

HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE CHARTER

1. INTRODUCTION

- 1.1 This Charter sets out the operating guidelines for the Health, Safety, Environment and Community Committee ("Committee") of Tilt Renewables Limited ("Tilt Renewables").

2. ROLE AND PURPOSE

- 2.1 The Committee assists the board of Tilt Renewables ("Board") to ensure it provides direction and monitors performance on health, safety, environment and community ("HSEC") matters of Tilt Renewables and its wholly owned subsidiaries (being the "Group").
- 2.2 The Board has ultimate responsibility for the HSEC outcomes of the Group's operational activities.
- 2.3 Board committees are established to perform particular work on an ongoing basis. The purpose of the Committee is to provide a specific governance focus on HSEC and HSEC risks.
- 2.4 HSEC risks include all risks that could cause harm to people or the environment arising out of the Group's operations and activities, but do not include financial risks or other risks addressed by the Audit and Risk Committee.
- 2.5 The "Community" related focus of the Committee covers early screening and assessment of Community and local stakeholder aspects of possible projects and also community relations for operational projects. The Committee aims to understand the evolution of local and wider societal attitudes toward solar and wind power projects and ensure commentary is incorporated into the strategic planning and project approval processes of the Group.
- 2.6 The Committee will monitor and assess the stakeholder reputation of Tilt Renewables in respect of HSEC matters.
- 2.7 By undertaking these functions, the Committee will assist Board members to meet their due diligence requirements with respect to HSEC.
- 2.8 This Committee has an ongoing role and purpose in support of the Board's governance of Tilt Renewables. As such it can only be disestablished through a resolution of the full Board.

3. COMMITTEE MEMBERSHIP

- 3.1 The following requirements apply to the Committee in respect of its membership:
- (a) The Board will appoint the Chair of the Committee ("Chair") and the Committee members.
- (b) The Committee's membership will include two Directors and is confined to non-executive Directors.

- (c) The quorum will be two Directors, with one member of management in the role of Secretary. Meetings can be held in person or through video or telephone conferencing.

4. COMMITTEE PROCEDURE

4.1 The Committee will comply with the following procedures:

- (a) The Chief Executive Officer, the Company Secretary and the General Managers of Renewables Development and Trading and Operations are expected to attend all Committee meetings. Other members of management may attend as required.
- (b) All directors are entitled to attend meetings of the Committee.
- (c) The Secretary will prepare the agenda in consultation with the Chair.
- (d) Committee meeting agendas and papers to be considered at committee meetings will be distributed to all Board members.
- (e) The Secretary will take and maintain accurate minutes of the Committee's meetings, and will provide draft minutes to the Chair.
- (f) Approved minutes of Committee meetings will be included in the following Board meeting's papers.
- (g) Approved minutes will be available to members of the Board, the Chief Executive Officer, General Managers of Renewables Development and Trading and Operations, and other members of management as appropriate.
- (h) Every twelve months, this Committee's Charter and composition must be reviewed by the Committee and its effectiveness confirmed. The Board may also review this Committee's Charter from time to time.
- (i) The Committee will meet at least two times a year. Further meetings can be arranged on an as-needed basis.

5. RESPONSIBILITIES AND DUTIES

- 5.1 Schedule 1 to this Charter sets out the responsibilities and duties delegated to the Committee by the Board. The purpose of this delegation is to assist the Board to fulfil its responsibilities and objectives in respect of all matters related to HSEC for the Group and to enable the Committee to make recommendations to inform Board decision making.
- 5.2 The responsibilities and duties delegated to the Committee by the Board are also intended to assist Board members in meeting their HSEC due diligence requirements, including taking reasonable steps to:
- (a) acquire and maintain up-to-date knowledge of HSEC matters that are relevant to the Group;
 - (b) understand the Group's operations and the hazards and risks associated with these operations;

- (c) ensure the integrity of the HSEC data and review reporting to ensure useful information is presented from that data; and
- (d) reviewing HSEC outcomes from the Group's operations and activities ensuring that improvement options and plans are developed and monitor implementations; and
- (e) ensure the Group has appropriate resources and processes to eliminate or minimise HSEC operational risks arising from the Group's activities;
- (f) ensure there are appropriate processes for receiving and considering information about incidents, hazards and risks, and for responding to that information;
- (g) ensure there are processes for complying with relevant HSEC duties, and that these are implemented; and
- (h) verify that these resources and processes are in place and being used at Tilt Renewables and within the Group.
- (i) ensure there are appropriate early stage go / no-go screening and evaluation frameworks for HSEC for early stage new projects and ensure the Board is fully informed on HSEC risks when it is considering new investments.

- 5.3 The Committee shall report back to the Board as determined by the Committee, and as otherwise requested by the Board from time to time.
- 5.4 The Committee has complete access to the Group's senior executive team through the Chairman, the Chief Executive Officer or the Company Secretary at any time. The Committee also has authority from the Board to obtain any information and investigate any matter within its terms of reference.
- 5.5 The Board retains overall responsibility for HSEC governance, and has absolute discretion to accept or disregard recommendations or actions of the Committee.

6. INDUCTION AND CONTINUOUS DEVELOPMENT

- 6.1 The Committee will ensure that it, and the Board, are sufficiently informed about the requirements for a modern good practice HSEC management system, and about the Group and its operations and associated hazards and risks to know whether the system is fit-for-purpose and being effectively implemented.
- 6.2 The Committee will be provided with a HSEC director development programme for the induction of new Board members and the continuous development of existing Board members. In addition, the Committee may obtain further information from external specialists if and as required.

7. POWERS AND AUTHORITY

- 7.1 The Committee is specifically authorised by the Board to perform activities within the scope of its Charter. The Committee may also examine any other activities referred to it by the Board.
- 7.2 From time to time the Committee may require external specialist advice. It is authorised to engage suitable consultants and subject matter experts to provide objective advice.

Decisions to do this and the supporting rationale will be recorded in the relevant minutes and reported to the Board.

Date: 4 November 2016

SCHEDULE 1: COMMITTEE RESPONSIBILITIES AND DUTIES

#	Responsibility	Timing
1	Assist the Board in exercising governing authority for HSEC within the Group. This includes setting HSEC policy, objectives and goals, including ensuring the Group operates with high standards of ethical behaviour, can meet and demonstrate compliance with New Zealand and Australian HSEC laws and regulations, and has a fit-for-purpose HSEC management system.	Ongoing
2	Work with Tilt Renewables and other companies within the Group to develop, monitor and review HSEC strategy and plans, which are implemented by management.	Annually or as needed
3	Ensure that worker participation is occurring effectively.	Ongoing
4	Review and recommend to the Board objectives including targets that will enable the Board to track HSEC performance.	Annually or as needed
5	Ensure functioning HSEC assurance processes are in place.	Ongoing
6	Ensure appropriate resources are available for HSEC matters including but not limited to the development, implementation and maintenance of the HSEC management system and capacity and capability of HSEC leadership.	Ongoing
7	Periodically review and recommend to the Board the Group-wide strategic, governance level HSEC policies. The Board may delegate responsibility for approval of certain policies to the Committee.	Periodically
8	Recommend to the Board the adoption of HSEC risk mitigation and/or HSEC plans such as emergency response and crisis management, and periodically review performance and testing against such plans.	Annually or as needed
9	Ensure all notifiable events (as defined in the Health and Safety at Work Act 2016) are investigated in an appropriate manner.	Ongoing
9	Review significant investigation reports, and reports on HSEC trends and the implementation of the findings.	As needed
10	Assist the Board to periodically review the HSEC management system, HSEC performance and HSEC culture to determine and verify HSEC performance within the Group.	Annually or as needed
11	Assist the Board by overseeing and monitoring any external review of the Group's HSEC management system or any of its aspects.	As needed
12	Review with management the progress on implementing agreed actions plans arising from any of the Committees work.	Ongoing
13	Report on Committee activities to the Board and provide recommendations to the Board as appropriate.	At Board meetings or as needed
14	Advise the Remuneration Committee on HSEC related matters.	As needed