

Notice of annual meeting

Tilt Renewables 2017



Notice is hereby given that the Annual Meeting of shareholders of Tilt Renewables Limited ("Company") will be held at Crowne Plaza Auckland, 128 Albert St, Auckland on 30th August 2017 at 2pm.

The business of the meeting will be:

- Introduction of Directors and Management
- Chairman's Address
- Chief Executive's Review
- Receive and consider Annual Report
- Consider Proposed Resolutions 1 to 3
- General business.

Annual Report, including Audit Report and Financial Statements

To receive and consider the annual report, including the audit report and financial statements, for the year ended 31 March 2017.

Resolutions 1 to 3

Auditors

To consider, and if thought fit, pass the following ordinary resolution in accordance with section 207S(a) of the Companies Act 1993:

1. That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditors of the Company for the ensuing year.

PricewaterhouseCoopers is automatically reappointed as auditors of the Company to hold office from the conclusion of the meeting until the conclusion of the next annual meeting pursuant to Section 207T(1) of the Companies Act 1993.

Re-election of Mr GJC Swier

To consider, and if thought fit, pass the following ordinary resolution in accordance with clause 28.9 of the Company's constitution:

2. That Mr GJC Swier be re-elected as a Director of the Company.

Re-election of Ms F Oliver

To consider, and if thought fit, pass the following ordinary resolution in accordance with clause 28.9 of the Company's constitution:

3. That Ms F Oliver be re-elected as a Director of the Company.

Explanatory notes

An explanatory note to Resolutions 2 to 3 accompanies this Notice of Meeting (refer to Explanatory Note 1 on page 2).

By Order of the Board

A handwritten signature in black ink, appearing to read "Steve Symons".

Steve Symons
Company Secretary
Tilt Renewables Limited



Procedural matters

Proxy

A shareholder of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his or her place.

A proxy need not be a shareholder of the Company. A proxy form accompanies this notice and, if used, must be lodged at the office of the Share Registry, Computershare Investor Services Limited, either at Level 2, 159 Hurstmere Road, Takapuna, Auckland 0622, New Zealand or Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, Australia, not less than 48 hours before the time for holding the meeting.

The Chair of the meeting, Bruce Harker, is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. Where a direction is not given to the Chairman as to how to cast the vote on any Resolution, then the Chairman intends to vote in favour of the Resolution.

Ordinary Resolution

Pursuant to Listing Rule 1.6.1 of the NZX Main Board Listing Rules, an ordinary resolution means a resolution passed by a simple majority of votes of holders of securities of the Company which carry votes entitled to vote and voting.

Shares in the Company are the only class of security issued by the Company that carry a right to vote at the annual meeting of shareholders.

Explanatory notes

Explanatory Note 1 to Resolutions 2-3, Re-election of Mr GJC Swier and Ms F Oliver. Clause 28.7 of the Company's constitution requires one third of the Directors of the Company to retire from office at each annual meeting. Clause 28.8 of the Company's constitution provides that the Directors to retire in each year shall be those who have been longest in office since they were last elected or deemed elected. A retiring Director is eligible for re-election.

Mr Swier is the director that has been longest in office. Ms Oliver was chosen by agreement to retire at the annual meeting.

Mr Swier has over 25 years of experience in micro-economic reform, notably in the establishment of competitive energy markets, privatisation and the development of water industries. He is an independent director of Trustpower Limited, a director of Melbourne consulting firm, Farrier Swier Consulting and a board member of Health Purchasing Victoria. Mr Swier's past roles include being a member of the Australian Energy Regulator, a member of the ARENA Advisory Panel and an Associate Member of the Australian Competition and Consumer Commission.

Ms Oliver is an experienced Board Director with operational experience at an Executive level in asset management, funds management and private equity. She is currently the Deputy Chair of Public Trust and a Board Member of Wynyard Group Limited and was formerly a board member of National Provident Fund and chair of Vinta Funds Management Limited. Ms Oliver is also a member of the Inland Revenue Department's Risk and Assurance Committee. Previously, Ms Oliver was the Chief Operating Officer of Westpac New Zealand's investment arm, BT Funds Management and she also managed the Risk and Operations function for AMP Limited's Sydney and London based private equity division. Ms Oliver was also General Manager, Wealth Management at AMP New Zealand. She practiced as a corporate and commercial lawyer at a senior level in New Zealand, New South Wales and England, specialising in corporate finance.

Mr GJC Swier and Ms F Oliver offer themselves for re-election.



Lodge your proxy

Online

www.investorvote.co.nz

By Mail

Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

OR

Computershare Investor
Services Pty Limited
GPO Box 3329
Melbourne VIC 3001
Australia

By Fax

+64 9 488 8787

For all enquiries contact

+64 9 488 8777

corporateactions@computershare.co.nz

Admission Card

If you wish to attend the Tilt Renewables Limited Annual Meeting to be held at Crowne Plaza Auckland, 128 Albert Street, Auckland on 30th August 2017 at 2.00pm, please bring this form INTACT to the meeting as your admission card to assist registration.

Proxy/Voting Form/Admission Card

www.investorvote.co.nz

Lodge your proxy online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information

Control number:

CSN/Securityholder number:

Please note:

You will need your CSN/Securityholder Number and postcode or country of residence (if outside New Zealand) to securely access InvestorVote and then follow the prompts to appoint your proxy and exercise your vote online.



For your proxy to be effective it must be received by Computershare by 2:00pm on Monday 28 August 2017.

Appointment of Proxy

1. A shareholder of the Company entitled to attend and vote is entitled to appoint a proxy to attend and vote in his or her place. A proxy need not be a shareholder of the Company. You can appoint a proxy online or by completing and returning this proxy form by mail, fax, or email in accordance with the instructions set out in this form.
2. The Chair of the meeting, Bruce Harker, is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. Where a direction is not given to the Chairman as to how to cast the vote on any Resolution, then the Chairman intends to vote in favour of the Resolution.

Voting of your holding

Please direct your proxy to vote by marking the appropriate box on the form:

- if you tick the FOR box you are directing your proxy to cast your vote in favour of the resolution;
- if you tick the AGAINST box you are directing your proxy to cast your vote against the resolution;
- if you tick the PROXY DISCRETION box you are directing your proxy to make the decision about how to cast your vote for that resolution;
- if you tick the ABSTAIN box you are directing your proxy not to cast the vote on your behalf for that particular resolution;
- if you correctly appoint a proxy and either do not tick any, or only tick some (but not all) of the voting boxes, this will be counted as a tick in the ABSTAIN box for any resolutions for which you have not ticked a box (except when you have appointed the Chairman as proxy, as noted above).

Electronic Voting

You can appoint a proxy to cast your vote electronically by accessing InvestorVote (www.investorvote.co.nz) in accordance with the above instructions. Use this option if you will NOT be attending the Meeting and wish to lodge your proxy electronically. Do not return this form if you have lodged your proxy using InvestorVote.

Signing Instructions for Postal Proxy Forms

Individual

Where the holding is in one name, the shareholder must sign.

Joint Holding

Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney

When the form of proxy is signed by an attorney, the Power of Attorney under which it is signed, if not previously produced to the Company, must accompany the proxy form.

Companies

A proxy granted by a company must be signed by a duly authorised officer or attorney.

Corporate Representative

If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Go online to lodge your proxy or turn over to complete the form

Proxy/Corporate Representative Form

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a shareholder/shareholders of Tilt Renewables Limited

hereby appoint _____ of _____
or failing him/her _____ of _____

as my/our proxy to vote for me/us on my/our behalf at the **Annual Meeting of Tilt Renewables Limited to be held at Crowne Plaza Auckland, 128 Albert Street, Auckland on 30th August 2017 at 2.00pm** and at any adjournment thereof; and to vote on any resolution to amend a resolution, on any resolution so amended and on any other resolution proposed.

Step 2 Items of Business – Voting Instructions/Ballot Paper (if a Poll is called)

Instruct your proxy to vote by placing an “✓” in the relevant box. If you want him or her to decide how to vote on the resolution, please mark the box “Proxy Discretion”. If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Business

	For	Against	Abstain	Proxy Discretion
1. That the Directors be authorised to fix the fees and expenses of PricewaterhouseCoopers as auditors of the Company for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. That Mr GJC Swier be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. That Ms F Oliver be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 Signature of Securityholder(s) This section must be completed

Securityholder 1

or Sole Director/Director

Securityholder 2

or Director (if more than one)

Securityholder 3

Contact Name

Contact Daytime telephone

Date

Attendance Slip



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