



27 September 2018

Dear Shareholder,

**The Independent Directors continue to advise shareholders to not accept the \$2.30 per share offer (“Offer”) by the Infratil/Mercury Joint Venture (“JV”) and ignore the recent report by Grant Thornton released by Infratil**

As you will be aware, the Independent Directors of Tilt Renewables Limited (“Tilt Renewables”) issued a Target Company Statement and an Independent Adviser’s Report by Northington Partners on 17 September 2018. The Offer price of \$2.30 is significantly below the Independent Adviser’s valuation range of \$2.56 to \$3.01 per share (midpoint of \$2.79).

On 26 September 2018, Infratil issued an announcement related to the Target Company Statement. This announcement included a report by Grant Thornton (“GT Report”) which attempts to question certain assumptions underlying the valuation assessment by the Independent Adviser.

The Independent Directors have full confidence in Northington Partners and their Independent Adviser’s Report and would like to highlight the following points to Tilt Renewables shareholders:

- The GT Report was paid for and issued by Infratil, the dominant party in the JV, who is offering to buy your shares at \$2.30 per share which the Independent Directors believe is inadequate.
- The information utilised by Grant Thornton for their analysis was based on a financial model provided to them by Infratil and based on *“Infratil’s best estimates of the cash flows arising from the Company’s assets”*. Northington Partners had the benefit of cash flow models provided by Tilt Renewables and also relied on a range of specialist technical reports in relation to electricity and LGC price forecasts.
- The GT Report is not a substitute for Northington Partner’s Independent Adviser’s Report and it is not an assessment of the value of Tilt Renewables.
- We do not agree with the analysis in the GT Report and in our view, its conclusions are incorrect.

Accordingly, your Independent Directors are of the strong view that **Infratil’s response and the GT Report should be ignored.**

If you are contacted by the JV or any of its representatives encouraging you to accept the Offer, **we reiterate our independent advice that you should not do so.**

Yours sincerely

A handwritten signature in black ink that reads "Fiona Oliver".

Fiona Oliver