## NOTICE OF ADOPTION, ALTERATION, OR REVOCATION OF CONSTITUTION

Section 32(3) of the Companies Act 1993

## FORM 6

Please note that the information in this form must be either typewritten or printed. It must not be handwritten.

| Company Name TRUSTPOWER LIMITED   |  |                | Company Number              |  |  |
|---|--|----------------|-----------------------------|--|--|
|   |  |                | 604040                      |  |  |
|   |  |                |                             |  |  |
| The above-named company has -   |  |                |                             |  |  |
| (Place a tick , in the ap   | propriate box)                           |                |                             | ,  |  |
| adopted a constitu  |  | Date*          |                             |  |  |
| altered its constitution  |  |                | Date*                       | 9 September<br>2016  |  |
| revoked its constitution  |  |                | Date*                       |  |  |
| revoked its previous constitution and adopted the attached new constitution |  |                | n Date*                     |  |  |
| A copy of the alteration to the constitution is attached to this notice.    |  |                |                             |  |  |
| Signature of authorised person  |  |                |                             |  |  |
| Full legal name of authorised person Kevin John Palmes                      |  |                |                             |  |  |
| Completed by  | RUSSELL M©VEAGH                          | Email (optiona | l) akl sea                  | akl.search@russellm  |  |
|   | NOSSELL MEVEAGIT                         |                | •                           | cveagh.com   |  |
|   | PO Box 8<br>Auckland 1140<br>DX CX 10085 | Telephone      | +64 9 3                     | +64 9 367 8000   |  |
|   |  | Facsimile      | +64 9 3                     | +64 9 367 8163   |  |
| Account No  |  | Account No.    | Level 3<br>Vero C<br>48 Sho | Russell McVeagh<br>Level 30<br>Vero Centre<br>48 Shortland Street<br>Auckland 1140 |  |
| Post to: National Processing Centre Private Bag 92061 Auckland Mail Centre  |  |                |                             |  |  |

## TRUSTPOWER LIMITED

("Company")

On 9 September 2016 the constitution of the Company was altered pursuant to a special resolution of shareholders of the Company. A new clause 16.5 is inserted as follows:

Demerger - The Board must, following the Tilt Renewables constitution taking effect in accordance with the implementation of the Demerger, and on the Distribution Date, resolve to give effect to the notice of appointment which appoints a liquidator or liquidators to Trustpower (with capitalised terms not defined in this constitution having the meaning set out in the Separation Deed between Trustpower Limited, Bay Energy Limited, Tilt Renewables Limited, and Tararua Wind Power Limited).