

Electricity generation licence application form

Purpose of this form

This form must be completed by persons applying to the Essential Services Commission (the commission) for a licence to authorise electricity generation in Victoria. Electricity generation includes battery energy storage systems.

Basis for this form

Section 18 of the *Electricity Industry Act 2000* (the Industry Act) provides that a licence application must be made in a form approved by the commission. This is the form approved by the commission.

Use of this form and the applicant's responsibilities

A licence application may be made by any legal person including, without limitation, individuals, incorporated associations, unit and other forms of trusts and corporations. Entities that are not a legal person (for example, an unincorporated joint venture or a partnership) cannot apply for a licence.

For the purpose of this application form, reference to the term "Officer" includes the applicant's directors and secretary, and other persons who make or participate in making decisions that affect a substantial part of the business (for example, Chief Executive Officer, Chief Financial Officer or General Manager).

The applicant should list the information requested in the spaces provided in this form and enclose additional information when required.

The applicant must take all reasonable steps to ensure the information provided in the application form is complete, true and correct.

An officer of the applicant is required to make a declaration to this effect in the application form. Failure to disclose information or misrepresent any matter relevant to such information may result in a licence not being issued or in the revocation of a licence later.

It is a criminal offence under section 61A of the *Essential Services Commission Act 2001* to provide the commission with false or misleading information or documentation.

The applicant is responsible for providing the commission with current, accurate and relevant documentation. It is the applicant's responsibility to make all reasonable inquiries to obtain the information requested by this form.

Providing accurate and relevant information and a complete application (answering all questions and providing all information) will assist in timely processing of an application. All applications are assessed on a case-by-case basis. If insufficient information is provided with an application, we will contact the applicant about the requirement for additional information to be submitted before the application is considered further.

Prior reading

It is expected that the applicant has read our [Guideline: Applications for electricity and gas industry licences](#) before completing this form.

It is the applicant's responsibility to ensure its compliance with legal obligations when applying for a licence.

Licence conditions

Section 20 of the Industry Act authorises the commission to issue licences subject to conditions as decided by the commission. Licences are published on our [website](#). We recommend the applicant familiarise itself with the relevant standard conditions and be confident that it can comply with those conditions prior to applying for a licence.

Further information

The applicant should note that we may ask for further information, or to clarify the information that the applicant has already provided with the application.

Consultation and confidentiality

We will consult with relevant government, industry and consumer groups on the licence application through a public consultation process. Applications and/or supporting information that is not confidential will be made available on our website.

If the applicant believes that any information provided as part of its application is confidential or commercially sensitive, it is the applicant's responsibility to clearly identify this information on those documents. The applicant should also provide a 'non-confidential' version of the application form and documents for publication on our website.

How to lodge an application

The applicant may send the completed application form electronically (preferred) or in hard copy to:

Electronically: licences@esc.vic.gov.au
Hard copy: Market Operations, Energy Division
Essential Services Commission
Level 8, 570 Bourke Street
Melbourne VIC 3000

Large files

Applicants generally need to send us large files which is often not suitable via email. Please contact us at licences@esc.vic.gov.au to discuss alternative options to provide an application to the commission.

Application fees and annual licence fees

The commission has the authority to set a licence application fee. Currently, there is no application fee.

Holding a licence incurs annual licence fees. Refer to the commission's [Guideline: Applications for electricity and gas industry licences](#) for more information regarding annual licence fees.

Definitions

LVES - Latrobe Valley Battery Energy Storage System

TRAPL – Tilt Renewables Australia Pty Ltd

1. General Information – The Applicant

The applicant must answer all questions in this section.

1.1 Legal name of applicant

State the full legal name of the applicant. The applicant is the person who will be generating electricity and/or selling (wholesale) electricity that will be the subject of the licence.

Name: Latrobe Valley BESS Pty Ltd as trustee for Latrobe Valley BESS Project Trust

Attachment reference: 1.1 Confidential - Latrobe Valley BESS Trust DoRA
Attachment reference: 1.1 Confidential - company statement
Attachment reference: 1.1 Confidential - Certificate of Registration
Attachment reference: 1.1 Confidential - ASIC Extract

1.2 Legal identity of applicant

Provide the applicant's ABN and ACN (where relevant) and information about the applicant (for example, whether the applicant is a private limited company, trust, or joint venture).

ABN: 50 189 446 775

ACN: 648 205 127

Type of entity:

Latrobe Valley Bess Pty Ltd – Australian Private Company

As Trustee for Latrobe Valley BESS Project Trust – Fixed Unit Trust

1.3 Contact details and address of the applicant

The applicant

Business address: Level 24, 600 Bourke Street Melbourne

State: Victoria

Postcode: 3000

Postal address (if different): PO Box 16080, Collins St West Melbourne

State: Victoria

Postcode: 8007

Full name of contact person: [REDACTED]

Position title: Head of Customer and Energy Markets

Telephone:

Mobile: [REDACTED]

Email: [REDACTED]

1.4 Diagram of corporate and organisational structure

Attach a diagram illustrating the corporate structure, including details of any related companies within the meaning of the *Corporations Act 2001* and the organisational chart. Provide a diagram of the:

a) corporate structure (including any parent and related companies within the meaning of the *Corporations Act 2001*), and

Attachment reference: Commercial in confidence: 1.4a Corporate Structure Diagram

b) organisational chart (including composition of the board, management, and other key personnel responsible for the key functions).

Attachment reference: Commercial in confidence: 1.4b Project Organisational Chart

Tilt Board Members

Our Board of Directors draws on a wealth of experience in the energy and wider business sectors. Each member is nominated based on the depth, diversity of skills and experience they will bring to the effective governance of the company.

Attachment reference: 1.4c Tilt Directors

1.5 The licence

The applicant must answer all questions in this section.

If the applicant is seeking for a licence to be issued by a certain date, identify this date. **Note: we do not undertake to issue the licence by this date.** The applicant should usually allow a minimum of eight to 10 weeks **once we consider the application to be complete.** An application is considered complete once we have all the information needed for the commission to make a decision. In other words, when we have no need to request further information from the applicant. This includes a public consultation period of four weeks (generally) as part of our consideration of licence applications.

Provide details on the following:

Date from which licence is sought: 25 November 2024

Type of generation: Battery Energy Storage System (BESS)

Expected name plate capacity: 100 MW / 200 MWh BESS

Location of generation facility: Latrobe Valley BESS (LVES) is located circa 150km southeast of Melbourne, adjacent to the Morwell Terminal Station (MWTS) (3 km south of Morwell, Victoria).

Details of how the generator will be connected to the network:

The connection of the BESS to the Victorian transmission network is via an existing spare bay within AusNet's Morwell Terminal Station, to 66kV busbar 2, Bay 15. New interconnection assets including a new circuit breaker, isolator, meters, instrumentation and main transformer will be installed within Morwell Terminal Station.

A portion of the BESS assets are located within the Mowell Terminal Station, and a portion of the BESS assets are located in a separate Latrobe Valley BESS facility adjacent to the Morwell Terminal Station. AusNet will design, procure, construct, commission, operate and maintain the assets from the 66kV Point of Connection to the 33kV BESS interface point. From the BESS 33kV interface point to the energy storage systems the applicant will design, procure, construct and commission the Latrobe Valley BESS facility assets; as well as commission the BESS system in its entirety. The applicant will maintain and operate the BESS.

2. Technical capacity

The applicant must answer all questions in this section.

2.1 Experience and knowledge of the industry

Provide information about the human resources available to the applicant. This includes:

- a) The experience and qualifications of those employees outlined in the organisational chart (see 1.4b);

The Applicant has a services agreement with Tilt Renewables Australia Pty Ltd (**TRAPL**), under which TRAPL provides experience and knowledge of the electricity industry to LVES. Tilt Renewables as a group owns and operates a wind generation portfolio with a total installed capacity of 1708MW, representing approximately ~ 10% operational and under-construction wind capacity in the Australian market (NEM and WEM). The installed capacity of the Tilt Renewables group is made up of 413 operating turbines across 8 wind farms in Australia.

Attachment reference: 2.1a Confidential - Technical Capability

- b) If the applicant will employ contractors or agents to assist with the licensed activities, the name of those contractors or agents, details about the experience of the contractors or agents in such operations and details of the processes in place to ensure the contractors or agents comply with the licence conditions, including relevant regulatory obligations

Fluence Energy Pty Ltd (Fluence)

Experience: Fluence, a global leader in energy storage solutions within the renewable energy sector, has been selected by the Applicant to complete the Engineering, Procurement, and Construction (**EPC**) and Long-Term Servicing (**LTSA**) works for the LVES project. Fluence is bound to adhere to all relevant regulatory obligations outlined in its contract with the Applicant.

Attachment reference:

Commercial in confidence: 2.1b Confidential_LVES – EPC_Redacted

Attachment reference:

Commercial in confidence: 2.1b Confidential_LVES – LTSA_Redacted

AusNet Transmission Group Pty Ltd (AusNet Services)

Experience: AusNet Services owns and operates the Morwell Terminal Station (**MWTS**). The Applicant has engaged AusNet Services to conduct necessary augmentation and interface works to facilitate the LVES' connection to MWTS and maintain these works for ongoing BESS connectivity. AusNet Services is obligated to comply with all regulatory obligations under its contracts with the Applicant.

Attachment reference: Commercial in confidence: 2.1b Confidential_LVES CSA

Attachment reference: Commercial in confidence: 2.1b Confidential_LVES PCD

Where the applicant is relying on a third party to provide staff and/or resources to meet the technical capacity requirements of the generation and wholesale licence, provide:

- c) the experience and qualifications of any relevant key employees who will manage those systems and processes;

Attachment reference: 2.1c Confidential Overwatch Ops Competencies

- d) if the applicant will engage third parties to assist with the licensed activities, provide the following information in relation to each third party:
 - (i) the name of that third party
 - (ii) the scope of activities undertaken by the third party
 - (iii) details and copies of any agreements for the provision of services
 - (iv) details about the experience of the third party in relation to the activities that it will be undertaking, including any accreditations
 - (v) details of the processes in place to ensure the third party complies with the licensee's regulatory obligations.

Fluence Digital [REDACTED]

Fluence, a joint venture between Siemens and AES, is a global leader in energy storage technology and services. Fluence has over 16 years of experience in deploying and operating energy storage systems and adheres to rigorous global standards for health, safety, environment, and quality (HSEQ). Their policies often exceed local and regional regulations. Battery manufacturers working with Fluence must certify their technology to meet Fluence's specifications and relevant UL or IEC certifications. They have deployed or been awarded approximately 5,140 megawatts (MW) of energy storage across 44 markets globally at the time of writing this. Fluence's commitment to safety, combined with their extensive experience and global reach, positions them as a trusted leader in the energy storage industry

Attachment reference: Commercial in confidence 2.1d Confidential Fluence Digital (AMS) – Platform Services Agmt – Latrobe Valley BESS (Executed (15.09.23)_Redacted

Overwatch Energy - 24/7 Oversight Trading Intervention Remote Operations

Overwatch Energy specializes in providing comprehensive operational support for grid-connected solar, wind, and storage assets. Overwatch Energy ensures that all operations comply with the Australian Energy Market Operator (AEMO) requirements, including a 24x7 control and communication based in Australia. Overwatch Energy offers extensive experience in managing the complexities of the National Electricity Market (NEM), including constraint equations, bidding

automation, and Frequency Control Ancillary Services (FCAS) calculations. Overwatch Energy's deep understanding of the NEM and commitment to compliance make Overwatch Energy a reliable partner

Attachment reference: Commerical in confidence 2.1d Confidential Overwatch Tilt MSA Addtl Svcs_Executed_Redacted

Attachment reference: Commerical in confidence 2.1d Confidential Overwatch MSA_Executed_Redacted

Attachment reference: Commerical in confidence 2.1d Confidential AMS Monitoring Procedure v3_Redacted

2.2 Risk management

- a) Provide confirmation and evidence that the applicant has identified the risks associated with electricity generation and wholesale operations. Additionally, provide evidence that the applicant has established, utilised and relied upon risk management systems and processes which are adequate, accurate and current to address those risks.

With the expertise within Tilt Renewables' senior management team and it's board members, Tilt Renewables has the capacity to manage the risks it will face in operating a battery energy storage system. Tilt Renewables has an Enterprise Risk Management Policy and Risk Management Framework that have been established in a manner and form consistent with ISO 31000:2018.

- b) Provide a copy of the applicant's risk management strategy. A statement should also be provided (or supporting document must make it clear) whether the strategy has been developed in line with any Australian or International Standard (for example, ISO 31000:2018).

LVES will operate based on Tilt Renewables' risk management strategy which is detailed in the below attached policies.

Attachments reference: 2.2b Confidential Critical Infrastructure Risk Management Program

Attachments reference: 2.2b Confidential Critical Supplier Risk Management Framework

Attachments reference: 2.2b Confidential Risk Management Policy 2023

Tilt Renewables has several public policies and procedures in place including:

- Code of Ethics
- Diversity, Equity and Inclusion Policy
- Privacy Policy
- Modern Slavery
- Whistleblower Policy
- Complaints Handling Procedure
- Environmental Policy
- Health, Safety and Wellbeing Policy
- Sustainability Policy
- Code of Conduct

These governance documents can be found on the Tilt Renewables website at <https://www.tiltrenewables.com/publications/governance-documents/>

- c) Provide a copy of a risk register that identifies risks, controls and mitigations.

Tilt Renewables has developed a risk register which identifies the risks associated with developing and operating its battery energy storage system.

Attachment reference: Commercial in confidence - 2.2c Confidential Risk Register

2.3 Registration with the Australian Energy Market Operator and generator performance standards

Advise if the applicant will apply to register with the Australian Energy Market Operator (AEMO). If so, provide evidence of registration or exemption, or intending registration or exemption (for example, correspondence between the applicant and AEMO). If the applicant is not registering with AEMO, describe why that is the case.

Provide confirmation from AEMO that proposed negotiated generator performance standards will meet requirements for power system security and reliability under the National Electricity Rules.

The Applicant will apply to register as an Integrated Resource Provider with the Australian Energy Market Operator under a new FRMP - Latrobe Valley BESS Pty Ltd as trustee for Latrobe Valley BESS Project Trust. The Applicant will register an exemption application with AEMO, designating the roles of Operator and Controller to TRAPL, which will complete these functions in accordance with the Operational Services Agreement between the Applicant and TRAPL. The Applicant will also register LVES in all ancillary service markets.

Attachment reference: Commercial in confidence: 2.3_Confidential_AEMO Approval Letter

Attached reference: Commercial in confidence: 2.3 Confidential Latrobe Valley BESS AEMO VC 5.3.4A Letter

2.4 Licences held in other jurisdictions

If the applicant holds, or has previously held, electricity and/or gas licences or authorisations in other jurisdictions provide details. If a licence or authorisation previously held has been suspended or cancelled, provide details.

The Applicant has never held other licences and has never applied unsuccessfully for other licences in Victoria or other jurisdictions. Licences are held for the following Australian projects owned by associated companies under the Tilt Renewables group banner:

- 2.4a Tilt Renewables Australia Pty Ltd holds a generation licence with Queensland Government Generation Authority for Coopers Cap Wind Farm.
- 2.4b Tilt Renewables Retail Pty Limited holds a retail licence with the Essential Services Commission of Victoria and a retail licence with Australian Energy Regulator.
- 2.4c Snowtown Wind Farm Pty Ltd holds a licence with the Essential Services Commission of South Australia for Snowtown Stage 1 Wind Farm.
- 2.4d Tilt Renewables Australia Pty Ltd holds a licence with the Essential Services Commission of South Australia

Attachment reference: Confidential_2.4a CCWF Qld Generation Authority - TRAPL

Attachment reference: Confidential_2.4b Tilt Renewables Retail Pty Ltd – Electricity Retail Licence

Attachment reference: Confidential_2.4c Snowtown Wind Farm – Electricity Generation Licence

Attachment reference: Confidential_2.4d TRAPL Electricity Generation Licence ESCOSA

2.5 Previous unsuccessful licence applications in other jurisdictions

Confirm whether the applicant has applied for an electricity or gas licence in another jurisdiction and not been issued with a licence or authorisation, provide details.

No other electricity licence applications have been made by the Applicant or issued to the Applicant in any other jurisdiction

2.6 Licences held by associates of the applicant

If an associate (within the meaning of the *Corporations Act 2001*) holds an electricity or gas licence in Victoria or in other Australian jurisdiction, provide details.

- 2.6a Dundonnell Wind Farm Pty Ltd holds an electricity generation licence with the Essential Services Commission of Victoria for Dundonnell Wind Farm.
- 2.4b Tilt Renewables Retail Pty Limited holds a retail licence with the Essential Services Commission of Victoria and a retail licence with Australian Energy Regulator.
- 2.6b Salt Creek Wind Farm Pty Ltd holds an electricity generation licence with the Essential Services Commission of Victoria for Salt Creek Wind Farm.

Attachment reference: Confidential_2.6a Dundonnell Wind Farm Pty Ltd – Electricity Generation Licence

Attachment reference: Confidential_2.4b Tilt Renewables Retail Pty Ltd – Electricity Retail Licence

Attachment reference: Confidential_2.6b Salt Creek Wind Farm Electricity Generation Licence

2.7 Compliance management

- a) Provide evidence of compliance management which demonstrates how the compliance systems the applicant has (or will have) in place will ensure compliance with all the relevant regulatory obligations required by an electricity generation licence.
- b) Provide a copy of the applicant's compliance management strategy. A statement should also be provided (or supporting document must make it clear) whether the strategy has been developed in line with any Australian or International Standard (for example, AS ISO 19600:2015).

Attachment reference: Commercial in confidence - 2.7 Confidential Compliance Plan TRAPL

2.8 Material agreements

Provide copies of agreements entered into, or intended to be entered into, by the applicant that are material to the undertaking of the electricity generation activity. Agreements that are material to the undertaking of the electricity generation activity may include:

- a) Connection agreements, such as a Generator Connection Agreement and Generator Project Agreement with a generation facility.

Attachment reference: Commercial in confidence: 2.1b_Confidential_LVES CSA

Attachment reference: Commercial in confidence: 2.1b_Confidential_LVES PCD

- b) Any contract concerning the construction and delivery of the project (sometimes commonly referred to as a Project Construction and Coordination Deed (PCCD) or Engineering, Procurement and Construction Agreement).

Attachment reference: Commercial in confidence: 2.1b Confidential_LVES – EPC_Redacted

- c) Any Network Services Agreements.

Attachment reference: Commercial in confidence: 2.8c Confidential_LVES_UoSA

- d) Any contracts concerning the managerial aspects of the activity (sometimes commonly referred to as a Management Services Agreement or Asset Management Agreement).

Attachment reference: Commercial in confidence: 2.8d Confidential_LVES – Operational Services Agreement_Redacted

- e) Any contract concerning the ongoing operations and maintenance of the transmission assets (sometimes commonly referred to as an Operations and Maintenance Agreement).

Attachment reference: Commercial in confidence: 2.1b Confidential_LVES – LTSA_Redacted

Attachment reference: Commercial in confidence: 2.1b_Confidential_LVES CSA

- f) Any contract concerning the sale of electricity from the generator under a Power Purchase Agreement. **Not applicable**

Attachment reference:

2.9 Engagement with Energy Safe Victoria

Provide details about the applicant's engagement with Energy Safe Victoria and any copies of correspondence regarding the proposed electricity generation facility.

The Applicant has engaged with Energy Safe Victoria in the design phase of the project and has worked with the delivery partners to ensure the construction and operations of the LVES complies with relevant safety standards and legislation. Relevant statutory obligations are incorporated into management plans that are referenced as obligations on contractors in the construction and operational agreements.

2.10 Additional information

Provide any additional information the applicant considers relevant to the commission's assessment of the applicant's technical capacity.

Attachment reference: 2.10 Confidential_Latrobe Valley BESS ESC – Business Plan

3. Financial viability

3.1 Financial resources

The applicant must provide a statement that will be made available to the public during the consultation period that the applicant has the financial resources to commence and sustainably perform the relevant licensable activities.

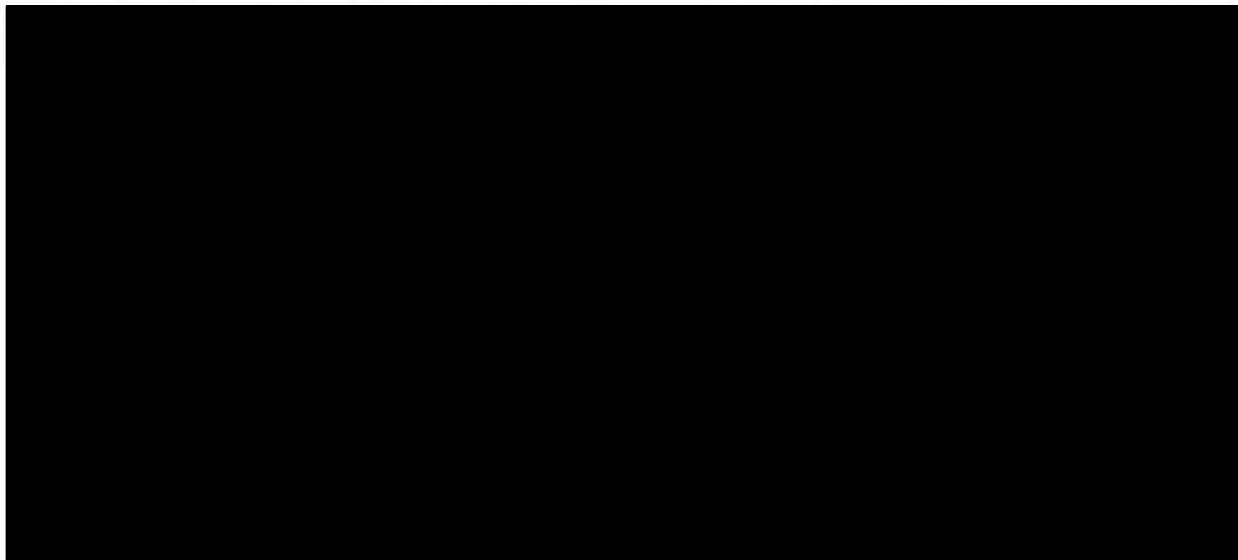
Provide a statement to confirm that:

- a) the applicant is financially viable and has the financial resources to sustainably operate the electricity generation facilities, and
- b) the applicant will be a registered market participant with the Australian Energy Market Operator for its electricity generation activities, therefore subject to the prudential requirements under the National Electricity Rules.

The commission reserves the right to conduct a financial viability assessment and require the applicant to produce information and documents it considers appropriate to complete such an assessment.

Background

Latrobe Valley BESS Pty Ltd as trustee for Latrobe Valley BESS Project Trust (**LVBESS Project Trust**) is an Australian-incorporated company and wholly owned subsidiary of the head entities, PARF Company 2 Pty Ltd as trustee for Hold Trust and PARF Company 1 Pty Ltd as trustee for Property Hold Trust 1 (**Tilt HoldCo**).



Overview of Tilt Renewables

Tilt Renewables, which comprise all the wholly owned subsidiaries of Tilt HoldCo, is a leading renewable energy business and one of the largest owner of wind and solar generation in Australia. Tilt Renewables currently owns and operates 1.7GW of installed generation capacity within Australia across 8 wind farms and 2 solar farms. An additional 100MW battery is currently under construction.

Headquartered in Melbourne with an additional office in Sydney, Tilt Renewables employs 120+ staff across development, delivery, asset management, energy markets, finance and other corporate functions.

In August 2021, Tilt Renewables combined with Powering Australian Renewables (**PowAR**) and is now owned by some of Australia's most respected and highest quality financial and strategic investors - Queensland

Investment Corporation (40%), Future Fund (40%) and AGL Energy Ltd (20%).

Tilt Renewables and PowAR have a proven track record of successful construction and commissioning of large-scale energy infrastructure, delivering:

- Salt Creek Wind Farm (2018);
- Silverton Wind Farm (2020);
- Dundonnell Wind Farm (2021);
- Coopers Gap Wind Farm (2023); and
- Rye Park Wind Farm (2024).

Tilt Renewables has an extensive development pipeline of over 4GW of renewable energy projects. The near-term development pipeline along with assets under construction and operations are shown in **Figure 2** below.

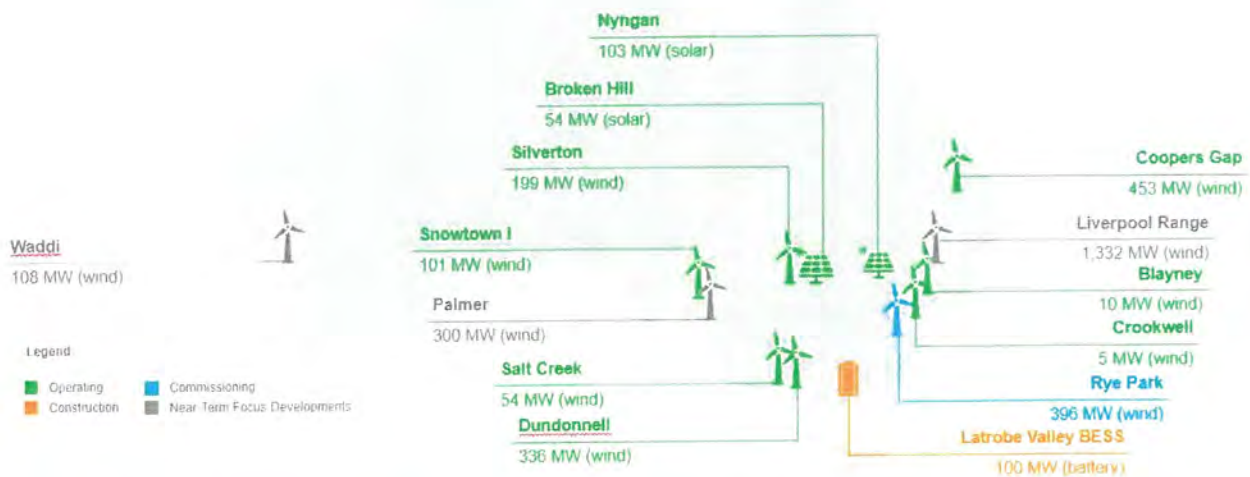
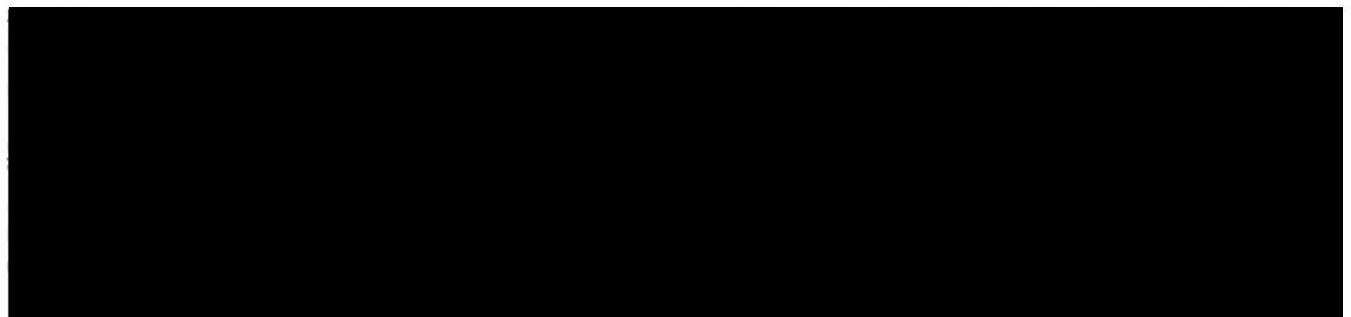


Figure 2: Location of Tilt Renewables Operational and Near-Term Development Assets

Tilt Renewables has a strong financial capacity to support the construction and operations of the LVES through the cash generation from its existing operating portfolio and the strong support of its lenders and shareholders.



Latrobe Valley BESS Funding

The LVES (**the Project**) commenced construction in late 2023 and is currently forecast to reach practical completion in late 2025.

Equity funding strategy

As noted above, the Project is ultimately owned by some of Australia's most respected and highest quality financial and strategic investors:

- QIC (40%):
 - a government owned investment company owned by the Queensland Government since 1991
 - Total Assets Under Management of ~A\$106bn, of which ~\$33bn (as at 31 December 2023) is allocated across 22 infrastructure assets globally
- Future Fund (40%):

- the Australian Commonwealth Government's sovereign wealth fund
 - Total Funds Under Management of over \$270bn as at 31 December 2023 across seven funds
 - AGL Energy Ltd (20%)
 - One of Australia's largest energy retailing and generation business
 - Market capitalisation of \$6.92bn (31 July 2024)
 - Moody's rating of "Baa2"
- (collectively, the **Investors**).

Summary

Given the Applicant benefits from the backing of a substantial operating portfolio which generates stable cashflows and strong access to liquidity from debt and equity, the Applicant is financially viable and has the financial resources to sustainably operate the LVBESS battery and manage financial shocks in the wholesale market and any increases in operating costs.

The Applicant will be a registered market participant with the Australian Energy Market Operator for its electricity generation activities, therefore subject to the prudential requirements under the National Electricity Rules.

4. Fit and proper person

The applicant must answer all questions in this section.

In deciding whether to grant or refuse a licence application, the commission will consider whether the applicant is a fit and proper person to hold a licence in Victoria.

The concept of a 'fit and proper person' is established by common law and takes its meaning from its context, from the activities in which the person is or will be engaged, and the ends to be served by those activities.

In considering whether an applicant is a fit and proper person, we will have regard to the applicant's honesty, integrity and reputation. These are relevant factors as they can inform an assessment of the likelihood of future conduct.

We will also consider the conduct of directors, office holders or any person with significant managerial duties or influence. We will also consider the conduct of related bodies corporate or entities that can exert control over the applicant.

- a) Have any directors of the applicant, directors of any entity that can exert control over the applicant, or any person with significant managerial responsibility or influence on the applicant:
- (i) been declared bankrupt,
 - (ii) had their affairs placed under administration,
 - (iii) been disqualified from managing a company,
 - (iv) been subject to debt judgements, or
 - (v) insolvency proceedings (including any administration, liquidation or receivership in connection with the affairs of a company)?

Based on our knowledge and thorough due diligence as at the date of this application, none of the directors of the Applicant, directors of any entity exerting control over the Applicant, or any person with significant managerial responsibility or influence on the Applicant have been declared bankrupt, had their affairs placed under administration, been disqualified from managing a company, been subject to debt judgments, or been involved in insolvency proceedings (including administration, liquidation, or receivership related to a company's affairs).

If yes, provide details:

.....
.....

b) Has the applicant, any directors of the applicant, directors of any entity that can exert control over the applicant or any person with significant managerial responsibility or influence on the applicant been prosecuted for any offences or had any enforcement action taken under any state, territory, Commonwealth or foreign legislation (including, but not limited to, the *Competition and Consumer Act 2010*, *Corporations Act 2001*, or the *Australian Securities and Investments Commission Act 2001*)?

Based on our knowledge and thorough due diligence as at the date of this application, none of the directors of the Applicant, directors of any entity that can exert control over the Applicant or any person with significant managerial responsibility or influence on the Applicant have been prosecuted for any offences or subjected to enforcement actions under state, territory, Commonwealth, or foreign legislation, including but not limited to the *Competition and Consumer Act 2010*, *Corporations Act 2001*, or the *Australian Securities and Investments Commission Act 2001*:

If yes, provide details:

.....
.....

c) Has the applicant, any directors of the applicant, any related body corporate, or any person with significant managerial responsibility or influence on the applicant been involved in any material breaches of obligations regulated by the commission or any other regulator?

Based on our knowledge and thorough due diligence as at the date of this application, none of the Applicant, any directors of the Applicant, any related body corporate, nor any person with significant managerial responsibility or influence on the Applicant have been involved in any material breaches of obligations regulated by the commission or any other regulator.

If yes, provide details:

.....
.....
.....

d) Has the applicant, any directors of the applicant, any related body corporate, or any person with significant managerial responsibility been under investigation in relation to its regulatory obligations or is currently bound by an enforceable undertaking?

Based on our knowledge and thorough due diligence as at the date of this application, none of the Applicant, any related body corporate, or any person with significant managerial responsibility for the Applicant are currently under investigation concerning regulatory obligations, nor are they bound by any enforceable undertaking at this time.

If yes, provide details:

.....
.....

e) Has the applicant, any related body corporate or any person with significant managerial responsibility or influence on the applicant, been refused a licence or authorisation, or had restricted, suspended or revoked any such licence or authorisation (in any jurisdiction)?

Based on our knowledge and thorough due diligence as at the date of this application, none of the Applicant, any related body corporate, nor any person with significant managerial responsibility or influence on the Applicant has been refused a licence or authorisation, nor have they had any such licence or authorisation restricted, suspended, or revoked in any jurisdiction.

If yes, provide details:

.....
.....

f) Provide any other information the applicant considers relevant to the commission's fit and proper person assessment.

.....
.....

Additional information

Answer the following questions and, where the answer to any question is “no” (except for question b), provide further detail.

- a) Is the applicant a resident of, or does it have permanent establishment in, Australia?

Yes

- b) Is the applicant under external administration (as defined in the *Corporations Act 2001*) or under a similar form of administration under any laws applicable to it in any jurisdiction?

No

- c) Is the applicant immune from suit in respect of the obligations under the *Electricity Industry Act 2000*?

No

- d) Is the applicant capable of being sued in its own name in a court of Australia?

Yes

5. Commission objectives

The applicant must answer all questions in this section.

In deciding whether to grant or refuse an electricity generation licence application, the commission must consider its objectives under the *Electricity Industry Act 2000* and the *Essential Services Commission Act 2001* (ESC Act).

Our primary objective under the ESC Act, when performing our functions and exercising our powers, is to promote the long-term interests of Victorian consumers. In seeking to achieve this objective, we must have regard to the price, quality, and reliability of essential services and the matters set out in section 8A to the extent they are relevant.

In seeking to achieve the objectives specified in section 8, the commission must have regard to the matters to the extent that they are relevant in any particular case.

Provide any information the applicant considers relevant to the commission's consideration of its objectives outlined in:

- Section 8 of the ESC Act (also see section 8A of the ESC Act); and
- Section 10 of the *Electricity Industry Act 2000*.

The Applicant has considered the objectives of section 8 and 8A of the *Essential Services Commission Act 2001* (VIC) and section 10 of the *Electricity Industry Act 2000* (VIC). The Applicant confirms the LVES directly contributes to the long-term interests of Victorian consumers by providing:

- Additional dispatchable energy to Victorian consumers at times of high or peak demand;
- Immediate response capability to sudden grid outages or incidents affecting other Victorian generators, potentially averting load-shedding and frequency deviations that impact electricity supply to Victorian consumers; and
- Time shifting of energy from Tilt Renewables' and other renewable energy generation resources to reduce the emissions intensity of Victorian electricity grid in alignment with Victorian Government decarbonisation objectives.

6. Statutory declaration

All the information provided in this application and attached documents for an electricity generation licence must be true and correct and must be verified by a statutory declaration. This statutory declaration must be made by the applicant (where the applicant is an individual) or a director of the applicant (where the applicant is a corporation) and must be made in accordance with the requirements of the *Oaths and Affirmations Act 2018*.

An example statutory declaration form can be found [here](#). Information for authorised witnesses can be found [here](#).

The statutory declaration must address the following:

- a) identification of the declarant's position and/or role with the applicant
- b) that the declarant believes the information provided in the application to be true and correct
- c) that the declarant believes the applicant has the financial resources to commence and operate the activities the subject of the licence.

[Redacted] of [Redacted]

make the following statutory declaration under the *Oaths and Affirmations Act 2018* (Victoria):

a) That I am the director of the applicant, **Latrobe Valley BESS Pty Ltd (ACN: 648 205 127, as trustee for Latrobe Valley BESS Project Trust (ABN: 50 189 446 775))**

b) The information provided in this application (including any attachments) to the Essential Services Commission for an electricity generation licence is true and correct and I make this declaration conscientiously believing these matters to be true and knowing that making a statutory declaration that I know to be untrue is an offence

Signature: [Redacted]

(signature of person making this statutory declaration in the presence of the authorised statutory declaration witness)

Declared at: [Redacted] on 05/09/2024

Witness

I am an authorised statutory declaration witness and I sign this document in the presence of the person making the declaration:

[Redacted]

signature of authorised statutory declaration witness

full name [Redacted]

on 05/09/24

professional address of authorised statutory declaration witness [Redacted]

qualification as an authorised statutory declaration witness [Redacted]