow along.

The script should be read together as a package, in conjunction with the 2023 SSM slide presentation, the notice of meeting and the virtual meeting guide. In addition, a recording of the webcast will be available on the Company's website in the next few days.

The meeting results will be available later on today.

[Switch to default layout]

**Slide 2. Disclaimer**

Before we start, I need to point out the disclaimer and fine print that accompanies this presentation.

Please review that in your own time.

**Slide 3. Agenda**

**Meeting Preamble:**

**Quorum**

In accordance with the Company's constitution, a quorum for a meeting of shareholders is **ten** security holders, having the right to vote at the meeting, are present in person or proxy.

I can **confirm** that this requirement has been met.

Therefore, I am able to declare, that a quorum is present, and so declare, the 2023 Special Shareholders Meeting of NZ Windfarms Limited - **open**.

## Notice of Meeting

All shareholders and the auditor of the Company have been sent a copy of the Notice of Meeting.

## Apologies

I have received **one** apology prior to the start of the meeting from my fellow director Patrick Brockie.

Are there any apologies from the floor? If so, please raise your hand if attending in person or utilise the question function if attending online...

[Pause] ...

there are none, I will continue... *[there is one thank you, I will note that and continue]*

## Introductions

Shortly, I will **introduce** NZ Windfarms directors, staff and advisers who are present in the room and online today.

## Business of the meeting

Following that, the **business of the meeting** will be discussed, and votes cast.

Those who have yet to cast a vote, may do so by utilising the online voting platform or by utilising the card you received during registration if voting in person.

I will notify shareholders in the lead up to closing voting and once voting closes.

## Slide 4. Board of Directors

**Introductions** – Available in person are my fellow directors.

[Pause between participant to allow the introduced person to be shown on the broadcast screen. Participants to wave at their web cams or the main camera in the room]

[Only spotlight directors and CE as others participants will be sitting outside of camera shot – Craig to mention all others are online.]

- 4.1 **Fellow directors:** Philip Cory-Wright [Wave at room camera], Neal Barclay [Wave at room camera], Christine Spring [Wave at web camera] and I note Patrick Brockie as an apology.
- 4.2 **Key appointments:** Chief Executive - Warren Koia [Wave at room camera], GM Operations & Development - Adam Radich and CFO, Melanie Strydom.
- 4.3 **Auditors** – Our auditors from BDO are available in person represented by – Mark Nicholson. Mark will also act as the vote scrutineer in conjunction with Link Market Services.
- 4.4 **Legal Representative** – Our corporate legal adviser from Wynn Williams, Partner, Stephen Lowe, is in attendance.
- 4.5 **Share Registrar** - Link Market Services – Brendon Jarvis and his team are in attendance.

[Switch to default layout]

## Slide 5. NZ Windfarms Annual Meeting - Online Guide

### Administrative Matters

**Asking questions:** The virtual meeting guide has instructions for those online on how to ask questions.

For those online or attending in person - questions of a similar nature or theme may be aggregated and answered together for ease of administration.

Those attending in person can simply raise their hand to ask a question and one of our staff will find you with a roving microphone. Please speak into the microphone so those online and listening to the recording may hear the question.

We will take questions from the floor first, before reviewing questions received from the online question portal.

The online meeting guide also has instructions on how to cast your online votes.

## Slide 6. Business of the meeting

[Switch to Craig - default layout]

### Resolutions – Overview

The resolutions that we will now be discussing and then voting on are as follows:

- Resolution 1. Approval of Repower Transactions
- Resolution 2. Ratification of Share Placement
- Resolution 3. Remuneration of directors

Resolutions 1-3 are ordinary resolutions and are required to be passed by a simple majority of votes subject to voting restrictions that preclude Meridian Energy Limited (19.99% shareholder) from voting on resolutions 1 and 2.

At the conclusion of that a period of general business and Q and A will be held.

In my capacity as Chair, I direct that a poll be held for each of the resolutions.

I have appointed our audit representative to be scrutineer.

There will be an opportunity to ask questions on each resolution being put to shareholders, and time will be provided at the completion of the questions, to complete your online voting form or cards.

If anyone is unsure how to complete the online voting form - I will ask that you ring the Link Market Services helpline on 0800 200 220.

### **Slide 7. Proxy and Postal Votes as at 18 December 2023**

The proxy's received as at 18 December 2023 are as indicated on the slide.

As Chairman of the meeting, I hold approximately 900K open proxies I intend to vote all open proxy's in my possession, in favour of all resolutions.

Mr Henderson holds 104K and Mr Lucas holds 26K

The NZ Shareholders Association holds the balance of open proxies of approximately **2.7m**.

The NZSA has informed me that they will vote all open proxies in favour of the resolutions.

### **Slide 8. Resolution 1 – Approval of Repower Transactions**

Resolution 1 relates to the proposed development and repower of the Company's Te Rere Hau windfarm through a joint venture with Meridian Energy Limited. This repower proposal was announced and covered in my address to shareholders at the annual shareholders meeting on 26 October this year.

Details of the repower proposal also are set out in the notice of this meeting sent to all shareholders.

Passing of resolution 1 is a key step towards implementing the repower and extension of the windfarm.

### **Slide 9. Repower Transactions**

The resolution approves the sale of the existing windfarm assets to the joint venture with Meridian, which will undertake the repower project, and the company's investment in the joint venture to retain up to a 50% stake.

The resolution also authorises the company to raise equity in the company's joint venture investment vehicle, with the proviso that the company must retain a controlling interest in that vehicle.

These transactions are all major transactions under the NZX Listing Rules - and cannot occur without shareholder approval by ordinary resolution.

Passing of these resolutions is also a condition of the company's agreement with Meridian. Understandably, Meridian is only willing to make a substantial investment to fund development costs up to a Final Investment Decision, if NZ Windfarms shareholders have first approved the associated transactions needed for the repower to proceed.

If resolution 1 is passed, the decision to proceed with the repower and extension of the windfarm will still be subject to a Final Investment Decision by the boards of the Company and Meridian. The Company will also have to make decisions about how to raise further equity to fund up to a 50% share in the project.

Passing of resolution 1 enables to board to make those decisions in the future with clear alignment and agreement with shareholders.

NZ Windfarms has obtained resource consents for repowering Te Rere Hau wind farm. The board is delighted to present to shareholders for approval our plans to monetise the value of these consents by sharing the risks and rewards of building New Zealand's second largest wind farm with Meridian Energy Limited.

Directors believe that the realisation of this repowering project will provide an anchor for future growth into other renewable energy development opportunities. We look forward to your approval and support.

I move, as an ordinary resolution, that the Company giving effect to the provisions in the Investors' Agreement described in the notice of this meeting by:

- selling to the joint venture established under the Investors' Agreement certain assets of the existing windfarm which are necessary for the repower project including consents, land, wind rights, roading and electrical grid connection infrastructure at financial close;
- investing in the joint venture as required to enable it to retain up to a 50% interest in the joint venture; and
- raising equity in the Company's investment vehicle for the joint venture provided that such equity does not result in the Company ceasing to control, or own directly or indirectly more than 50% of, that investment vehicle;

be approved.

May, I have a seconder?

Is there any discussion on this resolution?

I will pause briefly to allow any questions to filter through the online platform and from the floor if any.

[Switch to full screen mode focusing on Craig for questions.]

[CEO will read questions and then Chair to address]

[Once Q&A is complete] ...

There appears to be no further discussion.

I will now move onto the second resolution.

[Switch to Craig's webcam - default layout]

## **Slide 10. Resolution 2 – Ratification of Share Placement**

Resolution 2 seeks ratification of the Company's placement of shares with Meridian in October 2023.

That placement did not require shareholder approval under the NZX Listing Rules, but the Board would like the flexibility to be able to raise further equity by making a further placement up to 15% of the shares on issue. This would allow the board, for example, to introduce institutional or renewable energy shareholders to the NWF share register at a future date. This will further enable NWF to pursue other renewable energy opportunities.

Accordingly, the Board is seeking to "refresh" its ability to undertake placements up to 15% by asking for NWF shareholder ratification of the placement to Meridian. The Board has no current plans to use the refreshed ability to place further shares but wishes to have the ability to take advantage of further opportunities.

For the next 12 months, NWF will only make a placement with the consent of Meridian. Under the Takeovers Code, Meridian cannot hold or control more than 20% of the shares in the Company without shareholder approval or making a takeover offer.

If the Board were to make a placement of the full 15% authorised by this resolution, shareholders not receiving the placement would have their ownership and voting interest in the Company reduced by approximately a further 13%.

I now formally move Resolution two, that the issue by the Company of 43,209,500 ordinary shares to Meridian Energy Limited on 25 October 2023 be ratified.

May, I have a seconder?

Is there any discussion on this resolution?

There appears to be [some / no] further discussion.

[CEO will read questions and then Craig to address]

[Once Q&A is complete] ...

There appears to be no further discussion.

[Switch to Craig - default layout]

**Slide 11. Resolution 3 – Remuneration of Directors**

Resolution 3 seeks shareholder approval to increase the remuneration of the directors.

The Company engaged Board Dynamics to provide a report on the current director remuneration at NWF and recommend any changes in the current fees based on current market data since the last review in 2022. A copy of the Board Dynamics report is available in the Investor Centre section of [www.nzwindfarms.co.nz](http://www.nzwindfarms.co.nz).

**Slide 12. Resolution 3 – Remuneration of Directors**

The current and proposed fees are as per the slide.

Please note that:

- Fees for these roles are added to fees for other roles.
- If successful, the fee increase will be back dated to 1 July 2023 to align with the start of the financial year.
- Neal Barclay, the CEO of Meridian Energy Limited, will not receive director's remuneration from the Company.
- A director fee increase was proposed at the Company's ASM on 26 October 2023, but it was not supported at the time.

I now move, as an ordinary resolution, that the directors be authorised to increase the remuneration per annum of the independent directors of the Company by 4% and of the Chair of the Repower Committee by a further \$10,400 both with effect from 1 July 2023 pursuant to the per position sums shown in the "Proposed Remuneration" column of the table in the explanatory notes of the notice of this meeting.

May, I have a seconder? – I have a seconder from...

Is there any discussion on this resolution?

There appears to be [some / no] further discussion.

[CEO will read questions and then Craig to address]

[Once Q&A is complete] ...

There appears to be no further discussion.

[Switch to Craig - default layout]

**Slide 13. Final voting instructions and vote closure**

**Voting**

If you wish to vote on these motions, and have not cast your vote already, then please follow the instructions on your individual screen or in the virtual meeting guide or from Link staff dotted around the meeting room.

When you cast your vote, please check one box either for, against or abstain, alongside each resolution in the section marked Voting Instructions.

Once all the votes have been cast, they will be counted by the Company's share registrar, Link Market Services, and scrutineered by the Company's auditor, BDO.

### **Vote Closing**

Now that you have heard the resolutions and have had time to consider each resolution, I will now instruct the Share Registrar to close voting after the conclusion of the General Business Section.

If you have not voted, please do so now.

### **Results of the Meeting**

The results of today's resolutions will be released to the NZX on the completion of scrutineering later on today.

### **Slide 14. General Business and Q&A**

At this point, I will open the floor to general business questions.

We will start with questions in the room and then go to questions received via the online portal.

[Switch to full screen mode starting on Craig but switch between the lectern or webcam depending on whoever is answering]

Are there any items of general business to be discussed?

[Chair and CEO to answer questions from the room first]

Warren are there any questions from the online portal?

[Once Q&A is complete] ...

There appears to be no further discussion.

### **Slide 15. Vote closure and Meeting Close**

Now that the meeting is coming to a close. I will now instruct Link to close voting. Thank you to all those that have cast a vote.

I can now declare the formal proceedings of the Special Shareholders Meeting closed and would like to thank you for your attendance and interest in the Company's business.

The NZ Windfarms team would like to invite those in attendance to remain and enjoy some light refreshments and to talk informally with our key staff and directors.

Thank you one and all.

### **Slide 16. Back Cover Page**

[Close live stream]

Please contact Warren Koia, [info@nzwindfarms.co.nz](mailto:info@nzwindfarms.co.nz) or 06 280 2773 if you have any queries.

**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 46 MW producing enough clean energy to power about 16,000 homes. 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.