

ANNEXURE 3

Ngawha Generation Limited

Standard Form Committee Charter

Establishment of the [] Committee

This Charter sets out the basis on which the NGL Board has established the [] Committee pursuant to the authority contained in, and subject to the provisions of, the Constitution.

This Charter and the membership of the [] Committee will be made available on the NGL website.

Objectives

The objectives of the [] Committee are to []. The Committee's role is not to replace the ultimate authority of the NGL Board.

Structure and Committee Composition

The [] Committee shall consist of at least [] members, [all of whom] [a majority of whom] are directors of the Company.

The members of the [] Committee shall elect one of their members who is a director of NGL to be the chair. In that person's absence, any member who is a director may chair a meeting of the [] Committee.

The [] Committee may invite such other persons to attend their meetings as they consider appropriate. The [] Committee may, if it considers it appropriate, appoint a secretary.

The Board may appoint a person as an advisor to the [] Committee. Such person will be entitled to attend and speak at meetings of the [] Committee but shall not be a member of such committee or by virtue of his or her participation will that advisor be a director of the Company and such person shall have no voting rights in respect of Committee decisions.

Meetings and procedure

The [] Committee will meet [at least [] times per year/as frequently as required.

A quorum for a meeting of the [] Committee is two members.

The [] Committee shall ensure that formal minutes of its meetings are kept and shall be circulated/made available to all directors together with any papers prepared for the Committee.

The dates, times and venues of each meeting of the [] Committee will be notified to all members of the Committee (and to all directors of NGL who may attend and observe such meetings) as far in advance as possible. Supporting papers shall also be sent to members as far in advance as possible and in any event in sufficient time to allow attendees to become familiar with the issues to be addressed.

The proceedings of the [] Committee will be governed by the provisions of NGL's Constitution that govern meetings of directors, in so far as they are applicable.

Authority, Duties and Responsibilities

The [] Committee has the authority, duty and responsibility to:

[];

Conflict

No member of the Committee will participate in the review of their own performance.

Reporting

The chair of the [] Committee (or a person nominated by the [] Committee for that purpose) must provide a verbal report to the NGL Board on the [] Committee's proceedings following each meeting on all matters relevant to the Committee's duties and responsibilities.

Review

The [] Committee must conduct a review of its Charter and the Committee's performance and effectiveness annually, inviting comments from all members of the NGL Board.

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