

ANNEXURE 6

Top Energy Limited

Corporate Governance Stakeholder Engagement Policy

The aim of the Company's Corporate Governance Stakeholder Engagement policy is:

- a) to recognise the Statement of Corporate Intent and its place in setting the goals, strategies and performance of the Company and enable the shareholder to engage actively with the Company and exercise its rights as shareholder in an informed manner; and
- b) to provide the Company's stakeholders with access to information to enable them to engage positively with the Company.

Stakeholders of the Top Energy Group include (but is not limited to):

- The Top Energy Consumer Trust (the Shareholder)
- Funding partners
- Suppliers to the Group of goods and services
- Regional and Local Councils
- Local Iwi
- Community organisations

The Company's Corporate Governance Stakeholder Engagement Policy is based on the following principles:

1. Provision of written information to the Shareholder as specified in the Statement of Corporate Intent;
2. Regular updates to the shareholder;
3. Shareholder access to directors and the auditor at the Company's annual and other meetings; and
4. Electronic access to information relating to stakeholders which enables stakeholders to engage positively with the Company.

Statement of Corporate Intent (SCI)

The Energy Companies Act 1992 requires that directors prepare annually a draft SCI and that this be submitted to the shareholder for comment. Directors are required to consider those comments and to then adopt and publish a final document. The SCI is required to set out:

- The Objectives of the Company
- Nature and scope of activities
- Financial performance measures and associated accounting policies
- Financial forecasts for at least the next 3 years
- Distributions intended to be made

Annual Report

The Company's Annual Report is the major written communication provided to the shareholder each year and is available to all beneficiaries of the shareholder on the Company's website.

In addition to meeting all formal requirements, the Annual Report must contain meaningful information that assists the shareholder to understand the Company's financial results, trends, developments of importance, relationship with employees and suppliers and any other relevant matters that may impact on the community and environment.

Particular matters to be included in the Annual Report are:

- (a) a comprehensive description of the Companies business;
- (b) commentary on its goals, strategies and evaluation of performance against the Statement of Corporate Intent;
- (c) identification of key corporate governance documents;
- (d) information showing how the Company has followed the appropriate governance principles set out in the FMA handbook as adopted in the Company's Corporate Governance Code; and
- (e) Reporting of non-financial matters, including environmental, social and governance (ESG) as detailed in the Board's Charter.

In preparing notices of meeting and related explanatory information, the Company aims to provide all information that is relevant to the shareholder in making a decision as to how they will vote on the matters being considered. This information should be provided in a clear and concise format. The timing of the meeting will be scheduled at a time that is generally considered to be a convenient time.

Updates to Shareholder

The Board will approve the attendance of the CEO and, where appropriate, the Chair at meetings of the Shareholder to provide information relevant to the shareholders rights and duties at such times and at such places as the shareholder may reasonably request.

Access to Directors, and the Auditor at General Meetings

Directors of the Company are expected to attend the annual meeting of the Company. Nominated representatives of the Shareholder are encouraged to attend general meetings of the Company.

At each annual meeting of the Company, the nominated representative(s) of the shareholder will, through the Chair of the general meeting, be given the opportunity to ask general questions of directors. Questions not fully answered at the meeting will be replied to in writing as soon as practicable after the meeting, subject to any confidentiality provisions applying in relation to the information provided.

The Company's external auditors may attend each annual meeting of the Company and be available to answer any questions the nominated representatives of the shareholder may have that are relevant to the conduct of the audit.

Electronic availability of information

The Company's website is an important part of the Company's Corporate Governance Stakeholder Engagement Policy. The Company will include on its website a range of information relevant to its shareholder and other stakeholders concerning the operation of the Company. Particularly, the Company's website will include:

Contained within the Statement of Corporate Intent:

1. A comprehensive description of its business and structure;
2. Commentary on its goals, strategies and performance;

And in addition:

3. Annual Reports and regulatory disclosures;
4. the Corporate Governance Code, Company Corporate Governance policies and similar documentation;
5. separate information that shows how it has followed the FMA Corporate Governance Principles if this information does not appear in the Annual Report;
6. Media releases.

The directors will consider the inclusion of further information on the Company's website from time to time.

Assessment of Compliance

The Board will regularly assess compliance with this policy and whether this policy is consistent with accepted social, environmental and ethical norms.