

**26 October 2023**

**Chairman and Chief Executive – 2023 AGM Script**

**Slide 1. Cover Page**

[Open webcast on this slide at 1.50pm - no webcam]

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

[JX Live to count Craig in prior to start]

[At 2.00pm and after the count in, switch on Craig's webcam - full layout]

**Welcome**

Good afternoon 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 Annual Shareholders Meeting.

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

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

This document should be read in conjunction with the 2023 AGM slide presentation released with this document, the annual report for FY2023, the notice of meeting and the virtual meeting guide.

[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 Annual 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.

In addition, Shareholders who have requested a copy of the 2023 Annual Report, should have received one.

### Proxies

Roughly **57 million** proxy votes have been cast for each resolution.

There are approximately **45 million** open proxies for each resolution.

Mark Evans holds the majority at **41 million** open proxies

The NZ Shareholders Association holds roughly **2.7 million** open proxies

Murray Dine holds **1.3 million** open proxies

Myself (Craig Stobo), myself as Chair, and Pat Brockie hold the balance of the open proxies.

As Chairman of the meeting. I intend to vote those in favour of all resolutions.

### Apologies

I have received **No** apologies prior to the start of the meeting.

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 today.

### Presentations:

After that, there will be a presentation from the Chairman, before the FY2023 annual report and audited financial statements are presented to shareholders followed by the opportunity to ask questions on these items.

### 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 once voting closes.

If you have any queries in relation to casting a vote online or asking a question online, please refer to the online meeting guide or talk to link representative in the room.

## 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], Pat Brockie [Wave at room camera], and Christine Spring [Wave at room camera]
- 4.2 **Key appointments:** Chief Executive - Warren Koia [Wave at room camera], GM Operations - Adam Radich and CFO, Melanie Strydom.
- 4.3 **Auditors** – Our auditors from BDO is available online 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 online.
- 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

The virtual meeting guide has instructions for those online who may have questions in relation to the annual report, resolutions or general business sections.

For those online or attending in person - questions of a similar nature or theme can 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 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. Chairman's Address

Before commencing the formal section of this meeting, I would like to comment on the key features of the repower announced today, FY2023 results, trading update to 30 September 2023 and dividend considerations.

## Slide 7. Repower Announcement

Can I direct everyone's attention to the NZX announcement from this morning titled "TRH repower commercial terms, MEL placements & Rights Issue".

Craig to talk to NZX release.

We will have a special general meeting programmed for mid December 2023 to discuss the transaction and to seek shareholder approval.

#### **Slide 8. Key Business Highlights for FY23**

As per slide.

#### **Slide 9. September Quarter Trading Update**

I am happy to provide the unaudited generation, net electricity revenue and net electricity prices.

The October month has been trading well. We are monitoring the early impacts of El Nino

I reaffirm FY24 EBITDAF guidance at **\$3.0m to \$4.5m**

#### **Slide 10. Presentation of the Annual Report and Audited Financial Statements**

[Switch to Craig - default layout]

I will now move on to the formal business of the meeting.

The first formal item is the Annual Report, which includes written reports from the Chairman and CEO, and the audited financial statements for the financial year ended 30 June 2023.

This has been circulated and is taken as read.

I now invite questions and comments in respect of the 2023 Annual Report and the presentations made today.

I have received **no** written questions prior to this meeting in regards to the 2023 Annual Report.

If anyone has any questions on the annual report, audited financial statements or the presentations delivered today, please submit them now.

Please note there will be an opportunity to raise wider questions in the general business segment.

I will wait a few moments for anyone to complete their questions.

We will start with questions from the floor.

[Switch to Craig'sn– full screen]

[CEO will read questions and then Chair to address]

[Once Q&A is complete] ...

There are no further questions on the annual report and presentations, I will now move onto the resolutions.

#### **Slide 11. Business of the meeting**

[Switch to Craig - default layout]

#### **Resolutions – Overview**

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

- Resolution 1. Appointment and remuneration of auditors.
- Resolution 2. Re-election of Christine Spring as a director
- Resolution 3. Remuneration of directors
- Resolution 4. Amendment of constitution

Resolutions 1-3 are ordinary resolutions and are required to be passed by a simple majority of votes.

Resolutions 4 is a special resolution and requires a 75% majority of votes to be passed.

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 for the resolutions.

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 12. Proxy and Postal Votes as at 24 October 2023**

The proxy's received are as indicated on the slide and as discussed at the opening of the meeting.

**Slide 13. Resolution 1 – Appointment and remuneration of Auditors**

**RESOLUTION 1:** Resolution one is that the Board are authorised to fix the remuneration of the Company's auditors for the forthcoming financial year.

I move, as an ordinary resolution, that the Board are authorised to fix the remuneration of the Company's auditors for the forthcoming financial year..

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 14. Resolution 2 – Re-election of Christine Spring as a Director**

**RESOLUTION 2:** Resolution two relates to the re-election, of Christine Spring as a Director

I will now ask Christine if she would like to address the meeting on her proposed re-election.

Christine, ...

[Switch to Christine at the Lectern – full screen layout]

Christine to address meeting and resolution....

....Thank you, back to you Craig

[Switch back to Craig at the Lectern - default layout]

Thank you, Christine

I now move, as an ordinary resolution, that Christine Spring be elected as a director.

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 or Christine to address]

[Once Q&A is complete] ...

There appears to be no further discussion.

[Switch to Craig - default layout]

#### **Slide 15. Resolution 3 – Remuneration of Directors**

RESOLUTION 3: That the directors be authorised to increase the remuneration of the independent directors of the Company by 4% from 1 November 2023 pursuant to the per position sums shown in the “Proposed Remuneration” column of the table shown in note 3 of the explanatory notes.

I will now address this resolution in conjunction with the explanatory notes in the notice of meeting.

The Company engaged Board Dynamics to provide a report on the current director remuneration at NWF and recommend changes (if any) 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).

The Board reviewed this market data and based on a comparison of the Company's directors' fees to the market data, considers the proposed directors' remuneration increase by 4% as set out in the table below is appropriate. The proposed 4% increase in directors' fees at the lower end of the 4% to 5% range increase recommended by Board Dynamics.

I now move, as an ordinary resolution, that fees be approved based on the role each director undertakes from time to time. These fees are:

- \$166,400 for the Chair,
- \$72,800 for the base director fee,
- \$10,400 for the Chair of the audit and risk committee,
- \$10,400 for the Chair of the Repower Committee; and
- \$5,200 for members of the audit and risk committee.

If Resolution 3 is passed, the changes to the directors' remuneration will take effect on and from 1 November 2021.

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

Is there any discussion on this resolution?

I have received one written question from Mr Bruce Walker... Why should directors receive additional fees when they haven't delivered returns for shareholders? They all hold numerous directorships fees from one is a normal annual salary for the average worker!

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 16. Resolution 4 – Amendment of Constitution**

The Board considers that certain provisions in the Constitution should be amended to align director rotation provisions with the NZX Listing Rules, and to expressly allow for modern electronic means of convening meetings of directors and shareholders. The proposed amendments are:

### **A. Rotation of Directors**

The current director rotation provision in the Constitution reflects an old NZX Listing Rule that has since been updated. The current provision requires that one third of directors retire each year. The new Listing Rule stipulates that directors must not hold office past the third annual meeting following appointment or three years, whichever is longer. The Company is currently bound by both requirements which is administratively inconvenient.

The Board considers the Constitution should be amended by deleting clauses 18.5 and 18.6, and replacing those clauses with the following clause:

**18.5 Rotation of Directors:** *Each director shall retire from office when required to do so by the Rules but, subject to the Rules, shall be eligible for re-election (including at any meeting at which the director retires).*

### **B. Shareholder Meetings**

The current provisions in the Constitution relating to the methods of holding meetings of shareholders do not expressly provide for practical modern electronic methods of convening meetings of shareholders. The Board considers the Constitution should be amended by deleting clause 1 of the First Schedule and replacing it with the following clause:

#### **1. Methods of Holding Meetings**

*A meeting of Security Holders may be held either:*

- a) By a number of Security Holders, who constitute a quorum, being assembled together at the place, date and time appointed for the meeting; or*
- b) If determined by the board, by means of audio, audio and visual, or electronic communication; or*
- c) a combination of both of the methods described in clauses (a) and (b).*

*For the avoidance of doubt, a Security Holder participating in a meeting by means of audio, audio visual, or electronic communication is present at the meeting and part of the quorum.*

## C. Board Meetings

The current provisions in the Constitution relating to the proceedings of the Board do not expressly provide for modern electronic methods of giving notice of convening, meetings of directors. The Board considers the Constitution should be amended by inserting reference to notice by electronic means in clause 2.1 of the Second Schedule as set out below:

**2.1 Usual Notice for Meetings:**... Notice may be given to a director by:

- ...
- d) *sending the notice by electronic means in accordance with any request made by the director to the Company from time to time for such purposes, in which case the notice will be deemed to be given when sent.*

and by removing “meetings by telephone” and inserting “meetings by electronic means” in clause 3.1 of the Second Schedule as set out below:

**3.1 Meeting Methods:** *For the purposes of this constitution... all the provisions in this constitution as to meetings of the directors shall apply to such **meetings by electronic means**...*

### Slide 17. 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.

#### Results of the Meeting

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

#### 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 in five minutes. Please make your choice before the expiration of that time period.

### Slide 18. 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 19. Back Cover Page - Meeting Closure**

I now declare the formal proceedings of the Annual 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 stick around and enjoy some light refreshments and to talk informally with our key staff and directors.

Thank you one and all.

[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.