

# ENERGY ONE LIMITED

ABN 37 076 583 018

## NOTICE OF ANNUAL GENERAL MEETING

**Date** Wednesday 23 October 2013  
**Time** 9:30 am (AEDT)  
**Place** Level 14, 71 Macquarie Street  
Sydney NSW 2000

**THIS IS AN IMPORTANT DOCUMENT  
AND REQUIRES YOUR ATTENTION**

If you have any doubts about the contents of this document  
please consult your financial or other professional advisor.

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Energy One Limited [ABN 37 076 583 018] ("the Company") will be held at Level 14, 71 Macquarie Street, Sydney NSW 2000 on Wednesday 23 October 2013 at 9.30am (AEDT).

## AGENDA

### 1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2013.

### 2. Adoption of Remuneration Report

To consider and, if thought fit, pass the following as a non binding ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2013 be adopted."

### 3. Election of Directors – Mr. Ottmar Weiss

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"That Mr. Ottmar Weiss, a director of the Company who retires by rotation at this Annual General Meeting in accordance with Listing Rule 14.4 and, being eligible, offers himself for re-election, be elected as a non-executive director of the Company."

### 4. General Business

To transact any other business legally brought forward to the meeting in accordance with the Constitution.



**By order of the Board**  
**Reena Minhas**  
**Company Secretary**  
20 September 2013

A proxy form accompanies this Notice of Annual General Meeting.

# VOTING INSTRUCTIONS

## Voting entitlement

Pursuant to Section 1109N of the Corporations Act, the Company has determined that for the purpose of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm (AEDT) on Monday 21 October 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Voting Options

You may vote by attending the meeting in person or by proxy or a body corporate can appoint a corporate representative. If attending the meeting, please bring your personalised voting form with you as it will help you to register your attendance at the meeting.

### Voting in person

You may vote in person by attending the meeting. The meeting details are at the front of this Notice of Meeting.

### Voting by proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a person as the shareholder's proxy to attend and vote on behalf of the shareholder. Proxies need not be shareholders of the Company.

A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint not more than two proxies to attend and vote on behalf of the shareholder. Where two proxies are appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

Any person who is a joint holder of Shares may appoint a proxy by completing the proxy form attached to this notice of meeting. If more than one joint holder appoints a proxy or seeks to vote personally at the meeting, then the person whose name stands first on the register shall alone be entitled to vote.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

If you wish to vote by proxy, please complete and sign the proxy form included with this notice of meeting and return it to the Company Secretary, Energy One Limited so that it is received no later than 48 hours before the time for holding the meeting. Proxy forms received after the time stated above will not be accepted or valid.

|                      |                                                 |
|----------------------|-------------------------------------------------|
| <b>By email:</b>     | rminhas@energyone.com.au                        |
| <b>By facsimile:</b> | 02-8252-9888                                    |
| <b>By mail:</b>      | Reply paid envelope attached                    |
| <b>By delivery:</b>  | Level 14, 71 Macquarie Street, Sydney, NSW 2000 |

## Corporate Representatives

A shareholder that is a company may by resolution of its directors authorise a person to act as its representative to vote at the meeting. A certificate of appointment of a corporate representative must be executed in accordance with the relevant company's constitution and must be available for inspection at the meeting. Where the certificate of appointment is signed on behalf of the company by only one signatory and that signatory is not the sole director and sole company secretary, a certified copy of the company's constitution must also be available at the meeting.

## Voting exclusions

Under the Corporations Act 2001, no vote may be cast (in any capacity) on item 2 by or on behalf of a member of the Key Management Personnel ('KMP') whose remuneration details are included in the remuneration report for the year ended 30 June 2013, or a closely related party of any such member of the KMP.

However, these restrictions will not apply to a vote cast as proxy for a person who is entitled to vote on the resolution:

- if the vote is cast in accordance with directions in the proxy form specifying how the proxy is to vote on item 2, or
- if the vote is cast by the Chairman of the meeting and the proxy form authorises him to vote as he decides on item 2 (even though item 2 is connected with the remuneration of members of the KMP, including the Chairman).

The Chairman of the meeting intends to vote, as your proxy, in favour of item 2. If you do not want the Chairman of the meeting to vote as your proxy in favour of this resolution you need to direct your proxy to vote against, or to abstain from voting on, the relevant resolution by marking the appropriate box on the proxy form.

# EXPLANATORY NOTES

## Note 1: Financial Statements and Reports

The Financial Statements, the Directors' Report and the Auditors' Report for Energy One Limited for the year ended 30 June 2013 will be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Constitution of the Company for the shareholders to approve these reports. No resolution will be put to the meeting on this item of business.

The Chairman will provide a reasonable opportunity for shareholders to ask questions and make comments on the reports. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the auditor's report.

## Note 2: Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' Report of the Annual Report on pages 14 through 21.

The Remuneration Report Sets out matters including (but not limited to):

- Energy One policies for determining the remuneration of directors and executives;
- The remuneration details for directors and executives;
- Certain 'prescribed details' of specified directors and executives of the Company.

Shareholders are asked to consider and adopt the Remuneration Report. The shareholder vote is advisory only and does not bind the directors of the Company.

Important instructions Resolution 2: If the Chairman of the meeting is your proxy and you have not directed him how to vote on Resolution 2, the Chairman will vote all undirected proxies in favour of the Resolution 2 even though he has an interest in the outcome of the resolution.

## Note 3: Election of Directors - Mr. Ottmar Weiss

Under Listing Rule 14.4, a director must not hold office without re-election past the third annual general meeting following the director's appointment or three years, whichever is longer. A director who retires in accordance with these requirements is eligible for re-election.

Mr. Weiss, a non-executive director, retires by rotation and, being eligible, offers himself for re-election.

Mr. Weiss was appointed a director of Energy One Ltd in April 2007 and Chairman in February 2009. Mr Weiss has over 25 years' experience in banking, finance and risk management, as well as being a qualified accountant and registered Tax Agent. Previously, Mr. Weiss worked at Macquarie Bank where he held the position of Global Head of the Equity Markets Group and was also a member of Macquarie Bank's Executive Committee.

## GLOSSARY

**AEDT** means Australian Eastern Daylight Time

**Company** or **Energy One** means Energy One Limited (ABN 37 076 583 018)

**Constitution** means the constitution of the Company.

**Corporations Act** or **Corporations Regulations** means the Corporations Act 2001 (Commonwealth)

**Closely related party** in relation to a member of the KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealings with EOL and any company the member controls.

**Key management personnel** or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of AMP or the AMP group, whether directly or indirectly. Members of the KMP include directors (both executive and non-executive) and certain senior executives

**Resolution** means the resolution referred to in the Notice of Annual General Meeting

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means the holder of a Share in Energy One Limited.

✉ By Mail Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ By Phone: (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

«NameAddress\_1»  
«NameAddress\_2»  
«NameAddress\_3»  
«NameAddress\_4»

SRN Holder ID: «Holder\_Id»

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded before 9:30am AEDT on Monday, 21 October 2013.

### TO VOTE BY COMPLETING THE PROXY FORM ON THE FOLLOWING PAGE

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company.

#### STEP 3 SIGN THE FORM

The form must be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. Please indicate the office held by signing in the appropriate place.

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by 9:30am AEDT on Monday, 21 October 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 By Fax + 02 8252 9888

✉ By Mail Energy One Limited  
GPO Box 3968,  
Sydney NSW 2001 Australia

👤 In Person Level 14, 71 Macquarie Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

**PROXY FORM****STEP 1 APPOINT A PROXY**

I/We being a member/s of Energy One Limited and entitled to attend and vote hereby appoint

☐

Appoint the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at Level 14, 71 Macquarie Street, Sydney NSW 2000 on Wednesday, 23 October at 9:30am AEDT and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chairman authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though resolution 2 is connected with the remuneration of members of key management personnel, which includes the Chairman.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

|              |                                        | For                      | Against                  | Abstain*                 |
|--------------|----------------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 2 | To Adopt the Remuneration Report       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | To re-elect Ottmar Weiss as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**STEP 3 SIGNATURE OF SHAREHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2013

«NameAddress\_1»  
«NameAddress\_2»  
«NameAddress\_3»  
«NameAddress\_4»

SRN Holder ID: «Holder\_Id»

Dear Shareholder,

Shareholders have a choice in how they receive their communications, either online, or in print. If you have internet access, we ask you to consider receiving your communications electronically.

The benefits to you, the environment and the company include:

- Prompt and secure delivery of information;
- Reduced consumption of paper and plastic wrapping; and
- Reduced administration cost to the company.

*Instruction: Please select your preferred communication preference below and return the form by 5:00pm (Sydney time) on 21 October 2013.*

### Annual Report Election

**Option 1: Register to receive email notification when the Annual Reports are available online.**

Visit [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au) and click on the link for InvestorServe to register your email address and manage your communication preferences. Or, enter your email address below and return this form in the enclosed reply paid envelope.

|   |  |
|---|--|
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| @ |  |

**Option 2: Elect to not receive a hardcopy version of the Annual Report.**

Do not send me the annual report by post or electronically. You will be notified in writing each year when the Annual Report is available online. I understand you are required to send me a notice of meeting and proxy form.

☐ **I do not wish to receive a hardcopy or electronic Annual Report**

#### Privacy Statement

The personal information in this form is collected by Boardroom Pty Limited ('Boardroom'), as registrar for the issuer of the securities you hold.

Boardroom's privacy policy can be viewed on our website ([www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)).

Your personal information is required for administration of the register of securityholdings. Should some or all of the requested information not be provided correct administration of your securityholding may not be possible. Your personal information may be disclosed to the issuer of the securities you hold, its or our related bodies corporate, external service companies such as print or mail service providers or otherwise as permitted by law. If, in accordance with the provisions of the Corporations Act the issuer of the securities you hold approves, you may be sent marketing material in addition to general corporate communications. You may elect not to receive marketing material by contacting Boardroom Pty Limited.

You can obtain access to your personal information and (if required) advise of any incorrect, inaccurate or out of date data information held, by contacting Boardroom Pty Limited on 1300 737 760