



## Governance and Nominations Committee Charter

### Purpose

The Governance and Nominations Committee (“Committee”) has been established as a committee of the board of directors (“Board”) of Trustpower Limited (“Company”) to assist the Company with:

- ensuring the Company has good corporate governance and a process in place to promote continuous improvement in corporate governance;
- ensuring that the Board has an appropriate balance of skills, experience, knowledge, judgement, and diversity to govern the Company appropriately; and
- selection and retention of directors based on merit, the collective needs of the Board and the Company’s strategic objectives.

### Key Responsibilities

To assist in achieving the purposes above the Committee shall:

- establish, develop and oversee a process for the Board to annually review and evaluate the performance of the Board, Board Committees and individual directors;
- establish, develop and oversee a process for the Board to annually review the skills mix and composition of the Board and Board Committees, and develop and review Board succession planning;
- oversee selection processes for new directors, including making recommendations to the Board for the establishment of selection panels of directors with the most relevant experience;
- review and oversee the induction of new directors and the continuous education of the Board;
- ensure that there are letters of engagement in place for all directors and an appropriate induction programme in place for all new directors;
- review and recommend to the Board for approval the remuneration policies and specific remuneration levels and packages for directors;
- review and make recommendations to the Board on the criteria for director independence, including by reference to the NZX listing rules, and recommend for Board approval annually which directors are considered independent;
- review corporate governance standards, disclosures and other practices applicable to NZX listed companies and other entities of a similar nature to the Company and make recommendations to the Board;
- establish, develop and oversee a process for the annual reviews of Board Charter, Committee Charters, Code of Ethics, and director disclosures;
- consider and make recommendations to the Board, as and when the Committee considers appropriate, for the establishment of a Conflicts Committee to assist the Company to address and consider a Conflict Matter (see appendix A attached);

- examine or undertake such other matters as it considers necessary to achieve the purposes above; and
- examine or undertake any other matters referred to it by the Board.

## Authorities and Roles

The Committee:

- does not have the authority to make decisions on behalf of the Board unless specifically stated in this Charter; and
- can make recommendations to the Board on all matters requiring a decision.

## Composition of the Committee

- The Board shall be responsible for the appointment and removal of Committee members and nominating the Chairperson.
- The Committee chairperson must be an independent director.
- There shall be at least three Committee members with the majority independent directors.
- The quorum of members of the Committee shall be two, including at least one independent director.

## Nomination and Appointment of Directors

So that the Committee meets its key responsibilities, including the recommendation of the candidate to the Board, the Committee shall, in relation to each candidate undertake proper checks relating to the candidate's character, experience, education, criminal record and bankruptcy history.

In making its assessment of whether a candidate should be recommended to the Board for appointment as a director of the Company the Committee shall have regard to:

- biographical details of the candidate;
- relevant skills and experience of the candidate;
- any other material directorships held by the candidate;
- the current, or previous, relationship between the candidate and Trustpower; and
- the current composition of Trustpower's board

Where the Committee has identified a candidate to be recommended to the board for appointment as a director it will:

- provide material information resulting from checks that have been undertaken (including any material adverse information) to the Board;
- in the circumstance of a candidate standing for re-election, provide to the board information about the term of office served by the director; and
- where a candidate's election will be put to shareholders, prepare for the Board key information about the candidate in a form to be provided to shareholders to assist their decision as to whether or not to elect or re-elect the candidate.

## Meetings and Procedure

- The Committee shall meet as frequently as required to undertake its role effectively, but at least twice per year.
- Notice of meetings and the business to be conducted at such meetings shall be given to all directors, including the members of the Committee. Minutes will be maintained for every Committee meeting.
- The minutes of all Committee meetings shall be circulated to all directors.
- The Chief Executive Officer and Chief Financial Officer may also attend meetings of the Committee by invitation. Other representatives of management, as considered appropriate, may also attend meetings by invitation.
- After each Committee meeting, the Committee Chairperson shall report the Committee's findings and recommendations to the Board at the Board meeting immediately following the Committee meeting.
- The Committee will be provided with any information or assistance it requires from any officer of the Company. The Committee may obtain, at the Company's expense, any independent professional advice it considers necessary to carry out its responsibilities.

### **Review of the Committee**

- The Committee and the Board will review this charter annually or as often as they consider it necessary.



## Appendix A

### Conflicts Committee Charter Template

#### Establishment and Purpose

This Conflicts Committee (“Committee”) has been established as a committee of the board of directors (“Board”) of Trustpower Limited (the “Company”) to assist the Company address and consider a transaction with a substantial Security Holder, director or Related Party (as detailed in the NZX Listing Rules) in relation to the following (“Conflict Matter”):

[insert description of Conflict Matter for example the following matters:

- a related party transaction matter (“Matter”) in relation to ..... ; or
- an actual/potential conflict of interest matter (“Matter”) between the Company and a [substantial security holder/director] in relation to .....]

#### Responsibilities

The Committee will:

- review the Conflict Matter, and provide the Board with advice and recommendations about how to deal with the Conflict Matter; and
- review any risks that relate to the Conflict Matter, including reviewing controls and treatment plans to reduce risks, and seeking assurance on controls.

The role of the Committee is to assist the Board to discharge its responsibilities to act in the best interests of the Company as a whole and to exercise due care, diligence and skill in relation to the affairs and management of the Company.

Decisions that the Company makes in respect of the Conflict Matter shall be made in accordance with the Company’s constitution, the NZX Listing Rules, the Companies Act 1993 and any other relevant laws or regulations.

#### Authorities and Roles

The Committee:

- does not have the authority to make decisions on behalf of the Board unless specifically stated in this Charter; and
- can make recommendations to the Board on all matters requiring a decision.

#### Composition of the Committee

- The Committee shall form on an ad hoc basis comprising those directors who are unrelated to the substantial Security holder, director or Related Party in relation to the Conflict Matter.
- The Committee shall appoint the Committee chairperson from one of its members who the Company has previously determined to be an Independent Director.

## Meetings and Procedure

- The Committee shall meet as required to perform its duties. A quorum shall be three members.
- Meeting minutes will be prepared and approved by Committee and circulated to the Board.
- After each Committee meeting, the Committee chairperson shall report the Committee's findings and recommendations to the Board at the Board meeting immediately following the Committee meeting.
- The Committee will be provided with any information or assistance it requires from any officer of Trustpower. The Committee may obtain, at the Company's expense, any independent professional advice it considers necessary to carry out its responsibilities.