



Notice of Annual Meeting of Shareholders

Notice is hereby given that the 2016 Annual Meeting of Shareholders of Contact Energy Limited will be held in the Newmarket Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand on Wednesday 12 October 2016 commencing at 10.00am.

Contact[®]

Business

A. Chairman's Address

B. Chief Executive Officer's Review

C. Financial Statements

In relation to Contact Energy Limited's ("Contact") annual report for the year ended 30 June 2016, to receive the financial statements for that period, and the auditor's report on those financial statements.

D. Resolutions

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

Resolution 1 – Election of Elena Trout

That Elena Trout be elected as a director of Contact.

Resolution 2 – Re-election of Whaimutu Dewes

That Whaimutu Dewes be re-elected as a director of Contact.

Resolution 3 – Re-election of Sue Sheldon

That Sue Sheldon be re-elected as a director of Contact.

Resolution 4 – Auditor

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

E. Other Business

To consider any other matter that may lawfully be considered at the annual meeting.

On behalf of the Board of Directors



Sir Ralph Norris
Chairman

23 September 2016

Procedural Notes

1. Voting

Voting entitlements for the annual meeting will be determined at 10.00am on Monday 10 October 2016 based on registered shareholdings at that time. Voting on all resolutions put before the meeting shall be by a show of hands or poll at the discretion of the chairman of the meeting. Results of the voting will be notified on the New Zealand and Australian stock exchanges.

2. Proxies and Corporate Representatives

If you are a shareholder of Contact entitled to attend and vote you are entitled to appoint a proxy to attend and vote instead of yourself. A proxy need not be a shareholder of Contact. Any corporation that is a shareholder of Contact may appoint a person as its representative to attend the annual meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy.

3. Proxy appointment

A proxy form accompanies this notice of meeting and it must be lodged at the office of the share registry, Link Market Services, not less than 48 hours before the commencement of the annual meeting, that is **not later than 10.00am on Monday 10 October 2016**. Any proxy form received after that time will not be valid for the annual meeting.

You can lodge your proxy **online** by going to **vote.linkmarketservices.com/CEN** or by scanning the QR code on the proxy form with your smartphone.

4. Shareholder questions

Shareholders present at the annual meeting will have the opportunity to ask questions during the meeting. If you cannot attend the annual meeting but would like to ask a question you can submit a question online by going to **vote.linkmarketservices.com/CEN** and completing the online validation process or by using the proxy form. Questions need to be submitted by Monday 10 October 2016. Contact reserves the right not to address any questions that it is not required to address or, in the Board's opinion, are not reasonable to address in the context of an annual meeting.

Explanatory Notes

Resolution 1 – Election of Elena Trout as Director

On 22 August 2016 Contact announced the appointment of Elena Trout to join its Board of Directors (“Board”) on 3 October 2016 to fill a casual vacancy until the 2016 annual meeting.

Contact’s constitution provides that any person appointed as a director by the Board may hold office only until the next annual meeting, and is then eligible for election at that meeting. Being eligible to do so, Elena Trout is seeking election.

The Board unanimously recommends that shareholders vote in favour of the election of Elena Trout. She is considered by the Board to be an independent director.

Resolutions 2 and 3 – Re-election of Whaimutu Dewes and Sue Sheldon as Directors

Contact’s constitution requires that at least one third of the directors (or the number nearest to one third) must retire by rotation at the annual meeting of shareholders each year, but shall be eligible for re-election at that meeting. Those required to retire are those who have been longest in office since they were last elected.

Whaimutu Dewes and Sue Sheldon are the directors who have been longest in office since they were last elected. Each of them is eligible and they offer themselves for re-election.

The Board unanimously recommends that shareholders vote in favour of the re-election of Whaimutu Dewes and Sue Sheldon. They are both considered by the Board to be independent directors.

Resolution 4 – Auditor

KPMG is automatically reappointed as auditor under section 207T of the Companies Act 1993 (“Act”). The proposed resolution is to authorise the Board, under section 207S of the Act, to fix the fees and expenses of the auditor.



Elena Trout

Independent Non-Executive Director

Elena is an experienced company director and a professional engineer who has held a number of leadership positions in the transport, infrastructure and energy sectors. She has over 30 years of experience in the management, planning and delivery of large projects. She is a director of Electricity Efficiency and Conservation Authority, Harrison Grierson Holdings Limited and Marsden Maritime Holdings Limited. Her former directorships include Electricity Authority and Transpower New Zealand Limited. She is the current President of the Institution of Professional Engineers of New Zealand (IPENZ) with membership status of Fellow as well as Fellow of Engineers Australia, and is a chartered member of the Institute of Directors. Elena holds a Masters of Civil Engineering degree from Canterbury University.



Whaimutu Dewes

Independent Non-Executive Director

Whaimutu Dewes is of Ngati Porou and Ngati Rangitahi descent and lives in Rotorua. He is the chairman of Aotearoa Fisheries Limited and Sealord Group Limited, and is a non-executive director on the Treasury Board. His former directorships include the Housing New Zealand Board, Television New Zealand Limited and the AMP New Zealand Advisory Board, and he was deputy chairman of Sealord Group between 1992 and 2008. Whaimutu has also held senior management roles at Fletcher Challenge and the Department of Maori Affairs. Whaimutu has a Master’s degree in public administration and degrees in arts and law.

Term of office

Appointed director 22 February 2010, last re-elected 2013 annual meeting.

Board committees

Chairman of the Health, Safety and Environment Committee and member of the Audit Committee.



Sue Sheldon

Independent Non-Executive Director

Sue Sheldon is a professional company director. She is the chairman of Freightways Limited, chair of NZ Global Women and a director of Real Journeys Limited. Sue has previously held the roles of chairman of Chorus Limited, Paymark Limited, the board of trustees of the National Provident Fund, deputy chairman of the Reserve Bank of New Zealand and Christchurch International Airport Limited, and director of Smiths City Group Limited. Prior to moving into a professional director role, Sue practised as a chartered accountant. She is a former president of the New Zealand Institute of Chartered Accountants and was made a Companion of the New Zealand Order of Merit in the Queen’s Birthday Honours List in 2007 for services to business.

Term of office

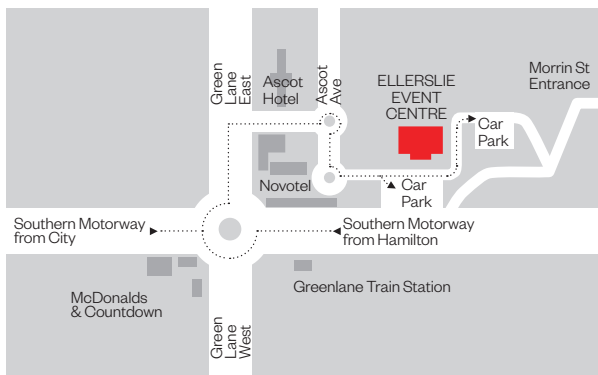
Appointed director 16 March 2009, last re-elected 2014 annual meeting.

Board committees

Chairman of the Audit Committee and member of the Remuneration and Nominations Committee.

Venue Location

The 2016 annual meeting of shareholders of Contact Energy Limited will be held in the Newmarket Room, Ellerslie Event Centre, 80-100 Ascot Avenue, Greenlane East, Auckland, New Zealand on Wednesday 12 October 2016 commencing at 10.00am.



Directions to the Ellerslie Event Centre from the Southern Motorway

Ellerslie Racecourse is well sign posted from the Southern Motorway.

- The best exit is Greenlane.
- At the roundabout turn left if travelling from the north on the motorway, or right if travelling from the south.
- At the first set of lights turn right.
- If you continue through Ellerslie's main car park, you will arrive at the Ellerslie Event Centre.

The venue has free parking.

Webcast

A live recording of the annual meeting will be broadcast on Contact's website contact.co.nz/corporate/investor-centre