



REFINING NZ

The New Zealand Refining Company Limited

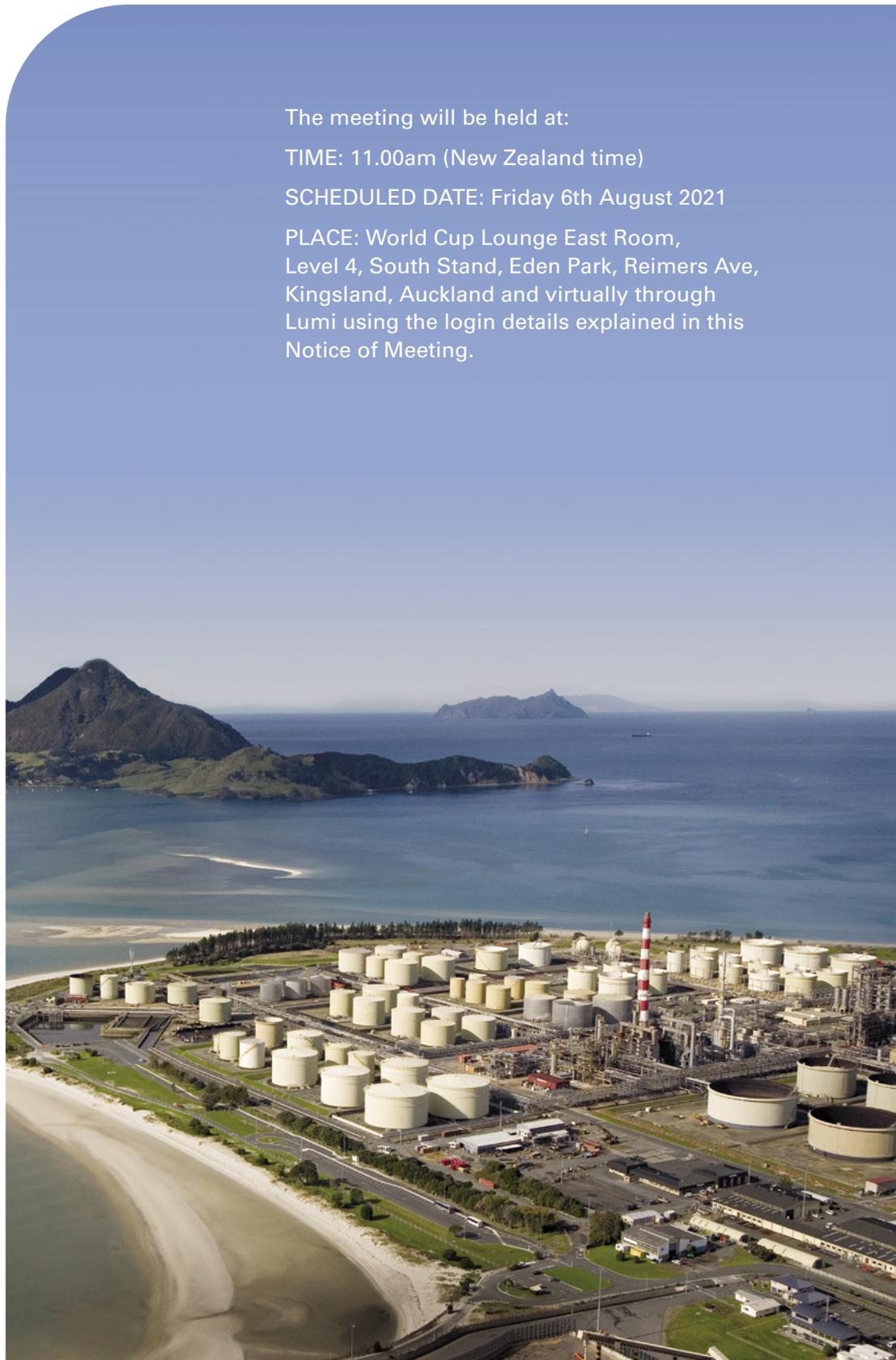
Notice of Special Meeting

The meeting will be held at:

TIME: 11.00am (New Zealand time)

SCHEDULED DATE: Friday 6th August 2021

PLACE: World Cup Lounge East Room,
Level 4, South Stand, Eden Park, Reimers Ave,
Kingsland, Auckland and virtually through
Lumi using the login details explained in this
Notice of Meeting.



Notice is hereby given that a special meeting of The New Zealand Refining Company Limited (“**Company**” and “**Refining NZ**”) will be held at 11.00am on Friday 6th August 2021, at World Cup Lounge East Room, Level 4, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland. You can also attend the meeting virtually using the instructions explained further below under “Virtual Meeting”.

Capitalised but undefined terms in this Notice of Meeting carry the same meaning as in the Glossary of the Booklet accompanying this Notice of Meeting.

Key Dates

If you do not wish to attend, but would like to vote, you must submit your Proxy/Voting Form or online vote no later than **11:00am on Wednesday 4th August 2021**, in accordance with the instructions at the back of this Notice of Meeting and the Proxy/Voting Form.

Business

This is a significant Meeting for the future of the Company as shareholders will be asked to approve the conversion of the Company’s business from an oil refinery to an import terminal.

Important information to help you decide how to vote on these Resolutions is set out in the Booklet accompanying this Notice of Meeting. You are encouraged to read the Booklet in full before deciding how to vote.

Independent Directors’ Recommendation

The Independent Directors recommend that shareholders vote in favour of all Resolutions before the Meeting.

Presentations

- Chairman’s Address.
- CEO’s Address.

Resolutions

Resolution 1: Change in nature of business and major transaction

To consider and, if thought fit, to pass the following as a special resolution:

“That the Proposal is approved for the purposes of NZX Listing Rule 5.1.1(a) and, to the extent applicable, NZX Listing Rule 5.1.1(b) and section 129 of the Companies Act 1993, subject to the Approval Requirements.”

Resolution 2: Provision of import terminal services

To consider and, if thought fit, to pass the following as an ordinary resolution subject to Resolution 1 being passed:

“That Refining NZ’s entry into documentation with each of the Customers (or their nominees) for the provision of import terminal services and transitional arrangements from the Processing Agreements, is approved as a Material Transaction under NZX Listing Rule 5.2.1.”

By order of the Board



Chris Bougen
General Counsel and Company Secretary
5th July 2021

Explanatory Notes – Resolutions

In order for the Proposal to be implemented, amongst other Approval Requirements, Resolutions 1 and 2 must be approved by shareholders.

RESOLUTION 1

Change in nature of business and major transaction

Resolution 1 is being put to shareholders in accordance with the requirements of the NZX Listing Rules and the Companies Act 1993 in connection with the entry into and performance of the Proposal. The Proposal is defined in the Booklet as carrying out the Conversion and carrying on the New Business. Each of these are described in detail in the Booklet.

The NZX Listing Rules provide that Refining NZ must obtain the approval of shareholders to enter into any transaction, or related series of transactions, under which Refining NZ acquires or disposes of assets (including contracts for the provision of import terminal services and transitional arrangements from existing Processing Agreements) where the transactions would:

- (a) significantly change, either directly or indirectly, the nature of Refining NZ's business; or
- (b) involve a 'Gross Value' above 50% of the Average Market Capitalisation of Refining NZ.

As the Proposal would result in Refining NZ ceasing to operate an oil refinery business, being its main activity, and is of a value that exceeds the threshold in (b) above, shareholders' approval under NZX Listing Rules 5.1.1(a) and 5.1.1(b) is being sought.

In addition to the above approval under the NZX Listing Rules, section 129 of the Companies Act 1993 also provides that Refining NZ must obtain approval of shareholders to enter into any transaction that:

- (a) involves Refining NZ disposing of assets the value of which is more than half the market value of Refining NZ's gross assets before the disposition; or
- (b) is likely to have the effect of Refining NZ acquiring rights or incurring obligations or liabilities the market value of which is more than half the market value of Refining NZ's gross assets before the transaction.

As the Proposal involves the staged cessation of refinery activities ultimately resulting in the repurposing or decommissioning, demolition and remediation of refining assets and land, the Restructure, and the acquisition of rights (under documents recording the provision of import terminal services and transitional arrangements) and the incurring of expenses associated with the Conversion, the value of which (in either case) is more than half of the market value of Refining NZ's gross assets before the implementation of the Proposal, Refining NZ must first obtain shareholders' approval under section 129 of the Companies Act 1993 before implementing the Proposal.

Resolution 1 is a special resolution. To be passed, this Resolution requires the approval of a majority of 75% of the votes cast by shareholders entitled to vote and voting.

RESOLUTION 2

Provision of import terminal services

Resolution 2 is being put to shareholders in accordance with the requirements of the NZX Listing Rules for Material Transactions with Related Parties, under NZX Listing Rule 5.2.1.

As explained in the Booklet (see Section 2.4), the final form of the Terminal Services Agreements (**TSA**) and Transition Agreements with Customers are yet to be concluded. Therefore, shareholders are being asked to approve the provision of import terminal services to Customers and transitional arrangements from the provision of oil refining services under the existing Processing Agreements, on the basis of the terms set out in Section 2.4 of the Booklet. If the Resolution is approved, Refining NZ will then aim to conclude negotiations accordingly.

The NZX Listing Rules require shareholders to approve any Material Transaction directly between Refining NZ and a Related Party. The provision of import terminal services and transitional arrangements are 'Material Transactions' as:

- (a) in relation to the services provided, the gross cost to Refining NZ in any financial year is likely to exceed an amount equal to 1% of Refining NZ's Average Market Capitalisation; and
- (b) in relation to the rights acquired by Refining NZ under the documents for the provision of import terminal services, the market value of those rights exceeds 10% of Refining NZ's Average Market Capitalisation.

Further, the transitional arrangements from the Processing Agreements may constitute material variations to existing material transactions with Related Parties (that is, the existing Processing Agreements).

Each of the Customers is a Related Party of Refining NZ as each of them has a relevant interest in 10% or more of the Shares in Refining NZ.

An Independent Appraisal Report on the fairness of the terms for the provision of import terminal services and transitional arrangements to shareholders that are not Associated Persons of the Customers is set out in Appendix A of the Booklet. The Independent Appraiser considers those transactions to be fair to such shareholders.

Resolution 2 is an ordinary resolution. To be passed, this Resolution requires the approval of a simple majority of the votes cast by shareholders entitled to vote and voting (which excludes the votes of Customers and their Associated Persons cast in favour of Resolution 2).

See "Voting entitlements and disqualifications" below for information on those shareholders entitled to vote on Resolution 2.

Procedural Notes

Voting entitlements and disqualifications

Provided that they are registered as holding Shares on Refining NZ's share register at 11.00am on Friday 6th August 2021 (being the **Record Date**), shareholders will be entitled to vote at the Meeting as follows:

- (a) **Resolution 1:** all shareholders are entitled to vote; and
- (b) **Resolution 2:** all shareholders are entitled to vote, except each of the Customers (and their Associated Persons).

How shareholders may cast votes

Shareholders may cast their vote in one of three ways:

(a) Personal Attendance

You can attend the meeting in person or participate virtually via an online platform **web.lumiagm.com** provided by the Company's share registrar, Computershare Investor Services Limited.

(b) Appointment of a Proxy

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be another shareholder. A shareholder may appoint "The Chairman of the Meeting" as proxy. The Chairman intends to vote any undirected proxies held by him in favour of Resolutions 1 and 2.

If you have ticked the "**PROXY DISCRETION**" box and your named proxy does not attend the Meeting or you have not named a proxy but have otherwise completed the Proxy/Voting Form in full, the Chairman of the Meeting will act as your proxy. With respect to any other direction the Proxy/Voting Form will take effect as a postal vote. The Chairman's voting intentions are set out in the paragraph above, and it is noted that he is not subject to any voting restrictions.

As noted under "Voting entitlements and disqualifications" the Customers (and their Associated Persons, including the Customer Directors) are disqualified from voting on Resolution 2 under the NZX Listing Rules. Therefore, any such persons may only act as proxies in respect of Resolution 2 in accordance with

express instructions of the shareholder appointing them as a proxy (i.e. discretionary proxies given to a Customer (or their Associated Persons, including the Customer Directors) for Resolution 2 will not be valid and they will be ineligible to vote on related motions).

A Proxy/Voting Form is enclosed with this Notice of Meeting. If used to appoint a proxy, it must be deposited with the Company, being not later than 48 hours before the time for holding the meeting (i.e. on or before 11.00am on Wednesday 4th August 2021), using one of the methods explained below:

- Depositing it at the Registered Office of the Company;
- Online at **www.investorvote.co.nz**
- Delivering it to the Company's share registrar's office at Level 2, 159 Hurstmere Road, Takapuna, Auckland
- Posting it to the Company's share registrar's office in the supplied reply paid envelope; or
- Faxing it to the Company's share registrar at +64 9 488 8787.

The Company may however accept late Proxy/Voting Forms at its sole discretion.

(c) Postal Voting

Shareholders who are entitled to attend and vote at the Meeting may cast a postal vote instead of attending in person or appointing a proxy.

A Proxy/Voting Form is enclosed with this Notice of Meeting. If used to cast a postal vote, it must be deposited with the Company, being not later than 48 hours before the time for holding the Meeting (i.e., on or before 11.00am on Wednesday 4th August 2021), using one of the methods explained below:

- Depositing it at the Registered Office of the Company;
- Online at **www.investorvote.co.nz**
- Delivering it to the Company's share registrar's office at Level 2, 159 Hurstmere Road, Takapuna, Auckland
- Posting it to the Company's share registrar's office in the supplied reply paid envelope; or
- Faxing it to the Company's share registrar at +64 9 488 8787.

The Company may however accept late Proxy/Voting Forms at its sole discretion.

Online appointment of proxies and online voting

A shareholder entitled to attend and vote at the Meeting may appoint a proxy online or may vote online on the website of the Company's share registry, Computershare: www.investorvote.co.nz.

To appoint a proxy or vote online shareholders will be required to enter their CSN/Securityholder Number, postcode/country of residence and the secure access Control Number that appears on the front of their Proxy/Voting Form. Proxies and votes submitted in this way must be received on or before 11.00am on Wednesday 4th August 2021. The Company may however accept late online votes at its sole discretion.

The Company Secretary, Chris Bougen, has been authorised by the Board to receive and count postal votes, including online votes, at the Meeting.

Minority buy-out rights

Minority buy-out rights apply to Resolution 1 only.

If Resolution 1 is passed, a shareholder that cast all the votes attached to Shares registered in the shareholder's name, and having the same beneficial owner, against Resolution 1 may give written notice to the Company no later than 5.00pm on Friday 20th August 2021 that they wish to exercise their minority buy-out rights under the Companies Act 1993. Notice may be given by email to corporate@refiningnz.com, by post addressed to Private Bag 9024, Whangarei 0148 or delivered by hand at the Company's office at Ralph Trimmer Drive, Marsden Point 0171, New Zealand.

Virtual meeting

If shareholders do not wish to attend the Meeting in person, or the physical meeting at Eden Park, Auckland, cannot be held due to a COVID-19 lockdown, shareholders can attend and participate in the Meeting online via an internet connection (using a computer, laptop, tablet or smartphone).

Details of how to participate virtually are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide and download the Lumi app from the App Store of Google Play Store for free prior to the Meeting.

Shareholders will be able to view the presentations, vote on the Resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote on their behalf or send a postal vote, as they otherwise would, by following the instructions on the Proxy/Voting Form and this Notice of Meeting. If a proxy is appointed and attends the Meeting, shareholders will not be able to vote as the proxy will do that for them.

NZ RegCo

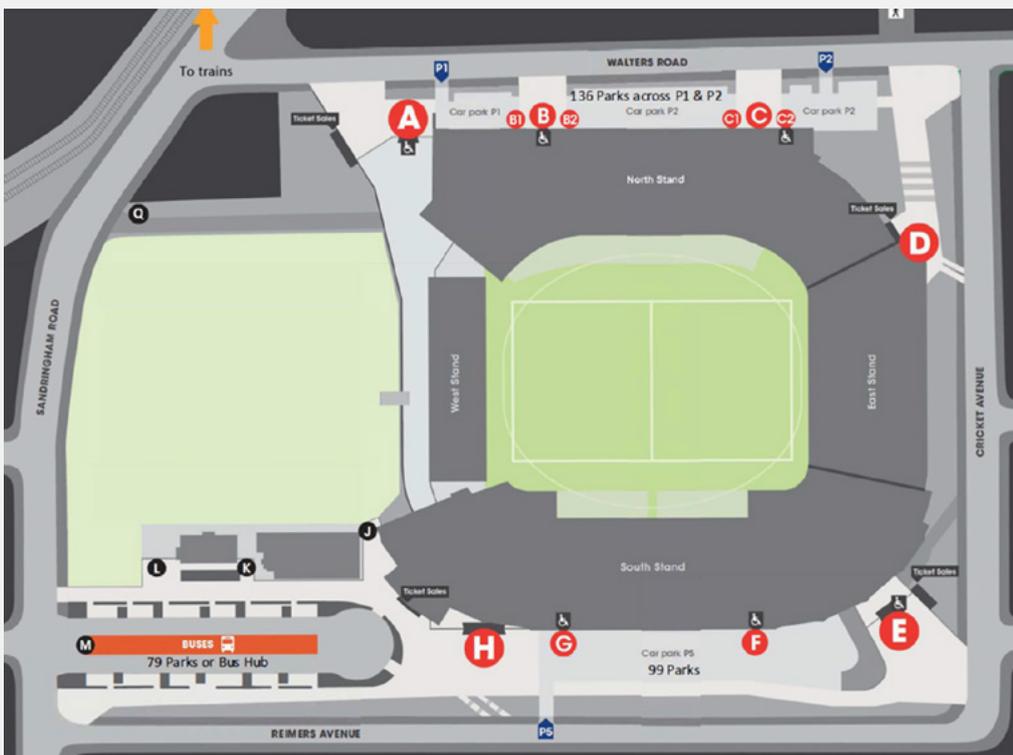
Although NZ RegCo has reviewed and does not object to this Notice of Meeting and the Booklet, NZ RegCo takes no responsibility for any statement in this Notice of Meeting or the Booklet.

Venue location

The physical location for the Meeting is World Cup Lounge East Room, Level 4, South Stand, Eden Park, Reimers Avenue, Kingsland, Auckland. The venue is accessible through entrance F, as shown on the map below.

Eden Park is served by rail and bus services. Kingsland train station is a short walk from Eden Park. There will also be a limited number of car parks available at the South Stand (through the car park entrance G, off Reimers Avenue) on a first come, first serve basis.

Extra parking will be available behind the ASB Stand (via car park entrance B or C, off Walters Road). Please allow for a 5-10 minute walk from there to the South Stand.



REFINING NZ

Private Bag 9024
Whangarei 0148, NZ
T: + 64 9 432 8311
E: corporate@refiningnz.com
www.refiningnz.com