



20 August 2018

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With a copy to

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CLASS NOTICE (Rule 42A of the Takeovers Code)

1. In accordance with Rule 42A of the Takeovers Code, Tilt Renewables Limited ("**TLT**") advises that, as at the date of this notice, the only equity securities which TLT has on issue are:
 - (a) 312,973,000 ordinary shares; and
 - (b) 646,440 performance rights (the "**Performance Rights**") in total issued under TLT's Performance Rights Plan ("**Plan**") and as described in the Appendix to this notice.
2. Each ordinary share in TLT is subject to the rights and restrictions set out in TLT's constitution (a copy of which can be accessed at: <https://companies-register.companiesoffice.govt.nz/>).

Yours faithfully

Tilt Renewables Limited

A handwritten signature in black ink, appearing to be 'Deion Campbell', written over a horizontal line.

Deion Campbell
Chief Executive Officer

Tilt Renewables

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APPENDIX

Performance rights

Performance Right	Grant date	Commencement date	Vesting date	Price	Total
Tranche 1 Relative TSR	28 Feb 2017	1 Nov 2016	31 Oct 2019	A\$1.880	100,826
Tranche 1 Absolute TSR	28 Feb 2017	1 Nov 2016	31 Oct 2019	A\$1.880	151,238
Tranche 2 Relative TSR	31 Aug 2017	3 Jul 2017	2 Jul 2020	A\$2.000	157,750
Tranche 2 Absolute TSR	31 Aug 2017	3 Jul 2017	2 Jul 2020	A\$2.000	236,626
					646,440

Each Performance Right entitles the holder to have one fully paid ordinary share in TLT transferred or issued to them, subject to the satisfaction of the Performance Conditions (specified below) and the terms and conditions in the Plan rules. No payment or consideration is required for the grant of a Performance Right and no consideration will be payable prior to the issue or transfer of shares under a Performance Right.

Performance Rights are not listed on NZX or ASX.

Performance Conditions

In order for a holder's Performance Rights to vest, the holder must be employed, and not have submitted notice of resignation, at the date this is tested (this will be shortly after the Vesting Date).

Performance Rights are subject to the following vesting schedule:

- For Relative TSR Performance Rights, the achievement of a relative Total Shareholder Return ("TSR") performance hurdle against the ASX 200 (excluding mining, financials, and any other companies at the discretion of the Board) measured by share price appreciation and dividends paid over a performance period starting from the day following the Commencement Date and ending on the Vesting Date, in accordance with the following vesting schedule:

Relative TSR	Percentage of Performance Rights Vesting
Less than 50 th Percentile	0%
50 th Percentile	50%
50 th Percentile to 75 th Percentile	Straight line vesting between 50 & 100%
75 th Percentile or more	100%

- For Absolute TSR Performance Rights, the achievement of an absolute TSR performance hurdle over a performance period starting from the day following the Commencement Date and ending on the Vesting Date, in accordance with the following vesting schedule:

Absolute TSR	Percentage of Performance Rights Vesting
Less than 7% annual compound TSR	0%
7% annual compound TSR to 30% annual compound TSR	Straight line vesting between 0% & 100%
More than 30% annual compound TSR	100%

In measuring the TSR performance under the above conditions, the following applies:

- The 30 day volume weighted average share price of TLT ("**VWAP**"), measured at the Commencement Date, is used as the starting price for measuring performance for both Relative and Absolute TSRs.
- The 30 day VWAP up to the Vesting Date is used for measuring achievement against both performance measures.
- Dividends paid over the 3 year measurement period are included in the measurement of performance of TLT and comparator companies for the relative TSR measure.
- The 30 day VWAP at the relevant commencement and testing dates will be used for other comparator companies when determining vesting under the relative TSR measure.
- The Board of TLT retains the discretion to determine the treatment of any companies that are no longer in the comparator group at the testing time due to corporate takeover, merger, liquidation or any other reason.

Upon exercise of a holder's Performance Rights, TLT will issue or transfer to the holder one fully paid ordinary share in TLT in respect of each vested Performance Right, subject to any adjustments made pursuant to the Plan rules.

Each share is a fully paid ordinary share in TLT, having the rights, privileges and conditions attaching to such shares as set out in TLT's constitution.

Restrictions on dealings

A holder is not entitled to sell, transfer, mortgage, pledge, assign, alienate, create security over or otherwise deal with any interest in unvested Performance Rights.