

# Application for transfer of licence

## Section 31 of the *Electricity Industry Act 2000* (Vic)

### 1 Information about the application and the applicant

#### 1.1 Applicant details

The Hazelwood Power Partnership ("**HPP**") is a general law partnership comprising five partners, each of which is a corporation incorporated in Australia, the United Kingdom or the Netherlands as follows:

- (a) National Power Australia Investments Limited (ARBN 752 575 37) ("**NPAIL**");
- (b) Australia Power Partners B.V. (ARBN 75 477 208) ("**APPBV**");
- (c) Hazelwood Pacific Pty Ltd (ACN 074 351 376) ("**HPAC**")
- (d) CISL (Hazelwood) Pty Limited (ACN 074 747 185) ("**CISL**"); and
- (e) Hazelwood Investment Company Pty Limited (ACN 075 041 360) ("**HIC**").

Each of NPAIL, APPBV and HPAC is wholly-owned by members of the GDF SUEZ S.A. corporate group ("**GDF SUEZ Group**"). HIC and CISL are owned by entities associated with the Commonwealth Bank of Australia.

The HPP is the holder of Electricity Generation Licence EGHPP08/03, which was issued on 23 June 1997 ("**HPP Generation Licence**").<sup>1</sup> The HPP Generation Licence permits the HPP, as licensee, to:

- (a) generate electricity for supply and sale at; and
- (b) supply and sell electricity generated at,

the Hazelwood Power Station ("**Hazelwood**").

#### 1.2 Transfer of partnership interests

Pursuant to a draft sale and purchase agreement, [SPV], a wholly-owned subsidiary of GDF SUEZ, proposes to acquire the remaining 8.16% partnership interest in HPP that is not already held by wholly-owned entities within the GDF SUEZ Group ("**Transaction**").

The only effect of the Transaction will be that following completion, the HPP will be constituted by entities that are all wholly-owned entities with the GDF SUEZ Group.

In accordance with clause 17.3(d) of the Special Conditions in the HPP Generation Licence, in the event of a change in the composition of the HPP, the HPP is required to submit an application for a transfer of the HPP Generation Licence in accordance with section 31 of the *Electricity Industry Act 2001* (Vic).

In support of this application, the following materials are enclosed as Annexures:

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<sup>1</sup> The HPP Generation Licence was the subject of a variation by the Essential Services Commission on 1 October 2003

- (a) a copy of the deed entitled Hazelwood Power Partnership Deed between each of the partners in the HPP ("**HPP Agreement**");
- (b) a diagram of the organisational structure of the HPP (before and after the Transaction); and
- (c) details of the relevant contact person on behalf of the HPP.

## 2 The Commission's objectives

Subsection 8(1) of the ESC Act provides that in performing its functions and exercising its powers, the objective of the Commission is to promote the long term interests of Victorian consumers. Further to this, subsection 8A(1) of the ESC Act provides that in seeking to achieve its primary objective, the Commission must have regard to the following matters (amongst others) to the extent they are relevant:

- (a) efficiency in the industry and incentives for long term investment;*
- (b) the financial viability of the industry;*
- (c) the degree of, and scope for, competition within the industry, including countervailing market power and information asymmetries;*

In this case, the effective completion of the Transaction meets the objectives listed above.

## 3 Information on financial viability and technical capacity

The Transaction will not have any effect on the technical or financial ability of the HPP to meet its obligations under the HPP Generation Licence. Further to this, the HPP:

- (a) is, and will continue to be, registered with the Australian Energy Market Operator as a "Market Generator" pursuant to Rule 2.4 of the National Electricity Rules<sup>2</sup>; and
- (b) holds, and will continue to hold, an Australian Financial Services Licence (Licence No 247023) issued to it by the Australian Securities and Investments Commission in accordance with Chapter 7 of the *Corporations Act 2001* (Cth). A copy of this licence is included in Annexures.

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<sup>2</sup> Confirmation of the HPP's registration can be found via the list of registered market participants on the AEMO website (as of 24 April 2013) at the following address:  
[http://www.aemo.com.au/~media/Files/Other/registration/Web\\_registration\\_list\\_20130424.ashx](http://www.aemo.com.au/~media/Files/Other/registration/Web_registration_list_20130424.ashx)

## **Annexures**

- A      Transfer of Licence Form**
- B      Statutory Declaration**
- C      HPP Agreement (commercial in confidence)**
- D      Simplified diagrams**
- E      Details for a contact person on behalf of the HPP**
- F      Australian Financial Services Licence**

## Annexure A

### Transfer of Licence

#### Section 31 of the *Electricity Industry Act 2001*

Under the approval of the Essential Services Commission, the Transferor transfers to the Transferee the estate and interest in the Licence described for the consideration expressed.

Date of the approval of the Essential Services Commission, the ..... day of ..... 2013

**Licence:** Electricity Generation Licence EGHPP08/03

**Consideration:** [Commercial in confidence]

**Transferor:** National Power Australia Investments Limited (ARBN 752 575 37); Australia Power Partners B.V. (ARBN 75 477 208); Hazelwood Pacific Pty Ltd (ACN 074 351 376); CISL (Hazelwood) Pty Limited (ACN 074 747 185); and Hazelwood Investment Company Pty Limited (ACN 075 041 360) being a partnership constituted under the HPP Agreement and trading as Hazelwood Power (ABN 40 924 759 557).

**Transferee:** National Power Australia Investments Limited (ARBN 752 575 37); Australia Power Partners B.V. (ARBN 75 477 208); Hazelwood Pacific Pty Ltd (ACN 074 351 376) and SPV, being a partnership constituted under the HPP Agreement and trading as Hazelwood Power (ABN 40 924 759 557).

Date: 27 May 2013

Execution and attestation

  
Name: Luce Dickvoort

As an authorised person on behalf of the Hazelwood Power Partnership.

## Annexure B

### Statutory Declaration

I, Luc Pickorst  
of Rielto  
being the Chief Executive Officer  
of the Applicant, Hazelwood Power Partnership,

**Hereby DECLARE** that the information contained in this application, and attachments thereto upon which I have placed my signature, for the transfer of Electricity Generation Licence number EGHP08/03 under the Electricity Industry Act 2001 is true and correct and that I make this declaration conscientiously believing the same to be true and in the belief that a person making a false declaration is liable to the penalties of perjury.

Declared at Melbourne in the State of Victoria

Signature of Declarant

This day of 27 day of May, 2013

Before me

(A person authorised by section 107A of the Evidence Act 1958 (Vic))

**Simon Cooke**  
Level 50, 600 Bourke Street, Melbourne, Vic. 3000  
An Australian Legal Practitioner within the meaning  
of the Legal Profession Act 2004

## **Annexure C**

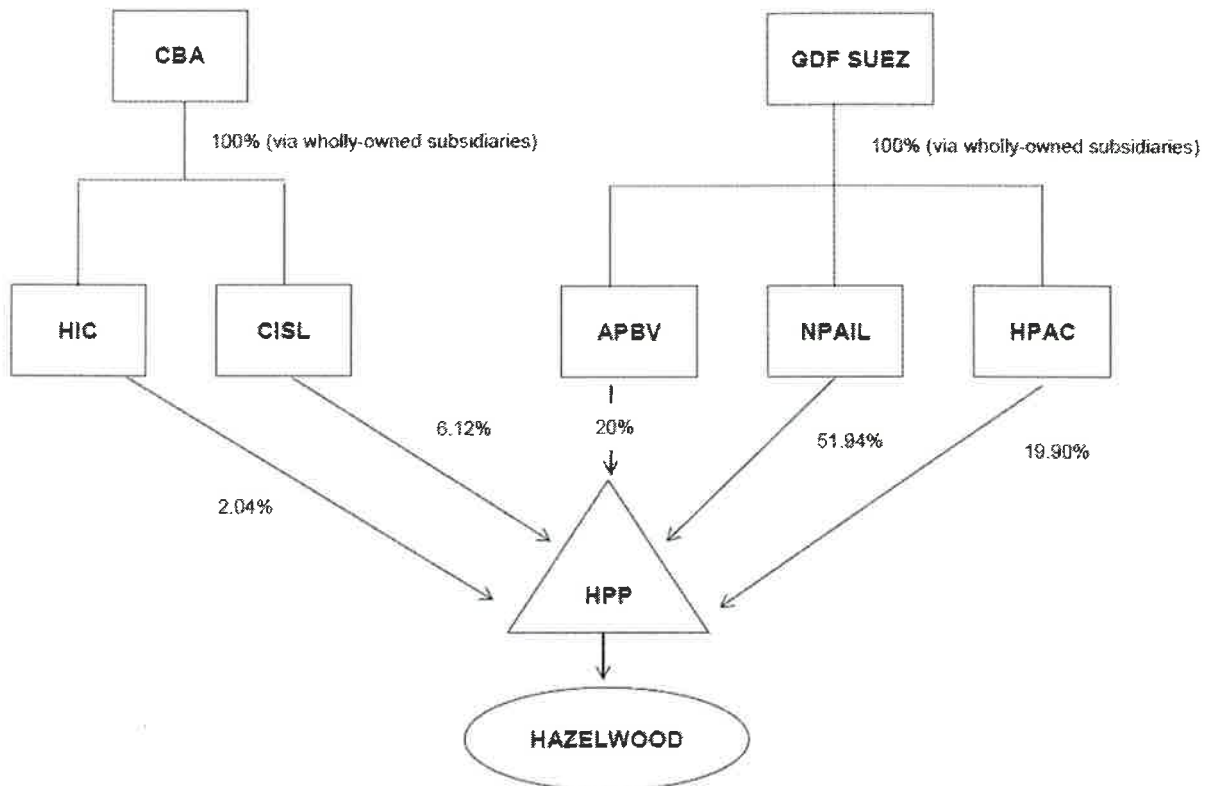
**HPP Agreement**

**[Commercial In Confidence]**

## Annexure D

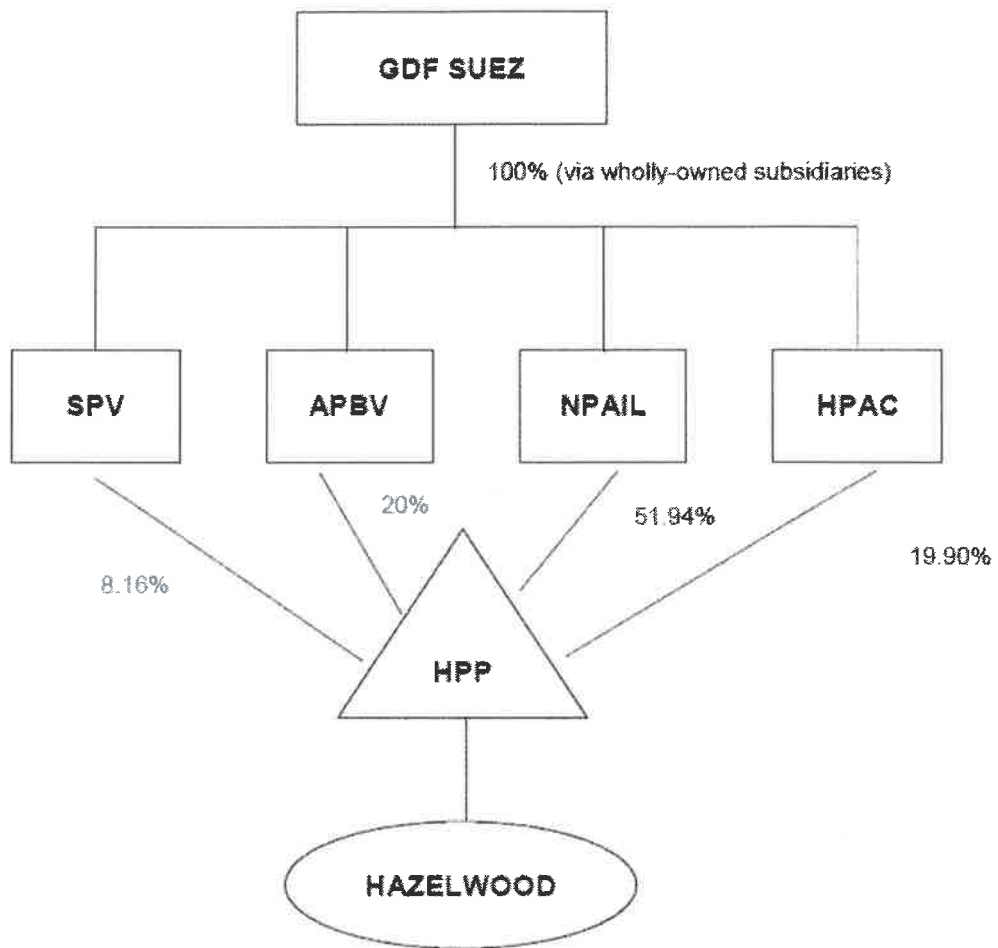
### Simplified diagrams of the HPP

Figure 1: Existing constitution of the HPP



## Annexure D (cont)

Figure 2: Constitution of the HPP following the Transaction





## Annexure E

### Details for a contact person on behalf of the HPP

<b>Name</b>	Corinne Ong
<b>Title</b>	General Counsel
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<b>Contact details</b>	Phone +61 (0)3 9617 8413 Fax +61 (0)3 9617 8301 Mobile +61 (0) 0402 082 311
<b>Email</b>	corinne.ong@gdfsuezau.com

## **Annexure F**

### **HPP Australian Financial Services Licence**