

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2021 Annual Meeting of Shareholders of NZ Windfarms Limited (“NWF” or “the Company”) will be held at **Hunua Rooms (Level 1), Aotea Centre, 50 Mayoral Drive, Auckland** on **Wednesday, 27 October 2021** and online via the Link Market Services **web link** [www.virtualmeeting.co.nz/NWF21](http://www.virtualmeeting.co.nz/NWF21), commencing at **11:00am**.

If the Company is prevented from being able to hold the Annual Meeting in person on the Meeting Date as a result of COVID-19 restrictions and public gathering limits, shareholders will only be able to join the meeting online at [www.virtualmeeting.co.nz/NWF21](http://www.virtualmeeting.co.nz/NWF21).

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 those who have RSVP'd and the online platform will be the only means of attendance.

The Company is planning to hold a physical meeting on the expectation that COVID-19 restrictions may allow the gathering of up to 100 people. Given COVID-19 restrictions impacted the ability to hold a physical meeting last year, the Company is making every effort to allow a physical meeting to occur this year and will work within the public gathering guidelines and COVID-19 protocols in force at the time of the meeting.

**RSVP to physical meeting:** It is important that shareholders who plan on attending the physical meeting must RSVP to [info@nzwindfarms.co.nz](mailto:info@nzwindfarms.co.nz). The physical meeting may have gathering limits imposed by Government or the Ministry of Health. 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 can contact RSVP's 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 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 RESOLUTIONS:** The following resolutions will be voted on at the meeting:

**Resolution 1: Remuneration of auditors**

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

**Resolution 2: Election of Christine Spring**

That Christine Spring, appointed by the Board as a director on 1 March 2021, who retires and is eligible for election, be elected as a director of the company.

- D. **OTHER BUSINESS**

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

On behalf of the board



**John Southworth**  
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 Taranaki Ranges outside of Palmerston North. The wind farm has 92 turbines with a capacity of 46 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

## Listing Rules and Companies Act

The Company is listed on the NZX Main Board and must comply with the Listing Rules. In addition, various provisions of the Listing Rules are included in the Constitution. The Companies Act, the Constitution and the Listing Rules contain specific requirements which are relevant to the resolutions comprised in this Notice.

## Nature of Resolutions

The resolutions which are to be considered at the Meeting include two ordinary resolutions. An ordinary resolution is a resolution passed by a simple majority of votes of shareholders of the Company, entitled to vote and voting.

**Set out below is further information on the resolutions to be proposed at this Meeting.**

### Resolution 1: Remuneration of auditors

BDO is automatically re-appointed as the auditor of the Company under section 207S of the Companies Act 1993. Resolution 1 authorises the Board to fix the fees and expenses of the auditor.

### Resolution 2: Election of Christine Spring



**Christine Spring** *MBA, MSc in Engineering, BE (Civil)*  
Independent Director

#### Term of Office

Christine Spring was appointed to the board on 1 March 2021 and as required by the NZX Listing Rules, any person appointed as a NZ Windfarms director by the Board, must retire at our next Annual Shareholders' Meeting. If they wish, they may seek election. Christine is eligible and is seeking election.

#### Board Committees

Member of Audit & Risk Committee  
Member of Remuneration & Nomination Committee  
Member of Health & Safety Committee

## Biography

Christine is an independent director of Auckland International Airport and has been since 2014. She is also an independent director of Hawkes Bay lines company, Unison, an independent director of Western Sydney Airport Limited, and Chair of Isthmus Group Limited.

Christine has had an extensive management career, primarily as a civil engineer and as a senior executive in the aviation sector. She has delivered large capital development projects, including in New Zealand, Australia and the UAE.

Christine has a Bachelor of Engineering (the University of Auckland), a Master of Science in Engineering (the University of Texas) and an MBA (Melbourne Business School).

Christine is an Independent Director (as determined by the Board using the definition in the NZX Listing Rules).

The Board unanimously supports the election of Christine Spring.

## PROCEDURAL NOTES

### PERSONS ENTITLED TO VOTE

Voting entitlements for the meeting will be fixed as at 5:00pm on Monday 25 October 2021. 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 resolutions 1 and 2.

### HOW TO ATTEND THE MEETING

Provided COVID-19 restrictions do not prevent the Company from being able to hold the Annual Meeting in person on the Meeting Date, shareholders will be able to attend and participate in the Annual Meeting in person at **Hunua Rooms (Level 1), Aotea Centre, 50 Mayoral Drive, Auckland**.

Shareholders may also choose to attend the meeting virtually online through the web link <http://www.virtualmeeting.co.nz/NWF21>. 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, Link Market Services Limited, by 11:00am on Monday 25 October 2021.

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, Link Market Services: <https://investorcentre.linkmarketservices.co.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](mailto:meetings@linkmarketservices.com)

### ORDINARY RESOLUTIONS

Resolutions 1 and 2 are ordinary resolutions, meaning that they can be approved by a simple majority (more than 50%) of the votes cast.

## **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.linkmarketservices.co.nz/voting/NWF> and completing the online validation process or complete the question section of the proxy form and return to Link Market Services. Questions will need to be submitted by 11am Monday 25 October 2021.

Please note that 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.

## **COVID-19 INSTRUCTIONS**

Attendees at the physical meeting are advised to follow all COVID-19 related protocols and instructions at the venue such as mask use, social distancing, hand sanitising and signing in for contact tracing purposes.

The safety of our shareholders remains our key focus and if anyone is feeling unwell they should not attend the meeting in person.