



STOCK EXCHANGE LISTINGS: NZX (MCY) / ASX (MCY)

## NEWS RELEASE

### **Notice of Annual Shareholders' Meeting**

**30 September 2016** - Attached are the following documents relating to Mercury's 2016 Annual Shareholders' Meeting which are being sent to Mercury shareholders:

1. Notice of Meeting 2016
2. Voting/Proxy Form 2016
3. Email to Shareholders – FY2016 Final and Special Dividend

Mercury's Annual Shareholders' Meeting will be held on Thursday 3 November 2016 at 10.30am at the Vodafone Events Centre, 770 Great South Road, Manukau, New Zealand.

#### **For further information:**

Media – David Glendining 0272 105 337

Investors – Tim Thompson 0275 173 470

#### **ABOUT MERCURY NZ LIMITED**

At Mercury we're thinking boldly about the possibilities with energy and inspiring New Zealanders with our clean, green electricity and ideas – making energy wonderful. Renewable energy from Mercury's hydro and geothermal stations will power a brighter future for our customers and country.

Visit us at: [www.mercury.co.nz](http://www.mercury.co.nz)





# OUR ANNUAL SHAREHOLDERS' MEETING

As an owner of Mercury NZ Limited, you are invited to our Annual Shareholders' Meeting to be held at the Vodafone Events Centre, 770 Great South Road, Manukau, New Zealand, on Thursday 3 November 2016. The meeting will start at 10.30am.

## BUSINESS

- A. CHAIR'S WELCOME AND STRATEGIC OVERVIEW
- B. CHIEF EXECUTIVE'S REPORT ON FINANCIAL AND BUSINESS PERFORMANCE
- C. RESOLUTIONS

The following resolutions, relating to the re-election of directors, will be voted on at the meeting:

**Resolution 1: Re-election of Joan Withers**

That Joan Withers, who retires by rotation and is eligible for re-election, be re-elected as a director of the company.

**Resolution 2: Re-election of James Miller**

That James Miller, who retires by rotation and is eligible for re-election, be re-elected as a director of the company.

**Notes:**

Resolutions 1 and 2 are ordinary resolutions and, to be passed, require the approval of a simple majority (being more than 50%) of votes cast on the resolutions.

The Board unanimously supports Resolutions 1 and 2.

- D. OTHER BUSINESS

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

By order of the Board

**TONY NAGEL**  
COMPANY SECRETARY

30 SEPTEMBER 2016

# EXPLANATORY NOTES

## RESOLUTIONS 1 AND 2: RE-ELECTION OF JOAN WITHERS AND JAMES MILLER AS DIRECTORS

Under our company's Constitution, and as required by the NZX Main Board Listing Rules, at least one third of Mercury's directors (or the number nearest to one third) retire by rotation at our Annual Shareholders' Meeting each year, and are eligible for re-election at that meeting. Those retiring by rotation are the directors who have been longest in office since they were last elected or deemed elected.

Joan Withers, James Miller and Mike Allen are the directors retiring by rotation in 2016. Mike Allen has chosen not to seek re-election, and the company has announced that it will be recruiting for this vacancy. Joan Withers and James Miller are both eligible and are seeking re-election.

The Board has determined that both Joan Withers and James Miller are Independent Directors (as defined in the NZX Main Board Listing Rules) and they stand for re-election with the unanimous support of the Board.



>> JOAN WITHERS  
INDEPENDENT, NON-EXECUTIVE DIRECTOR



>> JAMES MILLER  
INDEPENDENT, NON-EXECUTIVE DIRECTOR

>> APPOINTED AUGUST 2009  
Last re-appointed 7 November 2013

Joan Withers was appointed a director of Mercury in August 2009 and Chair of the Board in October 2009. She is Chair of The Warehouse Group Limited, Chair of TVNZ, a director of ANZ Bank New Zealand Limited and a trustee of Sweet Louise. Joan announced in September that she would step down as a director and Chair of TVNZ in April 2017. Joan has more than 20 years' experience at a senior executive level in the New Zealand media industry, including serving as Chief Executive of Fairfax New Zealand and The Radio Network of New Zealand. In 2014 she won the New Zealand Shareholders' Association Beacon Award and in 2015 was named Chairperson of the Year in the Deloitte Top 200 Awards and was Supreme Winner in the Women of Influence Awards.

>> APPOINTED MAY 2012  
Last re-appointed 6 November 2014

James Miller was appointed a director of Mercury in May 2012. He has a background in capital markets and the energy sector and is currently Chair of NZX, and a director of Accident Compensation Corporation and Auckland International Airport. Before joining the Mercury Board, he was a director of energy infrastructure business, Vector, and has 15 years' experience in capital markets, having retired as a director and Head of NZ Wholesale Equities with Craigs Investment Partners. James' prior roles included Head of Equities and Head of Research at ABN AMRO. James is a Fellow of the Institute of Finance Professionals and the New Zealand Institute of Chartered Accountants.

## WEBCAST

If you are unable to attend the meeting, and would like to follow proceedings, please visit: [www.media-server.com/m/go/MCYASM2016](http://www.media-server.com/m/go/MCYASM2016)

Shareholders following proceedings by webcast can vote either by postal or proxy vote (online or by post).

## IMPORTANT INFORMATION

### VOTING

Voting entitlements for the meeting will be determined as at 5pm (NZ time) on Tuesday 1 November 2016. Registered shareholders at that time 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.

## PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to attend and 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 shareholder of the company. You may appoint the Chair of the meeting as your proxy.

### POSTAL VOTING

Shareholders entitled to attend and vote at the meeting may cast a postal vote instead of attending in person or appointing a proxy to attend. Tony Nagel, the Company Secretary, has been authorised by the Board to receive and count postal votes at the meeting.

### PROXY AND POSTAL VOTING FORM

A Voting/Proxy Form accompanies this Notice of Meeting. Completed Voting/Proxy Forms must be received at the office of the company's share registry, Computershare Investor Services, no later than 10.30am (NZ time) on Tuesday 1 November 2016.

Any Voting/Proxy Form received after that time will not be valid for the meeting. Please see the Voting/Proxy Form on how to return your proxy or postal vote.

#### ONLINE PROXY AND POSTAL VOTING

Shareholders can elect to lodge their proxy appointment or postal vote online on the website of the company's share registry, Computershare Investor Services, visit: [www.investorvote.co.nz](http://www.investorvote.co.nz)

To vote online you will be required to enter your CSN/Securityholder number and Postcode/Country of Residence and the secure access Control Number that is located on the front of your Voting/Proxy form or advised in the email notification you received.

To cast a postal vote or appoint a proxy, select your preferred voting method and follow the prompts online.

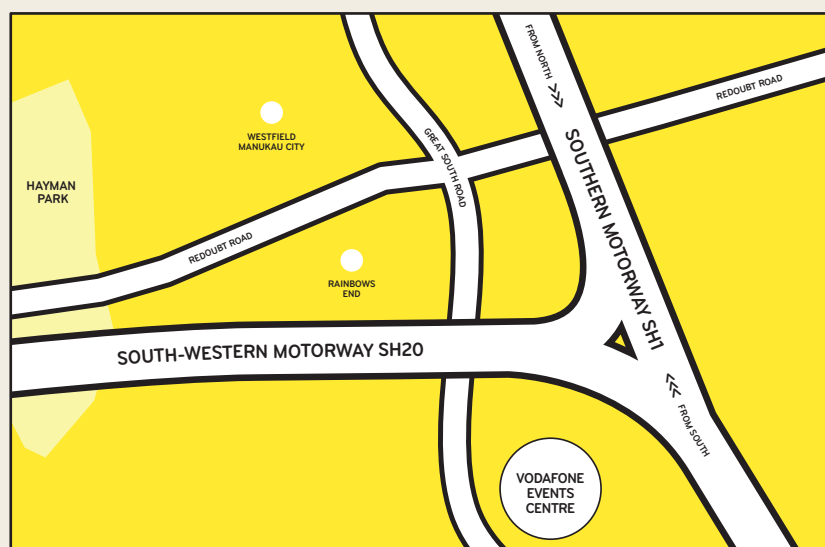
#### RESOLUTIONS

The ordinary business of the meeting is to pass ordinary Resolutions 1 and 2 set out in the preceding pages. An ordinary resolution is a resolution passed by a simple majority (being more than 50%) of the votes of those shareholders entitled to vote and voting on the resolutions.

#### VOTING RESTRICTIONS

There are no voting restrictions placed on current resolutions.

## >> HOW TO GET TO THE VODAFONE EVENTS CENTRE



#### BY TRAIN/BUS:

If you are traveling by train, the Vodafone Events Centre is a 15 minute walk or short taxi ride from Manukau train station, on the Eastern Line. The Events Centre is also served by the following buses: 050, 054, 055, 058, 060, 454, 455, 456, 470x, 471, 471x, 472, 472x and 473. You should get off either at stop 2144 or stop 6030.

#### BY ROAD FROM AUCKLAND CBD AND THE NORTH:

- >> From the Southern Motorway SH1, take exit 448, Redoubt Road;
- >> Turn right on Redoubt Road;
- >> Turn left on Great South Road;
- >> The Vodafone Events Centre is 700m on your left.

#### BY ROAD FROM PAPAURA AND THE SOUTH:

- >> From the Southern Motorway SH1, take exit 449A-B, Great South Road;
- >> Turn left on to Great South Road (direction Manurewa);
- >> The Vodafone Events Centre is 400m on your left.

#### BY ROAD FROM THE WEST:

- >> From the South-Western Motorway SH20, take exit 2, Lambie Drive;
- >> Keep right to continue towards Great South Road, Urban Route 3;
- >> Turn right at first crossroad to Great South Road;
- >> The Vodafone Events Centre is 700m on your left.

## RSVP

### ANNUAL SHAREHOLDERS' MEETING

To help with our planning, please let us know if you would like to attend our Annual Shareholders' Meeting. All you need to do is tick the boxes below and send this form back to us in the free-post envelope enclosed. The meeting is being held at the Vodafone Events Centre, 770 Great South Road, Manukau on Thursday 3 November 2016 starting at 10.30am.

Please tick:

- Yes I will attend the meeting
- I wish to be accompanied by my spouse, partner or companion (only one guest per shareholder)

Shareholder name:



### Lodge your postal vote or proxy



**Online**  
www.investorvote.co.nz



**By Mail**  
Computershare Investor Services  
Private Bag 92119, Auckland 1142, New Zealand



**By Fax**  
+64 9 488 8787

### For all enquiries contact



+64 9 488 8777



**By Email**  
corporateactions@computershare.co.nz

The Annual Shareholders' Meeting of Mercury NZ Limited will be held on **Thursday 3 November 2016 at 10.30am at the Vodafone Events Centre, 770 Great South Road, Manukau.**

## Voting/Proxy Form



**www.investorvote.co.nz**

Lodge your proxy online, (24/7 access) by 10.30am on 1 November 2016

Your secure access information

**Control Number:**

**CSN/Securityholder Number:**

To vote online you will need the above Control Number, your CSN/Securityholder Number and postcode/or country of residence if you reside outside of New Zealand.

### Smartphone?

Scan the QR code to vote now.



For your vote to be effective by postal vote or proxy, the Voting/Proxy Form must be received **by 10.30am on 1 November 2016**

## VOTING

You are entitled to one vote for every fully paid share in Mercury NZ Limited held as at 5pm on Tuesday 1 November 2016. Voting at the meeting will occur by way of a poll. The Chair will demand a poll at the start of the meeting.

### HOW TO VOTE

If you propose to attend the meeting, please bring this Voting/Proxy Form intact to the meeting so we can scan the barcode to register you.

If you propose not to attend the meeting but wish to vote by postal vote or appoint a proxy, please complete and post this form or complete either process online. Please do not appoint a proxy if you are voting by postal vote. Please read the instructions below before completing this form.

#### Postal Vote (refer to Step 1 overleaf)

As a shareholder entitled to vote at the Annual Shareholders' Meeting you are entitled to vote by postal vote. The Company Secretary has been authorised by the Board to receive and count postal votes at the meeting. You can cast your postal vote online or by other methods in accordance with the instructions below.

If you return your postal vote without indicating on any resolution how you wish to vote, you will be deemed to have abstained from voting on that resolution.

#### Appointment of Proxy (refer to Steps 1 & 2 overleaf)

A shareholder entitled to attend and vote at the Annual Shareholders' Meeting is entitled to appoint a proxy or, in the case of a corporate shareholder, a representative to attend and vote instead of him/her. A proxy need not be a shareholder. If you direct your proxy how to vote, the person you appoint as your proxy will be entitled to attend the meeting to represent your interests and must be present at the meeting for your vote to be counted. Should the shareholder/s wish to direct the proxy how to vote, the boxes overleaf should be completed. If you mark the "Proxy Discretion" box for any resolution, you are directing your proxy to vote as he or she thinks fit. If your proxy does not attend the meeting, your vote will not be counted.

You may appoint the Chair of the meeting or any director as your proxy.

To appoint the Chair or a director, enter "the Chair" or the director's name in the space allocated in "Step 2" of this form. The Chair of the meeting and the directors intend to vote proxies marked "Proxy Discretion" in favour of the resolutions. If you appoint the Chair or any director as your proxy, and you mark the "Proxy Discretion" box, you acknowledge that he/she may exercise your proxy even if he/she has an interest in the outcome of the resolutions.

## SIGNING INSTRUCTIONS

### Individual

Where a shareholder is an individual, this Voting/Proxy Form must be signed by the shareholder or his or her duly authorised attorney.

### Companies

Where a shareholder is a company, this Voting/Proxy Form must be signed by a duly authorised attorney or officer.

### Trusts

Where a shareholder is a trust, this Voting/Proxy Form should be signed as above by at least one trustee in accordance with the relevant trust deed (using the rules for an individual or a company, depending upon whether the trustee is an individual or a company).

### Partnerships

Where a shareholder is a partnership, this Voting/Proxy Form should be signed as above by at least one partner in accordance with the rules governing the partnership (using the rules for an individual or a company, depending upon whether the partner is an individual or a company).

### Joint Shareholders

At least one joint shareholder should sign this Voting/Proxy Form (on behalf of all joint shareholders). In the case of joint shareholders, if the shareholders appoint different voting proxies, the vote of the proxy appointed by the shareholder named first in the share register will be counted.

### Power of Attorney

If this Voting/Proxy Form is completed by an attorney, the power of attorney or a certified copy must, if not previously produced to Mercury NZ Limited, accompany the Voting/Proxy Form together with a completed certificate of non-revocation of authority.

### Body Corporate

A body corporate shareholder may appoint a representative on its behalf in the same manner as if it were appointing a proxy, provided that the Chair of the meeting, the Board, or the persons checking the entitlement of people to attend the meeting, shall waive any time limit for prior notice in respect of a corporation in favour of a person who at the meeting can produce reasonable evidence of their authority to represent the corporation.

>>TURN OVER TO COMPLETE THE FORM TO VOTE

**>> STEP 1: VOTING INSTRUCTIONS/VOTING PAPER**

(for postal and proxy voting – tick one box only in respect of each resolution)

Cast a postal vote, or instruct a proxy to vote, by placing a tick in the relevant box. If you are appointing a proxy and want them to decide how to vote on the resolution, please mark the box "Proxy's Discretion". Proxy's discretion is not applicable in the case of a postal vote.

Resolutions	For	Against	Abstain	Proxy's Discretion
1. To re-elect Joan Withers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect James Miller as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**>> STEP 2: APPOINTMENT OF A PROXY**

(to use if you will not submit this form as a postal vote and will not attend the meeting but wish to appoint someone to represent you and vote on your behalf at the meeting)

I/We

the above named shareholder/shareholders of Mercury NZ Limited

hereby appoint: \_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (full address)

Or failing that person \_\_\_\_\_ of \_\_\_\_\_  
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf as directed above and on any other matter to be put to the Annual Shareholders' Meeting of Mercury NZ Limited to be held on Thursday 3 November 2016, 10.30am and at any adjournment or postponement of this meeting.

**>> SIGNATURE OF SHAREHOLDER(S) THIS SECTION MUST BE COMPLETED**

Shareholder 1	Shareholder 2	Shareholder 3

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

ATTENDANCE SLIP



The Annual Shareholders' Meeting of Mercury NZ Limited will be held on Thursday 3 November 2016 at 10.30am at the Vodafone Events Centre, 770 Great South Road, Manukau.

## DEAR SHAREHOLDER,

### FY2016 Final and Special Dividends

We are pleased to confirm the payment of your Final and Special Dividends for the 2016 financial year. Your statement is now available to view [here](#), or you can paste the following address into your web browser:

[http://www.computershare.com/nzpurip1/?p=\\$Purl\\$\\$&regsystemcode=RMNZ](http://www.computershare.com/nzpurip1/?p=$Purl$$&regsystemcode=RMNZ)

Enter your New Zealand postcode or country (if outside New Zealand) as recorded in your shareholding. Then follow the prompts and click 'Login'. Your electronic statement can be accessed via the 'Document' column.

### Attending our Annual Meeting

Your Board and the Mercury leadership team are pleased to invite you to our Annual Shareholders' Meeting to be held at the Vodafone Events Centre (770 Great South Road, Manukau, Auckland) on Thursday 3 November 2016. The meeting will start at 10.30am. The formal Notice of Meeting is available [here](#), showing the order of business and resolutions relating to the re-election of directors.

To assist with catering, please register online [here](#) if you are planning to come to the meeting. On the day, it helps make registration quick and simple if you bring your CSN/Securityholder number, and show it to the team at the Computershare desk.

### Can't make it to the meeting?

If you are unable to attend the meeting, you can follow it online at:

[www.media-server.com/m/go/MCYASM2016](http://www.media-server.com/m/go/MCYASM2016)

### Your vote is important to us

Whether or not you attend the meeting, you can vote by 'postal' vote (a direct vote) or appoint a proxy to vote on your behalf. Both of these options are available online by following the instructions below.

1. To access InvestorVote please click [here](#). Or you can paste the following address into your web browser:

[https://www.investorvote.com.au/Login?cn=8895&p=\\$Purl\\$\\$&regsystemcode=RMNZ](https://www.investorvote.com.au/Login?cn=8895&p=$Purl$$&regsystemcode=RMNZ)

2. Enter your New Zealand postcode or country (if outside New Zealand) and click the 'Login' button.

3. Follow the prompts to lodge your vote online. For your vote to be effective it must be received by 10:30am (NZ Time) on 1 November 2016.

If you need any help, please call Computershare +64 9 488 8777 Monday to Friday 8.30am - 5pm, or email [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz)



Tony Nagel | Company Secretary, Mercury NZ Limited

[Visit our website](#) or view our [privacy policy](#).

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