VOTE FOR THE POWER OF TWO

TWENTY
SIXTEEN

DEMERGER OF
TRUSTPOWER LIMITED

CHAIRMAN'S ADDRESS

Introduction to the demerger

- Trustpower has become a geographically and operationally diverse company with a wide range of investment opportunities.
- Trustpower shareholder value is more likely to be enhanced over the medium to long term, if it is split into two separate companies rather than pursuing alternative options.
- The Demerger, if implemented, will create two independent publically-listed entities:
    - **Tilt Renewables:** Will hold Trustpower’s Australian and New Zealand wind generation assets and its wind and solar development projects. This will position Tilt Renewables to focus on projects to meet Australia’s renewable energy needs.
    - **New Trustpower:** Will hold Trustpower’s New Zealand and Australian hydro generation assets and multi-product New Zealand retail business.
- Eligible shareholders are to receive one share in each of Tilt Renewables and New Trustpower for every share held in Trustpower.
- The Demerger will be implemented by way of a court approved scheme of arrangement.

Advantages of the demerger outweigh the disadvantages and risks

1. **Separation will enable the pursuit of targeted, independent business strategies by each business, to be supported by dedicated boards and management teams**
   - In particular:
     - Tilt Renewables - wind and solar development opportunities in Australia
     - New Trustpower - growth of its multi-product strategies in New Zealand
2. **Access for Tilt Renewables to equity capital that is dedicated to helping fund development options**
3. **Optimising capital structures and dividend policies to reflect the strategies of each business**
4. **The intended separate listing of Tilt Renewables (including the intended listing on the ASX) and New Trustpower will provide existing and future shareholders with greater investment choice**
5. **The Independent Adviser has concluded that, on balance, the benefits of the Demerger will outweigh the costs and potential disadvantages**

The Board is of the view that the demerger is more likely to enhance value for Trustpower shareholders over the medium to long term than maintaining the status quo, or pursuing other alternatives considered by the Board

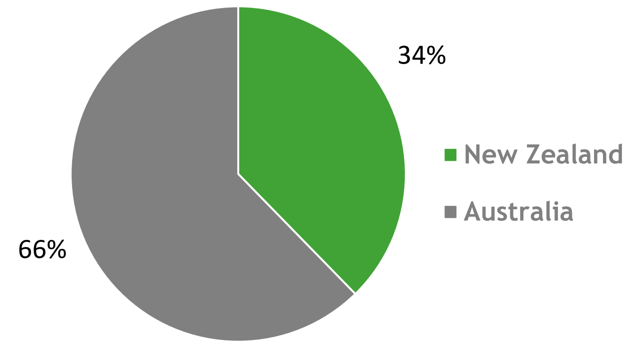
TILT RENEWABLES OVERVIEW

Overview of Tilt Renewables

Overview

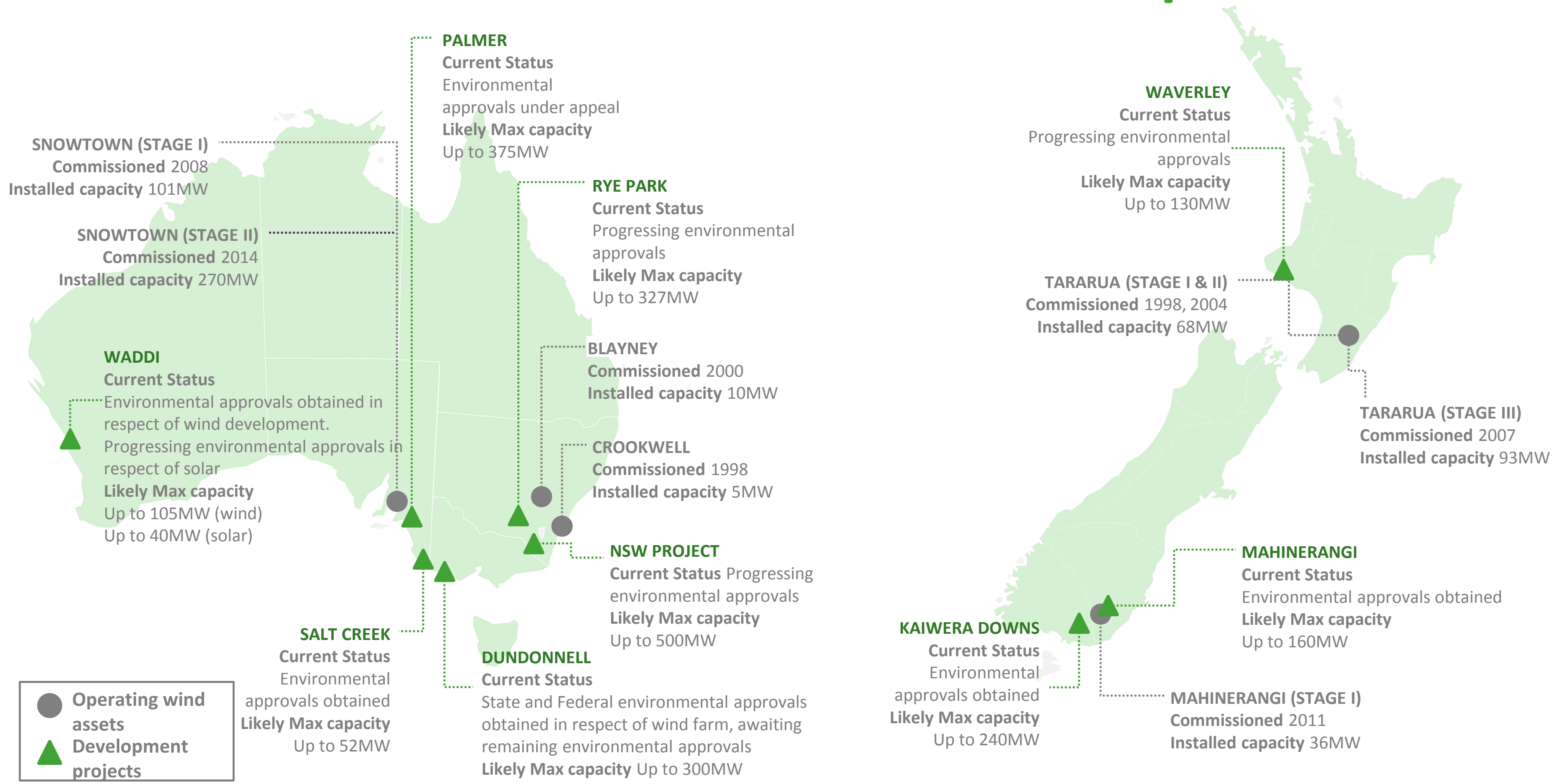
- Tilt Renewables will be an Australasian owner, operator and developer of a number of established wind farms and an extensive wind and solar development pipeline
- Tilt Renewables will have seven wind farms located in Australia and New Zealand, with installed operating capacity of 582MW
- The existing wind farms that Tilt Renewables will own and operate represents approximately 11% of market share by installed wind capacity in Australasia
- Tilt Renewables will have:
  - a high level of contracted electricity sales through long term power purchase agreements with Origin Energy and New Trustpower; and
  - a development pipeline consisting of a number of potential development projects that, if all are taken through to construction, could produce more than 2,000MW of renewable generation capacity

Tilt Renewables installed capacity by geography



Snowtown Wind Farms

Overview of Tilt Renewables' wind asset portfolio



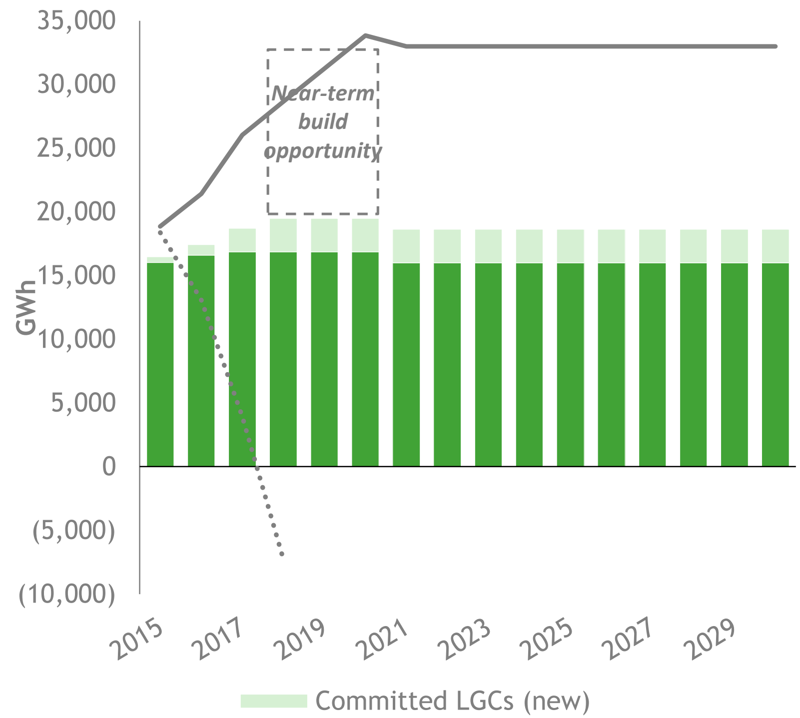
The opportunity in Australia

The renewable energy target

- In June 2015, after gaining cross-bench support, the Australian Federal Government's amendments to the renewable energy target (**"RET"**) came into force. The large-scale RET was amended to reflect a target of 33,000GWh of renewable generation by 2020

- The revised RET will require approximately 5,000MW of new renewable generation capacity to be built within the next four to five years
  - effectively doubles the amount of large-scale renewable energy being delivered in Australia, compared with current levels

Renewable Energy Target outlook



Source: Green Energy Markets as at March 2016

Tilt Renewables, with its development and operating expertise and experience in the renewable energy market, is well placed to capitalise on the Australian RET opportunity

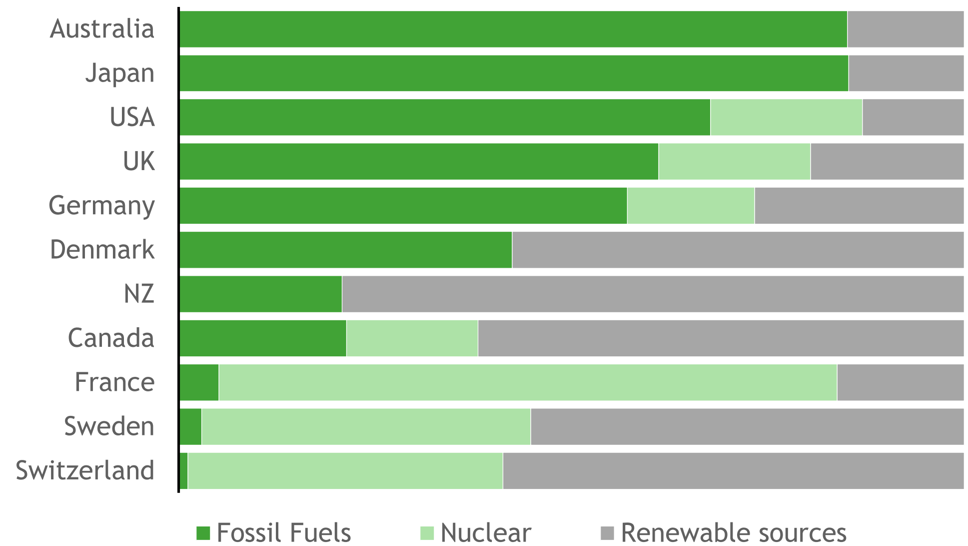
Paris Agreement - COP 21

- The Paris Agreement defines the long-term objective of collective action to limit global warming to “well below” 2°C above pre-industrial levels, and take steps to limit warming to 1.5°C
- One of the key features of COP 21 was the Intended Nationally Determined Contributions (INDC) process which saw countries put forward their 2030 greenhouse gas emissions targets ahead of the conference
  - Australia will implement an economy-wide target to reduce greenhouse gas emissions by 26-28% on 2005 levels by 2030
- Australia will seek to ratify the agreement by the end of 2016
- The Australian Government has committed to consider the Country's emissions reduction policies in detail in 2017

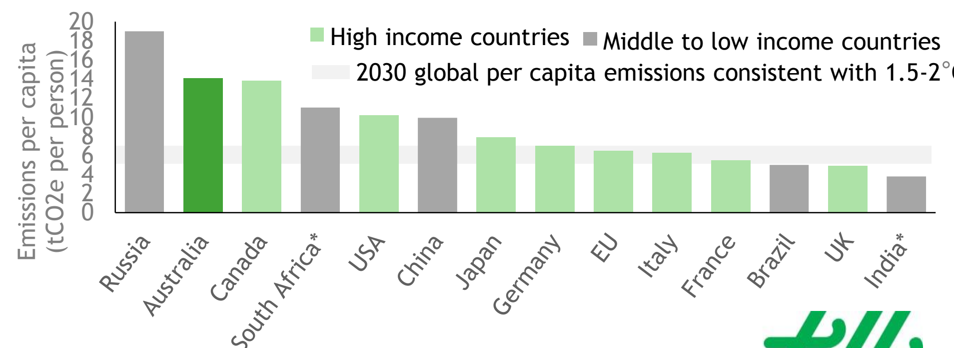
COP 21 – policy implications

- The sustained decarbonisation of Australia's electricity sector is necessary to meet the Australian carbon budget
  - this will need to be faster and more pronounced under a 1.5°C scenario
  - Australia has substantial, cost-effective opportunities to reduce electricity sector emissions as part of national action plans
- Electricity decarbonisation is a strategic priority as it is the largest source of emissions (approximately 1/3rd of total emissions)
- Retirement of high-carbon generation that is nearing the end of its useful life is critical in the short-term
- Renewable energy deployment will need to increase along with other low and zero emission energy supply technologies
- Failure to decarbonise the electricity sector will require a significant increase in emissions reductions from other economic sectors or greater reliance on carbon sequestration

Electricity generation by proportion of energy type by country (2014)



G20 countries' per capita emissions in 2030, compared with the per capita emissions range consistent with 1.5-2°C limit



Note: *Excludes LULUCF

Source: IEA, The Climate Institute, Aug 2016

Development pipeline update

Project	State	Status	Likely maximum installed capacity	Potential Timing (Financial Close) *
Salt Creek	VIC	Environmental approvals obtained, progressing procurement activities	Up to 52MW	2017
Waddi	WA	Environmental approvals obtained in respect of wind development. Progressing environmental approvals in respect of solar	Up to 105MW (wind) Up to 40MW (solar)	2018
Dundonnell	VIC	Environmental approvals obtained in respect of wind farm (State and Federal), awaiting remaining environmental approvals	Up to 300MW	2017
Rye Park	NSW	Progressing environmental approvals	Up to 327MW	2018
Palmer	SA	Environmental approvals under appeal	Up to 375MW	2019
NSW Project	NSW	Progressing environmental approvals	Up to 500MW	2020+
Mahinerangi	NZ	Environmental approvals obtained	Up to 160MW	2020+
Kaiwera Downs	NZ	Environmental approvals obtained	Up to 40MW (Stage 1) Up to 200MW (Stage 2)	2019+ 2020+
Waverley	NZ	Progressing environmental approvals	Up to 130MW	2019+

*Earliest potential Financial Close subject to acceptable investment case

Strategy, Capital Structure and Team

Tilt Renewables' strategy

1. Primary strategic objective is to build on existing Australian and New Zealand wind development experience in order to successfully implement its development pipeline
2. Secure a greater share of the Australasian renewable energy market and further establish itself as a leading developer of renewable energy generation in Australasia
3. Seek to continually improve the operational performance of its existing asset base and position itself for repowering opportunities for existing assets as they reach the end of their operational lives
4. Acquisition of other existing operational wind assets and development sites for wind and solar generation in Australia. Assess the quality of such opportunities relative to existing development pipeline

Tilt Renewables' strategic priorities

AUSTRALIA					NEW ZEALAND		
Complete consents and preparation of best sites in development pipeline	Consider further acquisition of consented wind/solar sites to bolster pipeline	Maintenance of long dated development options as appropriate	Achieve financial close on at least one major project in 2017	Determine contracted revenue options post maturity of Snowtown 1 PPA in Dec 2018	Consent North Island wind option, maintain existing consented options	Evaluate NZ wholesale price levels, off take arrangements and progress projects if returns are adequate	Repower opportunity at Tararua I & II over medium term

Aspiration = more than double current operating renewable generation capacity over the next five years (to 1,500MW) and position beyond 2020 with further wind and solar build if policy framework is supportive

Tilt Renewables – financial summary and capital structure

Capital structure

- Tilt Renewables has signed final documentation (subject to conditions precedent) from a syndicate of bank lenders and the Danish Export Credit Agency EKF to provide A$715 million of new A$ and NZ$ debt facilities
- Tilt Renewables will have approximately A$100 million of committed debt facilities available for future development, acquisitions or expansion of solar or wind assets, and A$15 million for working capital requirements
- Tilt Renewables will announce its expected opening net debt position prior to its intended listing

Dividend policy

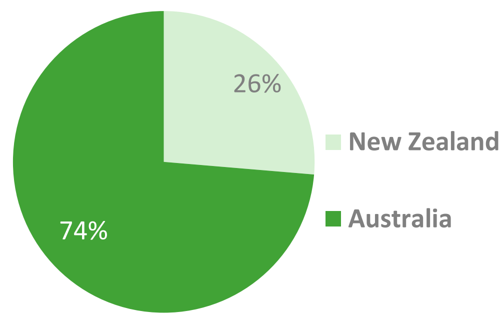
- The Tilt Renewables Board intends to target a dividend payout in the range of 25% to 50% of operating free cash flow after debt service
- The payout range reflects the Board's view that a significant level of earnings should be retained within the business to assist in the funding of growth projects over the medium term
- The first dividend following the Demerger is expected to be paid in December 2016

Summary pro forma historical financial information

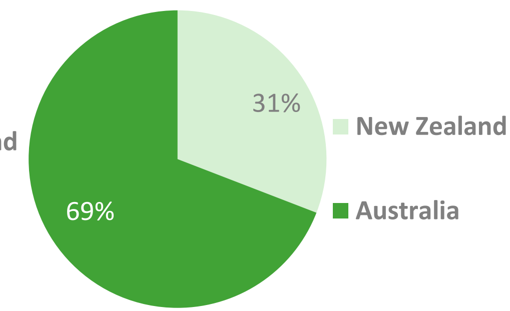
A$m	FY2014	FY2015	FY2016
Generation production (GWh)	1,209	1,837	1,921
Generation capacity (MW)	451	582	582
Revenue	87.3	148.2	156.4
EBITDAF	53.2	103.6	111.6
Net profit before tax			18.2
Capital expenditure	(264.0)	(47.9)	(4.3)

Pro forma split by geography

Revenue (2016)



EBITDA (2016)



Experienced Board and management team

Directors

Bruce Harker

Chairman
Non-independent Director

Fiona Oliver

Independent Director

Paul Newfield

Non-independent Director

Phillip Strachan

Independent Director

Vimal Vallabh

Non-independent Director

Geoff Swier

Independent Director

Senior management

Robert Farron

Chief Executive Officer

Deion Campbell

General Manager – Generation and Trading

Clayton Delmarter

General Manager – Renewable Development

Recruitment of additional key personnel is in progress to support growth ambitions

NEW TRUSTPOWER OVERVIEW

Overview of New Trustpower

Overview

433 MW of hydro generation in New Zealand (approximately 8% of market share by installed hydro capacity).

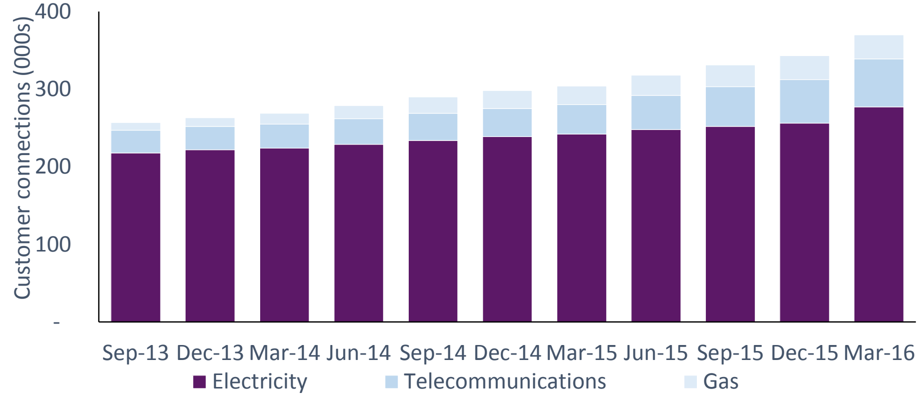
92 MW of hydro generation in Australia.

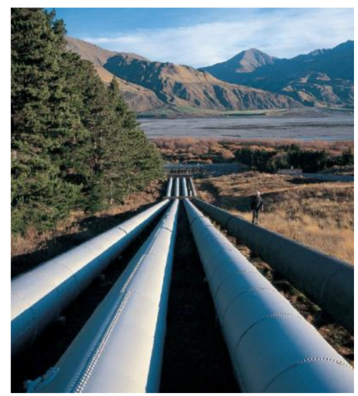
New Zealand's fourth largest energy retailer with approximately 13% of total New Zealand electricity connections.

A multi product retail business comprising approximately
- 280,000 electricity connections
- 31,500 gas connections and
- 65,000 telephone and broadband connections.

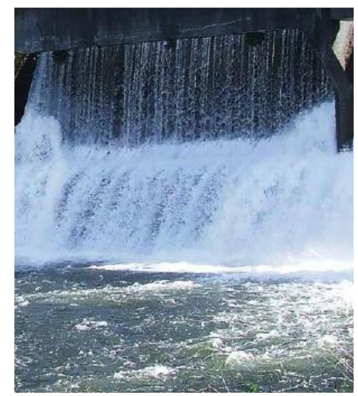
Approximately 750 full time equivalent employees.

Trustpower customer connections by segment



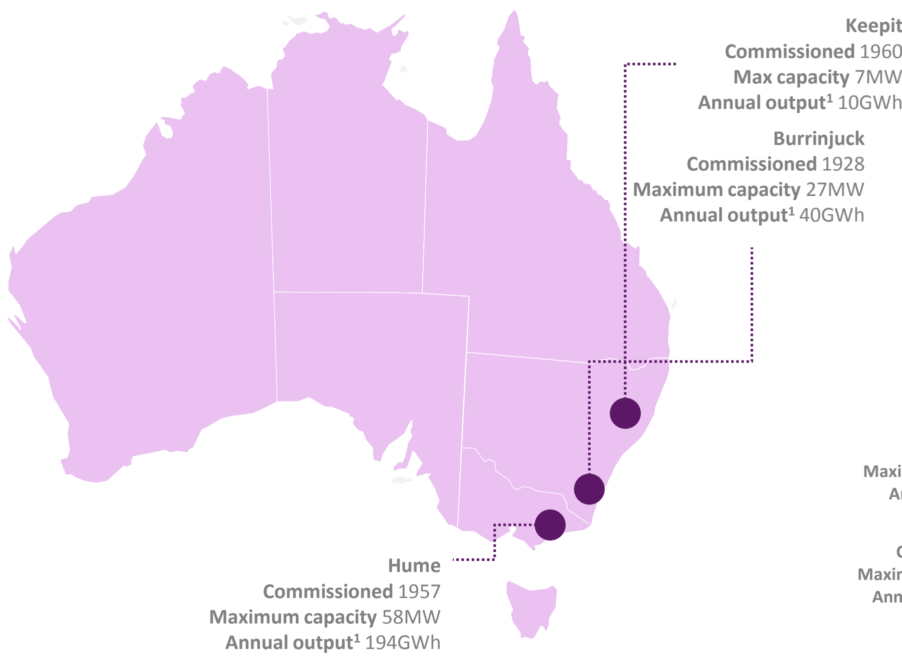


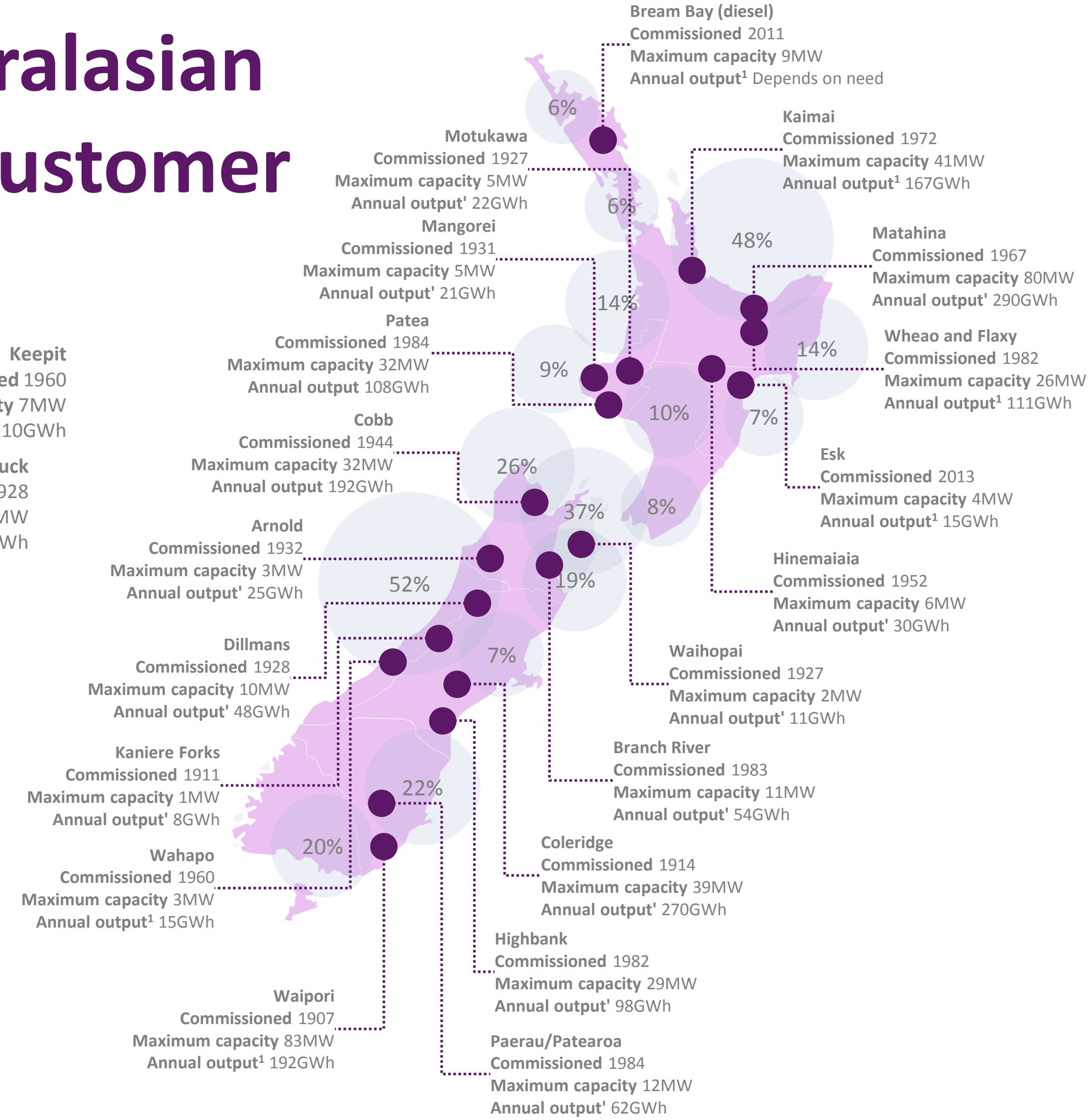
Coleridge Power Station



Arnold Power Station

New Trustpower's Australasian generation assets and customer market share





Generation assets

x% Retail market share[2]

Notes:

1 Based on average annual output

2 Retail market share based on Electricity Authority Customer connections as at 31 March 2016

3 The percentage figures in the map reflect the percentage of customers in each region who are Trustpower electricity customers (circle size relative to approximate numbers of customers)

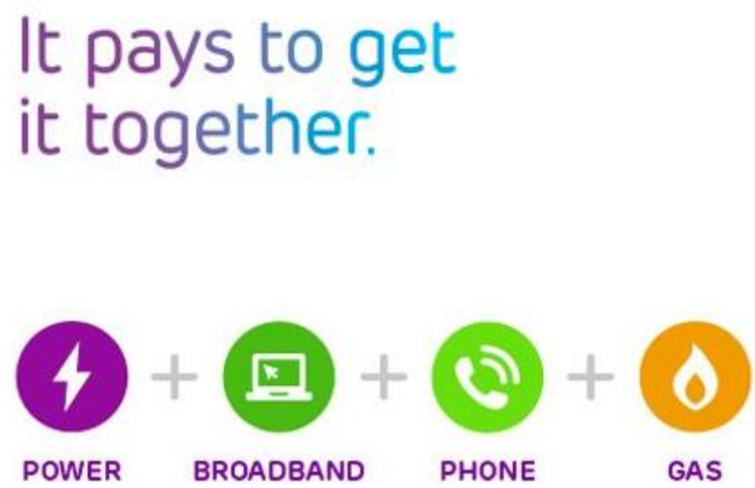
4 Excludes generation assets of King Country Energy

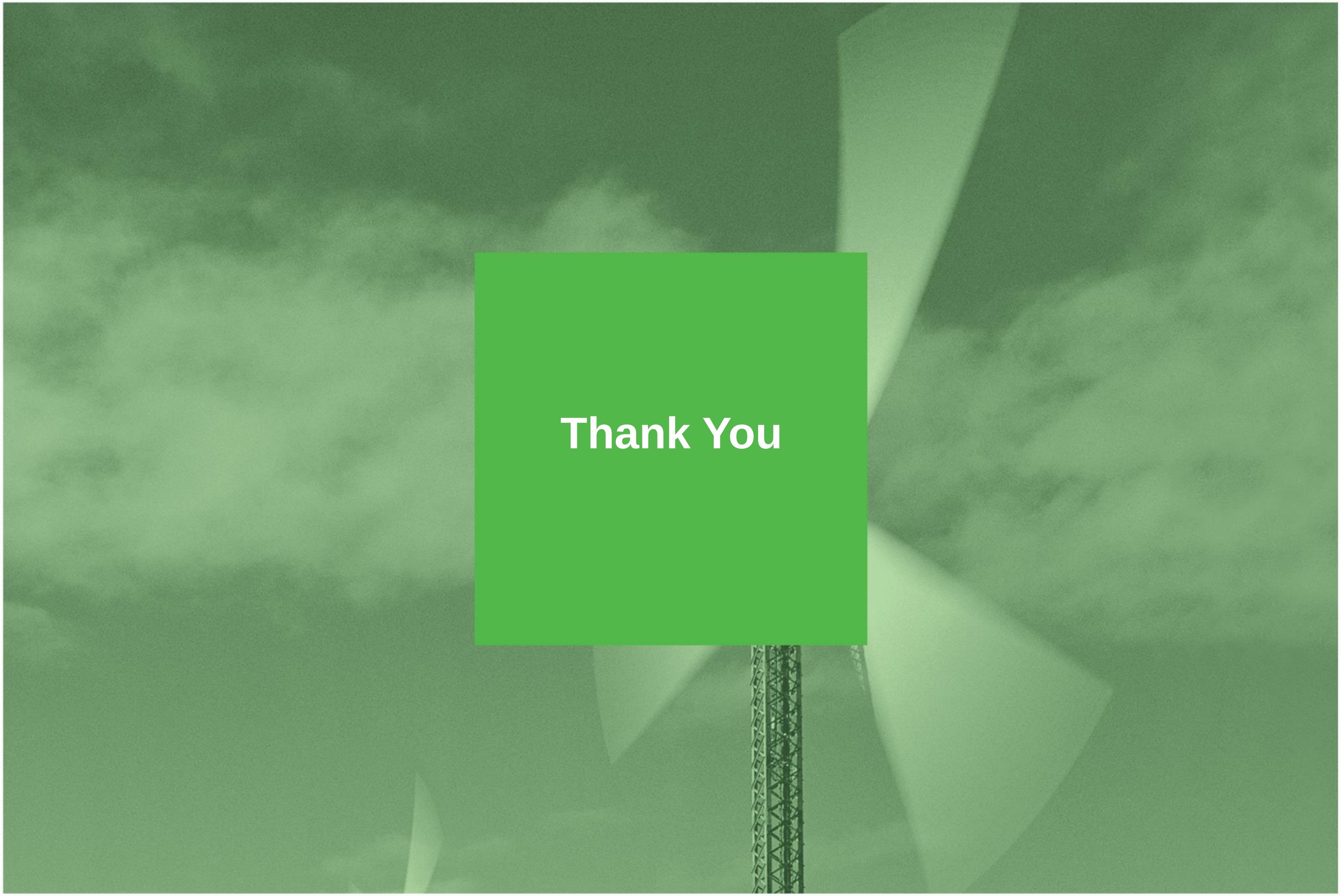
Source: Electricity Authority as at 31 March 2016

New Trustpower's strategy

Overview

- The features of New Trustpower's business strategy are:
  - executing Trustpower's multi-product retail strategy by adding both customers and products per customer
  - taking advantage of opportunities created by new technology to improve customer experience and develop new products and services
  - optimising the value created by Trustpower's existing hydro generation assets in New Zealand and Australia
  - making acquisitions which are aligned with New Trustpower's existing business and where New Trustpower can add value




Thank You

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The Demerger remains subject to the approval of Trustpower shareholders and no financial products in New Trustpower and Tilt Renewables can currently be applied for or acquired. No money is currently being sought or will be sought from Trustpower shareholders in relation to the Demerger. The approval that is being sought from Trustpower shareholders that is in this presentation and in the scheme booklet is being sought in accordance with the Financial Markets Conduct Act 2013, the Financial Markets Conduct (Trustpower Group) Exemption Notice 2016, and other applicable legislation.

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