

NEW ZEALAND BUSINESS COMMITTEE CHARTER

1 INTRODUCTION

- 1.1 This Charter sets out the operating guidelines for the New Zealand Business Committee (“**Committee**”) of Tilt Renewables Limited (“**Tilt Renewables**”).
- 1.2 The Committee is a duly constituted Committee of the Board (“**Board**”) of Tilt Renewables, established by a resolution of the Board dated 8 July 2019.
- 1.3 The Committee has an ongoing role and purpose in supporting the Board’s governance of Tilt Renewables. As such it can only be dis-established through a resolution of the Board.

2 ROLE, PURPOSE AND DELEGATION

- 2.1 The Committee assists the Board to manage potential and actual conflicts of interest inherent when the Board includes members whom are Conflicted Directors (as defined in paragraph 3.5 below)¹.
- 2.2 Subject to paragraph 2.3, the Committee is hereby delegated the power and responsible to undertake all matters that would otherwise be undertaken by the Board in relation to the operation and development of the Company's business within the New Zealand electricity market. Without limiting the generality of the foregoing, the Committee will undertake all matters the Board would, but for this delegation, have undertaken in respect of New Zealand aspects concerning:
 - a) operational performance;
 - b) strategy development;
 - c) approving generation projects (including making the final investment decision); and
 - d) approving off-take agreements and associated negotiations.

While the Committee has been delegated such matters, the Board will not itself undertake them².

¹ Tilt Renewables’ Code of Ethics (clause 4.1(g)) provides that “No Board member or employee shall ... serve on the Board of Directors of a competitor of the Company or Group or act in any other capacity for a competitor of the Company or Group without the consent of the Company.”

² The Committee is part of a suite of protocols intended to assist Conflicted Directors in respect of their conflict of interest by avoiding them receiving, or being present at any meeting that discusses, actual or potentially commercially sensitive information. Other protocols include confidentiality undertakings requiring the conflicted director to explicitly agree that they will not pass on any Tilt Renewables information (beyond that publicly released by Tilt Renewables) to any director, employee, contractor or advisor of the organisation of which they are an employee or director, and similarly provide for Tilt Renewables not to receive any confidential information about that conflicted director's organisation from the conflicted director.

- 2.3 The Committee is not delegated the power of the Board under any of the sections of the Companies Act 1993 (NZ) set out in schedule 2 of that Act (a copy of which is appended to this Charter).

3 COMMITTEE MEMBERSHIP AND MEETINGS

The following requirements apply to the Committee in respect of its membership:

- 3.1 The Committee members will be all Directors who are not Conflicted Directors. For the avoidance of doubt, Conflicted Directors are not eligible for appointment to the Committee.
- 3.2 The Chair of the Committee (“**Chair**”) will be the Chair of the Board, unless that person is a Conflicted Director, in which case the Board will appoint the Chair from the Committee members.
- 3.3 At least three members of the Committee will be required for a quorum.
- 3.4 **Conflicted Directors** are those Directors whom the Board determines to be actually or potentially conflicted due to their roles as either a director or employee of an organisation which is:
- a) a competitor of Tilt Renewables in New Zealand; or
 - b) a competitor of an actual (or potential) Tilt Renewables’ PPA counterparty³; or
 - c) an actual (or potential) customer of Tilt Renewables’ key suppliers, including those who tender for Australian or New Zealand projects and those providing turbines and / or long term O&M services in either Australia or New Zealand.⁴

4 COMMITTEE PROCEDURES

The Committee will comply with the following procedures:

- 4.1 Meeting Attendees:
- a) The CEO, CFO and Company Secretary, and the Executive General Managers of the Renewables Development and Trading and Operations are expected to attend all Committee meetings. Other staff or advisors may attend the Committee meetings upon invitation.
 - b) Conflicted Directors are not entitled to attend meetings of the Committee.
- 4.2 Meeting Agendas:
- a) The Company Secretary will prepare Committee meeting agendas in consultation with the Chair.

³ To ensure that New Zealand PPA counterparties and potential counterparties are comfortable to engage with Tilt Renewables.

⁴ Recognising that Tilt Renewables has confidentiality commitments with suppliers who tender for Tilt Renewables projects and to successful turbine and long term O&M suppliers important to Tilt Renewables to secure the best possible terms and conditions.

- 4.3 Meeting Minutes:
- a) The Company Secretary will ensure accurate minutes are taken and provided to all Directors, except Conflicted Directors.
 - b) Approved minutes of Committee meetings will be included in the following Board meeting's papers, but will be redacted from the Board papers available to Conflicted Directors.
- 4.4 Meeting Frequency:
- a) The Committee will meet on an "as required" basis, including as requested by the Board, but it is expected that it will meet shortly prior to each scheduled Board meeting.
- 4.5 Committee Review:
- a) The Board may review the Committee's Charter, effectiveness and membership on an as-needed basis, but with a frequency of no more than every two years.

5 POWERS, AUTHORITIES AND DUTIES

- 5.1 The Committee is specifically authorised by the Board to perform activities and make decisions within the scope of this Charter and for which it has authority.
- 5.2 The Committee may also undertake any other activities referred to it by the Board.
- 5.3 From time to time the Committee may require external specialist advice. It is authorised to engage suitable consultants and subject matter experts to provide advice.
- 5.4 The Committee members must exercise all powers delegated to them in conformity with the duties imposed on directors of a company by the Companies Act 1993 and the constitution of Tilt Renewables.

6 RESPONSIBILITIES

Without limiting the generality of the foregoing, the specific responsibilities of the Committee include:

- 6.1 *Governance of the Operational and Development components of the New Zealand business*
- a) Provide input to and guide management in the development of the strategy for Tilt Renewables' New Zealand business, including project development and operational assets.
 - b) Review the strategy against the competitive positioning and known strategies of other market participants with the objective of leveraging Tilt Renewables' competitive positioning in the New Zealand marketplace as both a developer and operator of renewable energy generation assets.
 - c) Approve the strategy for the New Zealand business.

6.2 *Governance of the operational assets in New Zealand*

- a) operating performance review including availability, production and significant asset issues
- b) financial results to EBITDA level
- c) approve the annual operating and development budget for New Zealand
- d) approve any financial statements required to be prepared for New Zealand operational assets.

6.3 *Governance of the Advancement of New Zealand Projects to FID Approved Status*

- a) Guide and monitor management in the advancing of New Zealand projects.

6.4 *Governance of the PPA Arrangements for New Zealand Generation*

- a) Guide and monitor management in PPA processes and proposed outcomes for New Zealand generation.

6.5 *Other*

- a) Undertake such other activities as requested by the Board.

7 MONITORING

To assist the Board, including the Conflicted Directors, to monitor the performance of the Committee, the Committee will report to the Board at each Board meeting or at any other time as requested by the Board as to the exercise of the powers of the Committee providing such information to ensure appropriate monitoring having regards to the purpose of the Committee.

Date : 27 August 2019

Appendix

Schedule 2

Sections of the Companies Act 1993 that confer powers on directors that cannot be delegated

- (a) section 23(1)(c) (which relates to the change of company names):
- (b) section 42 (which relates to the issue of shares):
- (c) section 44 (which relates to shareholder approval to the issue of shares):
- (d) section 47 (which relates to the consideration for the issue of shares):
- (da) section 49 (which relates to the consideration for the issue of options and convertible financial products):
- (e) section 52 (which relates to distributions):
- (f) section 54 (which relates to the issue of shares in lieu of dividends):
- (g) section 55 (which relates to shareholder discounts):
- (h) section 60 (which relates to offers to acquire shares):
- (i) section 61 (which relates to special offers to acquire shares):
- (j) section 63 (which relates to stock exchange acquisitions subject to prior notice to shareholders):
- (k) section 65 (which relates to stock exchange acquisitions not subject to prior notice to shareholders):
- (l) section 69 (which relates to the redemption of shares at the option of a company):
- (m) section 71 (which relates to special redemptions of shares):
- (n) section 76 (which relates to the provision of financial assistance):
- (o) section 78 (which relates to special financial assistance):
- (p) section 80 (which relates to financial assistance not exceeding 5% of shareholders' funds):
- (q) section 84(4) (which relates to the transfer of shares):
- (r) section 187 (which relates to a change of registered office):
- (s) section 193 (which relates to a change of address for service):
- (t) section 221 (which relates to the manner of approving an amalgamation proposal):
- (u) section 222 (which relates to short form amalgamations).