

Notice of Annual Shareholder Meeting

Notice is hereby given that the 2020 Annual Shareholder Meeting of Genesis Energy Limited will be held on Wednesday 30 September 2020, commencing 10:00am. Join us online or via the Lumi mobile app at web.lumiagm.com (registrations will be open at 9:30am).

www.genesisenergy.co.nz

www.genesisenergy.co.nz/investors



Important dates and times

All times are in New Zealand Standard Time (NZST).

Vote-eligibility date for voting entitlements for the Annual Shareholder Meeting:

Friday 25 September 2020, close of trading.

Latest time for receipt of proxy voting forms:

Monday 28 September 2020, 10am

Annual Shareholder Meeting:

Wednesday 30 September 2020, 10am

Order of Business

A. CHAIRMAN'S ADDRESS

B. CHIEF EXECUTIVE'S REVIEW

C. SHAREHOLDER QUESTIONS

Consideration of any shareholder questions raised during the meeting on the Financial Statements and reports and on the performance and management of Genesis Energy.

D. ORDINARY RESOLUTIONS

To consider and, if thought fit, pass the following ordinary resolution:

Re-election of Doug McKay

That Doug McKay be re-elected as a Director of the Company.

Please read the Explanatory Notes and the Procedural Notes and Other Information for further information in relation to the above resolution.

E. GENERAL BUSINESS

To consider such other business as may lawfully be raised at the meeting.

On behalf of the Board

MATTHEW OSBORNE
Company Secretary

28 August 2020

Explanatory Notes

Resolutions: Re-election of Doug McKay

NZX Listing Rule 2.7.1 requires that the Company's Directors must not hold office without re-election past the third Annual Shareholder Meeting following their appointment or three years, whichever is longer. Doug McKay was last re-elected at the Company's 2017 Annual Shareholder Meeting and therefore will retire from office at this year's Annual Shareholder Meeting. Being eligible, Doug McKay offers himself for re-election.

The Board has determined that Doug McKay is an Independent Director as defined in the NZX Listing Rules. A brief biography of Doug McKay is provided below.

The Board of Genesis Energy confirms its support for the re-election of Doug McKay and recommends that you vote in favour of his re-election at the meeting.



DOUG MCKAY
ONZM, BA, AMP (HARVARD)

Doug McKay joined the Genesis Board in 2014 and is Chairman of the Company's Human Resources and Remuneration Committee and is also a member of the Company's Nominations Committee.

Doug is Chairman of the Bank of New Zealand and Eden Park Trust Board and has directorships with National Australia Bank (NAB), IAG New Zealand Limited and Fletcher Building Limited. Doug began his career with Procter & Gamble, working in a number of roles both in New Zealand and overseas and subsequently worked in Managing Director and Chief Executive roles with Lion Nathan, Carter Holt Harvey, Goodman Fielder, Sealord and Independent Liquor where he was also Chairman.

Doug was the inaugural Chief Executive of the amalgamated Auckland Council until the end of 2013.

Procedural Notes and Other Information

1. VIRTUAL MEETING

This year, while not Genesis Energy's preferred option, the Company has chosen to hold its Annual Shareholder Meeting online only. The key reasons for this decision are the uncertainty of the status of the COVID-19 pandemic (particularly in relation to meeting size and domestic travel) and potential risks to the health of meeting attendees.

All shareholders are able to attend and participate in the Annual Shareholder Meeting online via an internet connection using a computer, laptop, tablet or smartphone.

Details of how to attend and participate in the Annual Shareholder Meeting are set out in Section 7 below.

2. PERSONS ENTITLED TO VOTE

Voting entitlements will be determined at the close of trading on Friday 25 September 2020. Registered shareholders at that time will be the only persons entitled to vote at the Annual Shareholder Meeting and only the shares registered in those shareholders' names at that time may be voted at the meeting.

3. VOTING

Voting on the resolution to be put before the Annual Shareholder Meeting will be conducted by way of poll on the online platform web.lumiagm.com. As a shareholder you may cast your vote in one of two ways:

- (a) You may participate virtually and vote at the meeting online via the online platform web.lumiagm.com; or
- (b) you may appoint a proxy or (in the case of a corporate shareholder) a representative to participate virtually and vote at the meeting in your place via the online platform web.lumiagm.com.

In order for you (or your proxy on your behalf) to vote, you (or they) 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 Proxy Voting Form, or follow the prompts in the email you receive from the share registrar, Computershare Investor Services Limited.

Details of how to participate in the Annual Shareholder Meeting are set out in Section 7 below.

4. APPOINTMENT OF PROXY

If you wish to appoint a proxy you should complete and return the Proxy Voting Form, which is enclosed with this Notice of Meeting, or lodge your proxy preference online at www.investorvote.co.nz (see below for further details). A proxy need not be a shareholder of the Company.

If your proxy is not the Chairman of the meeting or a Director of Genesis Energy, please ensure that you provide their contact details in the space provided on the Proxy Voting Form.

Proxy Voting Forms must be returned to the office of the Company's share registrar, Computershare Investor Services Limited, by one of the following methods:

- (a) by lodging your proxy appointment online at www.investorvote.co.nz or by scanning the QR code on the Proxy Voting Form with your smartphone;
- (b) mail in the enclosed pre-paid envelope, for:
 - New Zealand, Private Bag 92 119, Auckland 1142; and
 - Australia, Reply Paid 3329, Melbourne,

Victoria 8060; or

(c) fax to +64 9 488 8787.

To be effective, the Proxy Voting Form must be received by the Company's share registrar, or the online appointment completed, no later than 10.00am (NZST) on Monday 28 September 2020.

You may revoke your proxy by giving written notice of revocation to the Company in the manner set out above, which notice must be received by the Company's share registrar no later than 10.00am (NZST) on Monday 28 September 2020.

A corporation may appoint a person to attend the meeting as its representative in the same manner as it may appoint a proxy.

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you must mark the appropriate box on the Proxy Voting Form. If you do not tick any box for the resolution then your proxy may vote as they choose, as if you had selected 'Proxy Discretion'.

The Chairman of the meeting, or any other Director, is willing to act as a proxy on behalf of shareholders who wish to appoint them for that purpose. If, in appointing your proxy, you do not name a person to be your proxy, the Chairman of the meeting will be your proxy and will vote in accordance with your express directions. If additional matters are raised during the course of the Annual Shareholder Meeting which require a shareholder vote, your proxy will be entitled to vote on these additional matters as he or she thinks fit. The Chairman of the meeting and Directors who act as proxies on behalf of shareholders intend to vote any proxy

discretion in favour of the resolution, except Doug McKay will abstain from voting any discretionary proxies given to him as they would relate to his own re-election.

5. ORDINARY RESOLUTION

The resolution to re-elect Doug McKay as a Director of the Company will be passed if approved by ordinary resolution at the Annual Shareholder Meeting. An ordinary resolution is a resolution approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution (including by proxy or representative).

6. WEBCAST

The Annual Shareholder Meeting will be webcast through Lumi AGM subject to any restrictions caused by COVID-19 concerns.

7. VIRTUAL PARTICIPATION

To participate in the Annual Shareholder Meeting you will need to either:

- Visit web.lumiagm.com on your computer or mobile device. Ensure that your browser is compatible – Lumi AGM supports the latest version of Chrome, Safari, Internet Explorer, Edge and Firefox; or
- Download the Lumi AGM app from the [Apple App Store](#) or [Google Play Stores](#) for free. Search for Lumi-AGM, shareholders are encouraged to download the app prior to the meeting.

Shareholders will require the meeting ID – which is 398-583-434 - as well as their CSN/Securityholder Number which can be found on their Proxy Voting Form, for verification purposes.

Shareholders may vote on the resolution to be put to the Annual Shareholder Meeting, and ask questions, by using their own computers or mobile devices through the online participation portal, as described in the accompanying Virtual Meeting Guide (also available at <http://www.genesisenergy.co.nz/investors/annual-shareholder-meeting>). Shareholders may also send questions in advance of the meeting to investor.relations@genesisenergy.co.nz. The main themes will be aggregated and responded to at the meeting, provided that the Company reserves the right not to address questions that, in the Chairman's opinion, are not reasonable or appropriate in the context of an Annual Shareholder Meeting, or any written question in advance of the meeting that was not received by the close of business on Wednesday 23 September 2020.

Details of how to participate in the Annual Shareholder Meeting are provided in the Virtual Meeting Guide accompanying this Notice of Meeting. Shareholders are encouraged to review the Virtual Meeting Guide prior to the meeting. If you have any questions, or need assistance with the online process, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday or by email to corporateactions@computershare.co.nz.