



Lodge your proxy

Online

www.investorvote.co.nz

By Mail

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OR

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By Fax

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Proxy Form

www.investorvote.co.nz

Appoint a proxy, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to appoint your proxy 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 2:30pm (New Zealand time) on 8 June 2020.

Virtual Meeting

In light of recent public health announcements relating to the spread of COVID-19, particularly limiting large gatherings of people, the Company has made the decision to hold the Special Meeting as a virtual meeting. All shareholders will have the opportunity to attend and participate in the meeting online via an internet connection (using a computer, laptop, tablet or smartphone). The Virtual meeting will be accessible on both desktop and mobile devices. Please refer to the Virtual Meeting Guide 2020 that accompanies this Proxy Form.

Appointment of Proxy

- 1) As a shareholder you may attend the virtual meeting and vote, or you may appoint a proxy to attend and vote in your 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 Company Secretary, Steve Symons, is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. In addition, where a shareholder does not name a person as their proxy but otherwise completes the proxy form in full, or where a shareholder's named proxy does not attend the meeting, the Company Secretary will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction. The Company Secretary intends to vote all discretionary proxies, for which he has authority 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 the resolution;
- if you tick the ABSTAIN box you are directing your proxy not to cast the vote on your behalf for the resolution;
- if you correctly appoint a proxy but do not tick the voting box, this will be counted as a tick in the ABSTAIN box for the resolution (except when you have appointed the Company Secretary as proxy, as noted above).

No shareholder is prohibited on voting on the resolution and all shareholders will vote together as one class.

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 virtual 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 security holders 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 an authorised person.

Corporate Representative

If a representative of a corporate shareholder is to attend the meeting please complete this form and have it signed by an authorised person.

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.

To be valid, this Form must be deposited with the Company using one of the methods set out above so as to be received at least 48 hours before the time for holding the meeting (that is, not later than 2:30pm (New Zealand time) on 8 June).

Turn over to complete the form

Proxy 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 or representative to exercise my/our vote at the **Virtual Special Meeting of Tilt Renewables Limited to be held on 10 June 2020 at 2:30pm (New Zealand time)** 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.

If your proxy will be attending the meeting remotely, please ensure that you provide their contact details (phone and email address). If this information is not provided, we cannot guarantee remote admission to the virtual meeting for your proxy.

Proxy contact Details (Phone): _____ **and (Email):** _____

Step 2 Proxy Voting Instructions

Please note: Tick the box that applies. 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, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted in computing the required majority.

Resolution	For	Against	Abstain	Proxy Discretion
1) That the scheme of arrangement relating to the return of capital to shareholders, as set out in the Arrangement Document incorporated in the Explanatory Notes in the Notice of Special Meeting, be approved.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Shareholder 1

or Sole Director/Director

Shareholder 2

or Director (if more than one)

Shareholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____



Shareholders can still attend the meeting electronically, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).