

18 September 2020

Energy One Limited (ASX : EOL)

Notice of Annual General Meeting & Proxy

Energy One Limited is please to announce its Annual General Meeting to be held on 22 October 2020 at 10am, Level 13 Pacific Highway, Norths Sydney, NSW 2060.

Given current health risks created by the coronavirus (COVID-19) pandemic, the Company strongly encourages shareholders to consider participation at the AGM without attending in person, such as appointing the chairperson as proxy with directions on how to vote each item of business and submit questions in advance of the meeting. Shareholders who are considering physically attending the AGM should review applicable laws on public gatherings and be aware the Company reserves the right to deny entry to ensure the health and safety of attendees.

Shareholders can submit questions ahead of the AGM to the Company by way of email to richard.standen@energyone.com. The AGM will have an audio broadcast the details of which will be announced on the ASX shortly prior to the meeting.

Richard Standen

Chief Financial Officer / Company Secretary



ENERGY ONE LIMITED

ABN 37 076 583 018

NOTICE OF ANNUAL GENERAL MEETING

Date Thursday 22 October 2020
Time 10:00 am (AEDT)
Place Level 13, 77 Pacific Highway
North Sydney NSW 2060

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

Given current health risks created by the coronavirus (COVID-19) pandemic, the Company strongly encourages shareholders to consider participation at the AGM without attending in person, such as appointing the chairperson as proxy with directions on how to vote each item of business. Shareholders who are considering physically attending the AGM should review applicable laws on public gatherings and follow government warnings and recommendations. For further information, please read the "Voting Instructions" section on page 3. Shareholders are strongly advised to complete their proxies online no later than 10am on 20 October 2020.

Energy One Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Energy One Limited [ABN 37 076 583 018] ("Energy One" or "the Company") will be held at Level 13, 77 Pacific Highway, North Sydney NSW 2060 on Thursday 22 October 2020 at 10.00am (AEDT). A proxy form accompanies this Notice of Annual General Meeting.

The Explanatory Memorandum and the Proxy Form attached to this Notice of Meeting are incorporated into and form part of this Notice of Meeting. A detailed explanation of the background and reasons for the proposed resolutions are set out in the Explanatory Memorandum.

AGENDA

1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2020.

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 2020 be adopted."

3. Election of Directors – Mr. Andrew Bonwick

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

'That Mr. Andrew Bonwick, 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. Election of Directors – Mr. Vaughan Busby

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

'That Mr. Vaughan Busby, 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.'

5. Approve the Energy One Equity Incentive Plan (EIP)

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

'That for the purposes of ASX Listing Rule 7.2, exception 13(b), and for all other purposes, any issue of equity securities under Energy One Equity Incentive Plan (EIP), as described in the Explanatory Memorandum, be approved as an exception to ASX listing rule 7.1.'

6. Grant of Performance Rights to the Managing Director & CEO, Mr Shaun Ankers

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

'That, for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to the grant of 85,000 Performance and Service Rights to the Managing Director & CEO, Mr Shaun Ankers, under the Energy One Equity Incentive Plan (EIP), on the terms summarised in the Explanatory Memorandum'.

7. Grant of Service Rights to the Non-Executive Directors

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

'That, for the purposes of ASX Listing Rule 10.14 and all other purposes, approval be given to the grant of 30,460 Service Rights to the non-executive directors Messrs. Weiss, Bonwick, Busby and Ferrier, under the Energy One Equity Incentive Plan (EIP), on the terms summarised in the Explanatory Memorandum'.

8. Approval of potential leaver benefit payments to Mr Shaun Ankers and Non-Executive Directors

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

'That, for the purposes of sections 200B and 200E of the *Corporations Act 2001* (Cth) and for all other purposes, approval is given to the payment of benefits under the Energy One Equity Incentive Plan to Mr Shaun Ankers, Mr Andrew Bonwick, Mr Vaughan Busby, Mr Ian Ferrier and Mr Ottmar Weiss by the Company in connection with each of them ceasing to hold a managerial or executive office in the Company, as described in the Explanatory Memorandum.'

9. General Business

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

Richard Standen

Company Secretary

By order of the Board 03 September 2020

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 Tuesday 20 October 2020. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Attendance at the AGM

In order to minimise health risks created by the coronavirus (COVID-19) pandemic and ensure compliance with current applicable laws relating to public gatherings, the Board strongly encourages Shareholders:

- to lodge a directed proxy appointing the Chair as proxy with directions on how to vote each item of business rather than attending the meeting in person; and
- to submit any questions ahead of the AGM to the Company; and

Further information on how to appoint a proxy to vote on your behalf is described under the heading “*Voting by Proxy*” under this section. Please pay particular attention to this section in order to correctly appoint a proxy.

Shareholders can submit questions ahead of the AGM to the Company by way of email to richard.standen@energyone.com.

The AGM will have an audio broadcast the details of which will be announced on the ASX shortly prior to the meeting.

In-person attendance

While the Company will seek to take all reasonable precautions available, the Board cannot give any assurance that those persons wishing to attend the AGM in person will not be putting themselves at risk to health hazards concerning COVID-19.

Shareholders could also be in breach of applicable laws around public gatherings if they attend the AGM in person. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the venue so as to ensure the health and safety of the attendees at the AGM and compliance with applicable laws. The Board strongly urges shareholders to review and follow the Australian Department of Health and NSW Health’s instructions and recommendations in relation to the COVID-19 outbreak.

The AGM will only consist of the items of business set out in this Notice of Meeting.

Due to travel restrictions and to minimize health risks to shareholders, officers and other attendees, some Directors and Senior Management may not be able to attend the AGM in person. Those Directors and Senior Management will participate in the AGM virtually or otherwise.

Voting Options

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.

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.

Electronically: www.linkmarketservices.com.au
Login to the Link website using the holding details as shown on the Proxy Form. Select ‘Voting’ and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their “Holder Identifier” (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

Email: Vote@linkmarketservices.com.au

Fax: +61 2 9287-0309

Mail: Energy One Limited, Link Market Services Limited, Locked Bag A 14, Sydney South NSW 1235

Delivery: Level 13, 77 Pacific Highway, North Sydney, NSW, 2060

While the option to return completed and signed proxy forms by mail and delivery remain available, there is a risk that your physical proxy forms will not be received as mail delivery is restricted, and the registered office of the Company is not fully manned due to the COVID-19 pandemic and restrictions around public gatherings. To ensure your signed and completed proxies are received in time and processed, the Board strongly encourages shareholders to deliver the signed proxies online, via email or fax.

VOTING INSTRUCTIONS (continued)

Voting in person

While it is possible for you to vote in person by attending the meeting, it is possible that the Company may deny you physical entry into the AGM venue so as to ensure the health and safety of any person at the AGM and compliance with applicable laws. The Board strongly recommends that you exercise your right to vote by way of proxy, and to appoint the Chairperson as proxy with directions on how to vote each item of business.

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 Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act.

Voting exclusions

Resolution 2

Under sections 250R(4) and (5) of the *Corporations Act* 2001 (Cth) (the **Act**), no vote may be cast (in any capacity) on Resolution 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 2020 or a closely related party of any such member of the KMP; or
- by a proxy on behalf of a person who is a member of the KMP at the date of the meeting or their closely related parties.

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 Resolution 2; or
- if the vote is cast by the Chairman of the meeting and the proxy form expressly authorises him to vote as he decides on Resolution 2 (even though Resolution 2 is connected directly or indirectly with the remuneration of members of the KMP, including the Chairman).

Note: In accordance with section 250R(3) of the Act, the vote on this resolution is advisory and does not bind the directors or the company.

"Closely related party" is defined in the Act and includes a spouse, dependent and certain other close family members of the KMP, as well as any companies controlled by the KMP.

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

Resolution 5

In accordance with the Listing Rules 14.11, the Company will disregard any votes cast by or on behalf of the following persons on Resolution 5:

- by a person who is eligible to participate in the Company's Equity Incentive Plan (**EIP**); or
- any associate of those persons.

However, this does not apply to a vote cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman of the meeting to vote on the resolution as the Chairman of the meeting decides; or
- a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6

In accordance with the Listing Rule 14.11, the Company will disregard any votes cast by or on behalf of the following persons, on Resolution 6:

- by any person referred to in ASX Listing Rule 10.14.1, 10.14.2 and 10.14.3 who is eligible to participate in the EIP; or
- any associate of that person.

However, this does not apply to a vote cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman of the meeting to vote on the resolution as the Chairman of the meeting decides; or
- a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

VOTING INSTRUCTIONS (continued)

Resolution 7

In accordance with the Listing Rule 14.11, the Company will disregard any votes cast by or on behalf of the following persons, on Resolution 7:

- by any person referred to in ASX Listing Rule 10.14.1, 10.14.2 and 10.14.3 who are eligible to participate in the EIP; or
- any associate of those persons.

However, this does not apply to a vote cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- the Chairman of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman of the meeting to vote on the resolution as the Chairman of the meeting decides; or
- a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Further, in accordance with section 250BD of the Act, a vote must not be cast on Resolution 5, 6 and 7 by any member of the KMP of the Company or any closely related party of any such member of the KMP that is appointed as proxy if the appointment does not specify the way in which the proxy is to vote unless the vote is cast as proxy:

- for a person entitled to vote on Resolutions 5, 6 and 7 as proxy or attorney in accordance with the direction on the proxy form specifying how the proxy is to vote; or
- by the Chairman of the AGM for a person entitled to vote on Resolutions 5, 6 and 7 pursuant to an express authorisation in the proxy form to vote as the Chairman sees fit (even though the resolution is connected directly or indirectly with the remuneration of the KMP).

Resolution 8

In accordance with section 200E(2A) of the Corporations Act, the Company will disregard any votes cast on Resolution 8:

- by Mr Ankers; or
- each of the non-executive directors being Messrs. Weiss, Bonwick, Busby and Ferrier; or
- an associate of any of the persons listed above.

However, the Company will not disregard a vote if:

- it is cast by a person as proxy appointed in writing that specified how the proxy is to vote in Resolution 8; and
- it is not cast on behalf of any of the persons named above or an associate of any of the persons named above.

‘Associate’ has the meaning given to that term in the Corporations Act.

The Chairman of the meeting intends to vote, as your proxy, in favour of Resolution 5, 6, 7 and 8. If you do not want the Chairman of the meeting to vote as your proxy in favour of these resolutions 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 MEMORANDUM

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 2020 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 16 through 20.

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.

Executive remuneration and the terms of employment are reviewed annually having regard to personal and corporate performance, contribution to long-term growth, relevant comparative information and independent expert advice. The Board believes that the Company's remuneration arrangements, as set out in the Remuneration Report, are fair and appropriate to support the direction of the Company.

The shareholder vote is advisory only and does not bind the directors of the Company. A voting exclusion applies to this item of business, as set out in this Notice of Meeting.

The Chairman will provide a reasonable opportunity for shareholders to ask questions and make comments on the Remuneration Report.

The Directors unanimously recommend that you vote in favour of the Resolution to Adopt the Remuneration Report. The Chairman intends to vote all available proxies in favour of Resolution 2.

Note 3: Election of Directors - Mr. Andrew Bonwick

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. Bonwick, a non-executive director, retires by rotation from the conclusion of this annual general meeting and, being eligible, offers himself for re-election.

Mr. Bonwick was appointed a director of Energy One Ltd in October 2006. Mr. Bonwick was the Managing Director of ASX listed Australian Energy Limited and prior to that was the Marketing Director of Yallourn Energy for 6 years. His career has included roles in senior management, institutional equity research and management consulting.

The Directors, excluding Mr. Andrew Bonwick, unanimously recommend that you vote in favour of the Resolution to elect Mr. Andrew Bonwick. The Chairman intends to vote all available proxies in favour of the Resolution.

Note 4: Election of Directors - Mr. Vaughan Busby

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. Busby, a non-executive director, retires by rotation from the conclusion of this annual general meeting and, being eligible, offers himself for re-election.

Mr. Busby was appointed a director of Energy One Ltd in May 2005. Mr. Busby was previously the CEO and Managing Director of Energy One. Previously a Director of Ferrier Hodgson, he has considerable experience in turnaround and restructuring of businesses.

The Directors, excluding Mr. Vaughan Busby, unanimously recommend that you vote in favour of the Resolution to elect Mr. Vaughan Busby. The Chairman intends to vote all available proxies in favour of the Resolution.

Note 5: Approve the Energy One Equity Incentive Plan (EIP)

Under ASX Listing Rule 7.1, a listed company must not, without the approval of its shareholders, issue more than 15% of its equity securities in any 12 month period.

Exception 13(b) of ASX Listing Rule 7.2 provides that any equity securities issued under the EIP (including shares issued on the exercise of ESS interests (defined below) issued under the EIP) will be treated as an exception to ASX Listing Rule 7.1, if within three years before the date of issue of the securities pursuant to the EIP, shareholders have approved the issue of securities pursuant to the EIP as an exception to ASX Listing Rule 7.1.

EXPLANATORY MEMORANDUM (continued)

The EIP was previously approved at the AGM held 26 October 2017 under what was then ASX Listing Rule 7.2, Exception 9(b) (but is now ASX Listing Rule 7.2 Exception 13(b)) and is required to be approved every three years in order to be exempt from the application of ASX Listing Rule 7.1. Accordingly, Resolution 5 seeks to refresh the original approval from shareholders for the issue of securities under the EIP (including shares being issued on the exercise of ESS interests issued under the EIP) for the purposes of ASX Listing Rule 7.2, Exception 13(b) so that, to the extent that securities are issued under the EIP during the 3 year period following shareholder approval, those securities will not count towards the 15% limit under ASX Listing Rule 7.1.

Subject to there being no material amendments to the EIP, shareholder approval of Resolution 5 will be effective for 3 years from the date of approval. If approval is not granted, future issues of securities under the EIP may still be made but will be counted towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

MATERIAL TERMS OF THE ENERGY ONE EQUITY INCENTIVE PLAN (EIP)

The **Energy One Equity Incentive Plan (EIP)** is an employee equity plan developed to meet contemporary equity design standards and to provide the greatest possible flexibility in the design and offer choices available to the Company. The EIP enables the Company to offer employees a range of different employee share scheme (ESS) interests.

These **ESS interests** or Awards include:

- Options;
- Performance Rights;
- Service Rights;
- Deferred Shares;
- Exempt Shares; and
- Cash Rights.

The Rules of the EIP (**Plan Rules**) provide a full description of the ESS interest types available under the **EIP**, and is available on request from the Company Secretary.

The type of ESS Interest that may be offered to employees of Energy One will be determined by a number of factors, including:

- what the ESS interest is for;
- the possible tax implications for the employee;
- the laws governing the grant of equity incentives; and
- the logistics and compliance costs associated with offering the equity incentives.

As well as offering different types of ESS interests, the EIP, and the offers made under it, may be for different purposes.

It is intended that EIP offers will be for the following:

- **Performance & Service Rights** to Mr Shaun Ankers, Managing Director and CEO under the long-term incentive (LTI) program;
- **Performance & Service Rights** to Executive Management under the long-term incentive (LTI) program;
- **Service Rights** to non-executive directors as part of their director fee package; and
- **Exempt Shares** to general employees of Energy One with one or more years' service with the Company.

Whenever EOL shares are required under the EIP, they will be acquired and held by the Energy One Employee Share Trust (EST).

Like the EIP, the EST is governed by a document (the EST Trust Deed) setting out the rules of the EST and the responsibilities of the Trustee, Energy One and EST Participants. A copy of the EST Trust Deed is also available on request from the Company Secretary.

A summary of the key terms of the EIP follow. The terms of specific grants under the EIP are set out in the individual's offer documents.

Types of securities that the company may offer under the EIP: Options, Performance Rights, Service Rights, Deferred Shares, Exempt Shares and Cash Rights.

Eligibility to participate: The Board has the discretion to determine which employees are eligible to participate in the EIP. The definition of employee under the Plan Rules includes any full time or permanent part time employee or officer or director of the Company or any related body corporate of the Company.

Terms and conditions: The Board has the discretion to determine the terms and conditions applicable to an offer of Awards under the EIP, including:

- the number and type of Awards being offered;
- any performance, service, or other conditions which must be satisfied or waived before the Awards vest;
- in the case of Awards in the form of Options or Rights, any further conditions which must be satisfied or waived before vested Options or Rights may be exercised;
- any acquisition price payable for the grant of Awards;
- in the case of Awards in the form of Options, any exercise price payable on the exercise of the Options;
- in the case of Awards in the form of Options or Rights, any rights to receive a payment equivalent to the value of dividends paid on shares during the vesting period attaching to the Options or Rights

EXPLANATORY MEMORANDUM (continued)

- any disposal restrictions applicable to shares acquired under the EIP, including following the vesting of shares granted under the EIP or shares acquired on the exercise of Options or Rights.

Settling Awards in cash: At the Board's discretion, the Company may satisfy its obligations to issue or transfer Shares upon the exercise of an Award by way of a cash payment equivalent to the fair market value of the Award at the date of exercise.

Allotment of shares on exercise or vesting of Awards: Shares acquired under the EIP will be credited as fully paid, rank equally for dividends and other entitlements where the record date is on or after the date of allotment, but will carry no right to receive any dividend or entitlement where the record date is before the date of allotment, be subject to any restrictions imposed under the EIP, and otherwise rank equally with the existing issued shares at the time of allotment. The Company will apply for official quotation of any shares issued under the EIP, in accordance with the ASX Listing Rules.

Vesting conditions: The vesting of any securities issued under the EIP, excluding Exempt Shares, may be conditional on the satisfaction of performance and/or service as advised to the employee in the individual's offer documents or as varied by the Board at their discretion. Such vesting conditions may also be waived at the absolute discretion of the Board, unless the waiver is excluded by the terms of the Award.

Exercise of Awards: A participant is entitled to exercise an Award on or after the date it vests. The exercise must be for a minimum number of shares or multiple of shares specified in the terms of the Award.

Price: Securities issued under the EIP may be issued at no cost to the participants. Options may be subject to payment of an exercise price by the participant which is determined by the Board and advised to the participant in the individual's offer documents.

Restrictions: With respect to Awards that are restricted, they may not be sold, transferred, mortgaged, pledged, charged, granted as security or otherwise disposed of during the relevant restriction period attaching to those Awards. The Company may in its discretion at any time waive or shorten the restriction period applicable to an Award.

Lapse/forfeiture: Securities issued under the EIP will lapse or be forfeited on the earliest of:

- any expiry date specified in the offer of an Award applicable to the securities;
- any date which the Board determines that vesting conditions applicable to the securities are not met or cannot be met;
- the participant dealing in respect of the securities in contravention of the EIP;
- the Board determining that a participant has committed an act of fraud, is ineligible to hold the office for the purposes of Part 2D.6 of the Corporations Act, or is found to have acted in a manner that the Board considers to constitute gross misconduct.

Change of Control: On the occurrence of a Change of Control (as defined in the Plan Rules), the Board will determine, in its sole and absolute discretion, the manner in which vested and unvested securities issued under the EIP shall be dealt with.

Cessation of employment: All unvested securities issued under the EIP lapse immediately on termination of employment unless any Leaver's Policy applies or the Board determines otherwise depending on the circumstances.

No dealing/hedging: Dealing restrictions apply to securities issued under the EIP in accordance with the Plan Rules and the Company's share trading policy. It is prohibited to hedge or otherwise protect the value of unvested securities issued under the EIP.

Adjustments: Prior to the allocation of shares to a participant upon vesting or exercise of securities issued under the EIP, the Board may make any adjustments it considers appropriate to the terms of securities in order to minimise or eliminate any material advantage or disadvantage to a participant resulting from a corporate action such as a capital raising or capital reconstruction.

Amendments: The Board will have an absolute discretion to amend the Plan Rules, provided such amendments do not materially prejudice the rights of existing participants under the EIP.

Limits on securities issued: The maximum number of shares that may be issued under the EIP is set according to the limits prescribed under ASIC Class Order 14/1000 with respect to employee share scheme offers made without a prospectus. Currently, these limits provide that the number of shares that may be issued, when aggregated with the number of shares issued during the previous 3 years from share issues under all employee share schemes established by the Company (including as a result of exercise of options to acquire shares granted to the previous five years under any such employee share scheme), must not exceed 5% of the total number of shares on issue, disregarding certain unregulated offers.

Based on the securities currently on issue with regards to the calculation above, 5% equates to a maximum of 1,271,756 shares to be issued under the EIP. The Company intends to issue up to 1,051,980 share rights in this 3-year period based on the current share price through the grants set out below.

EXPLANATORY MEMORANDUM (continued)

INITIAL GRANTS UNDER THE EIP

The following paragraphs describe:

- the maximum number of equity securities the Company intends to offer to employees for the purposes of ASX Listing Rule 7.2, Exception 13(b), subject to approval by shareholders of Resolutions 5, 6 and 7; and
- the number of equity securities issued under the EIP since the date of last approval under ASX Listing Rule 7.2, Exception 13(b).

1. Performance & Service Rights - CEO

It is proposed that up to **255,000** Performance Rights will be granted to the Company's Managing Director and CEO, Mr Shaun Ankers from the date of the AGM over a 3-year period based on the current years grant and subject to annual approval at subsequent AGM's.

The purpose of this offer is to provide Mr Ankers with a long-term service (retention) and performance incentive and to align personal, company and shareholder interests.

Since the previous EIP and approval at the AGM on 26 October 2017, the following performance rights for the CEO have been issued and are vested or still outstanding :-

Description	Rights Issue Date	No. of Rights Issued	Vested date	Rights vested to Shares
Rights FY2017 - Tranche 1	03/11/2017	50,000	31/08/2018	50,000
Rights FY2017 - Tranche 2	03/11/2017	50,000	Lapsed	0
Rights FY2017 - Tranche 3	03/11/2017	50,000	Lapsed	0
Rights FY2017 - Tranche 4	03/11/2017	50,000	31/08/2018	50,000
Rights FY2018 - Tranche 1	01/11/2018	50,000	02/09/2019	50,000
Rights FY2018 - Tranche 2	01/11/2018	50,000	25/10/2019	50,000
Rights FY2018 - Tranche 3	01/11/2018	50,000	25/10/2019	50,000
Rights FY2018 - Tranche 4	01/11/2018	50,000	02/09/2019	50,000
Rights FY2019 - Tranche 1	01/11/2019	25,000	31/08/2020	25,000
Rights FY2019 - Tranche 2	01/11/2019	25,000	31/08/2020	25,000
Rights FY2019 - Tranche 3	01/11/2019	70,000	Outstanding	0
Rights FY2019 - Tranche 4	01/11/2019	65,000	Outstanding	0
Rights FY2019 - Tranche 5	01/11/2019	15,000	31/08/2020	15,000
Total		600,000		340,000

2. Performance Rights & Share Issues – Senior Management

It is proposed that up to **340,359** Performance Rights will be granted to the Company's Senior management, subject to the service and performance vesting conditions approved by the Board from time to time from the date of the AGM over a 3-year period based on the current years proposed grant. Vesting periods of such rights will be between one year and three years. It is proposed to offer the Performance Rights annually under similar performance and service vesting conditions, subject to annual review by the Board of Directors.

The purpose of this offer is to provide the Senior Management with a long-term service (retention) and performance incentive and to align personal, company and shareholder interests.

Since the previous EIP and approval at the AGM on 26 October 2017, the following performance rights for the Senior Management have been issued and vested :-

Description	Rights Issue Date	No. of Rights Issued	Vested date	Rights vested to Shares
Rights FY2017 - Tranche 1	03/11/2017	97,467	31/08/2018	97,467
Rights FY2017 - Tranche 2	03/11/2017	97,464	Lapsed	0
Rights FY2017 - Tranche 3	03/11/2017	97,462	Lapsed	0
Rights FY2017 - Tranche 4	03/11/2017	97,461	31/08/2018	97,461
Rights FY2018 - Tranche 1	01/11/2018	48,076	02/09/2019	48,076
Rights FY2018 - Tranche 2	01/11/2018	48,076	25/10/2019	48,076
Rights FY2018 - Tranche 3	01/11/2018	48,072	25/10/2019	48,072
Rights FY2018 - Tranche 4	01/11/2018	48,076	02/09/2019	48,076
Shares Issued – Service	13/07/2019	25,000	13/07/2019	25,000
Rights - Service	13/07/2019	25,000	16/07/2020	25,000
Rights FY2019 - Tranche 1	01/11/2019	44,257	31/08/2020	44,257
Rights FY2019 - Tranche 2	01/11/2019	44,250	Lapsed	0
Rights FY2019 - Tranche 3	01/11/2019	44,247	Lapsed	0
Rights FY2019 - Tranche 4	01/11/2019	44,254	31/08/2020	44,254
Total		809,162		525,739

3. Service Rights – Non-Executive Directors

It is proposed that the non-executive directors will receive 50% of their director fees in the form of Service Rights in the EIP. The Company anticipates to grant up to 91,379 **Service Rights** to Messrs. Bonwick, Busby, Ferrier and Weiss under the EIP from the date of the AGM over

EXPLANATORY MEMORANDUM (continued)

a 3-year period based on the current years proposed grant and subject to annual approval at subsequent AGM's.

Board and Committee fees are reviewed periodically having regard to the level of fees paid to Non-Executive Directors at Australian companies of comparable size and complexity. They reflect the responsibilities and time commitment necessary for the role. The purpose and advantage of this offer is to provide a non-cash form of remuneration.

Since the previous EIP and approval at the AGM on 26 October 2017, the following Service Rights for non-executive Directors have been issued and vested or still outstanding:-

Description	Rights Issue Date	No. of Rights Issued	Vested date	Rights vested to Shares
Rights Approved at 2017 AGM	03/11/2017	253,341	26/10/2018	253,341
Rights Approved at 2018 AGM	01/11/2018	118,616	31/10/2019	118,616
Rights Approved at 2019 AGM	01/11/2019	71,622	Outstanding	0
Total		443,579		371,957

4. Exempt Shares - Employees

Australian resident employees with at least 1 years' service with the Company (as at 30 September) will be invited to receive \$1,000 worth of EOL shares free. Under Australian taxation regulations companies are able to provide up to \$1,000 per annum to employees exempt from tax, subject to meeting certain specified qualifying conditions.

Shares under the scheme once granted cannot be forfeited. Shares under the scheme will be held subject to a 3 year holding lock whilst the participant remains an employee.

As at the date of this Notice of Meeting, it is proposed that the offer will be made to approximately 40 Australian employees. If the take-up rate is 100%, the cost to the Company will be \$41,000. This may be subject to change, depending on whether more Australian employees are hired by the Company. If shares are issued to satisfy the offer for both the company and the employees contribution, then accounting for the Company employing further employees from the date of issue, a maximum of **31,036** shares would be issued (based on the VWAP August 26 to 1 September 2020 inclusive) at an EOL share price of \$4.35. It is proposed to offer employees exempt shares annually under the same conditions but it subject to annual review by the Board of Directors.

The purpose of this offer is to engage the Company's employees in the success of the business and encourage broad based employee share participation.

Since the previous EIP and approval at the AGM on 26 October 2017, the following exempt shares for employees have been issued and approved by the Board of Directors :-

Issue date	Shares Issued
03/11/2017	34,914
31/10/2018	26,520
01/11/2019	13,600
	136,358

The Directors, because of their respective interests, cannot make any recommendation in respect of Resolution 5. The Chairman intends to vote all available proxies in favour of the Resolution.

OTHER EMPLOYEE INCENTIVE ARRANGEMENTS

Exempt Shares and Share Rights – Contigo employees

The equity securities issued and described below will not be subject to the exception sought under ASX Listing Rule 7.2, Exception 13(b) and will count against the Company's ASX Listing Rule 7.1 placement capacity upon conversion into shares in the Company. Details of these equity securities is included for completeness.

The Company acquired Contigo Software (**Contigo**) on 30 November 2018. Under the terms of the Contigo equity incentive plan (**Contigo EIP**), Contigo may issue rights that convert into shares in the Company on vesting or exercise or exempt shares in the Company to its employees. Since the date of acquiring Contigo to the date of this Notice of Meeting, the following Share Rights have been issued to Contigo management and employees under the Contigo EIP and approved by the Board:

Description	Rights Issue Date	No. of Rights Issued	Vesting date
Share Rights – Tranche 1	22/11/2019	21,653	31/08/2020
Share Rights – Tranche 2	22/11/2019	21,653	31/08/2021
Share Rights – Tranche 3	22/11/2019	21,649	31/08/2022
Share Rights – Subject Measures tranche	22/11/2019	21,653	31/08/2020
Total		86,608	

Since the date of acquiring Contigo, 13,200 exempt shares were also issued to relevant participants on 11 February 2020 under the Contigo EIP.

EXPLANATORY MEMORANDUM (continued)

Note 6: Grant of Performance Rights to the Managing Director & CEO, Mr Shaun Ankers

Under ASX Listing Rule 10.14, the Company must seek shareholder approval to grant equity securities in the Company to Directors. Mr Shaun Ankers is the managing director of the Company, and therefore is a person that falls under ASX Listing Rule 10.14.1.

Mr Ankers is eligible for an award in accordance with the Company's long term incentive scheme (LTIS). Accordingly, we are seeking approval to enable the Company to grant the **Performance Rights** to Mr Ankers under the EIP.

A Performance Right is a right to receive one ordinary share in the Company at a point in the future subject to meeting specified performance, time (service) and/or other conditions. If the applicable conditions (collectively called vesting conditions) are met, the Performance Rights will vest and may be exercised by the holder of the Performance Right in return for an ordinary share in the Company. A summary of the material terms of the EIP is contained in this explanatory memorandum under **Note 5**.

As of the date of this Notice of Meeting, the amount of Mr Ankers' current total remuneration for FY20 was \$831,222.

LTI arrangements for Mr Ankers

Mr Ankers' performance and remuneration arrangements have been reviewed under the Company's annual review process. That process has led to a recommendation to seek shareholder approval to grant Performance Rights under the Company's EIP as outlined below.

The remuneration arrangements for Mr Ankers are based on the Company's 'Total Annual Reward' (TAR) framework. TAR seeks to provide fair and appropriate rewards, comprised of fixed and 'at risk' elements, designed to attract, retain and motivate employees. These Performance Rights represent the majority of Mr Ankers' 'at risk' remuneration.

The Non-Executive Directors of the Remuneration Committee have concluded that the remuneration arrangement for Mr Ankers (including the proposed grants of Performance Rights) is reasonable and appropriate having regard to the circumstances of the Company and Mr Ankers' duties and responsibilities.

The number and value of securities that can be granted to Mr Ankers is :-

Performance Rights awarded under the EIP.	<ul style="list-style-type: none">85,000 Performance Rights valued at \$369,750¹ <p>¹Based on the EOL share price VWAP for the period 26/08/2020 to 01/09/2020 of \$4.35.</p> <p>No price is payable by Mr Ankers for the grant or exercise of the Performance Rights.</p> <p>Importantly, no value will be received by Mr Ankers if the Performance Rights lapse prior to the vesting date.</p>
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A summary of the material terms of the Performance Rights are detailed below:

Conditions and Hurdles :-

Number of Performance Rights:	Tranche 1	25,000
	Tranche 2	25,000
	Tranche 3	20,000
	Tranche 4	15,000
	Total	85,000
Vesting Date:	Tranche 1-4	31/08/2021
Exercise Price:	Nil	
Expiry Date:	30 days after the Vesting Date, unless lapsed earlier.	
Vesting Conditions:	In order for any of these Performance Rights to vest and become available for exercise is dependent on Mr Ankers meeting the Service Vesting Condition and Performance Vesting Conditions by the vesting date of 31/08/2021.	
Service Vesting Condition:	Continuous employment as Managing Director & CEO (or equivalent) from Grant Date to the relevant Vesting Date.	

EXPLANATORY MEMORANDUM (continued)

Performance Vesting Conditions:	<p>The Board of Directors has set performance vesting conditions for the CEO as part of his remuneration package in accordance with the Company's long-term incentive scheme (LTIS). The grant of Performance Rights to Mr Ankers will be subject to the following performance conditions:</p> <ul style="list-style-type: none"> the Company achieving a revenue growth of 25% on the prior financial year (tranche 1); the Company achieving a earning per share growth of 25% (tranche 2) and 35% (tranche 3 on the prior financial year; and certain individual strategic targets being met by Mr Ankers as determined by the Board upon the annual review of the CEO performance (tranche 4). This involves a qualitative review of key business health metrics, including ongoing: <ul style="list-style-type: none"> Retention of senior staff. High level of technical product quality. Organic growth through the winning of major accounts in new geographies. Key customer retention and satisfaction. <p>These performance rights are 'at risk' and will be forfeited if the performance conditions are not achieved. The Board reserves the right to amend these performance conditions at its sole discretion.</p>
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Other Conditions

- Unvested Performance and Service Rights may in certain circumstances vest early, in accordance with the terms of the Energy One Equity Incentive Plan Rules, and any Leaver's Policy that may apply from time to time, as approved by the Board.
- Dealing in Shares is subject to the constraints of Australian insider trading laws and Energy Ones' Share Trading Policy.
- Participants are specifically prohibited from hedging their Energy One share price exposure in respect of their Performance and Service Rights during the vesting period.
- Participants are prohibited from trading the shares upon vesting and exercise for a period of 12 months from the date of issue.
- If, in the Board's opinion, the Participant has acted fraudulently or dishonestly or is in breach of his material obligations to Energy One, the Board may determine that any or all of his Performance Rights which have not yet vested, lapse.

Subject to shareholder approval, it is anticipated that the **Performance Rights** for Mr Ankers will be issued shortly after the AGM to coincide with the issue of other grants under the EIP.

Irrespective of these intentions, Performance Right grants approved by shareholders under this resolution will be issued within 12 months of the date of this Meeting.

Since the previous EIP and approval at the AGM on 26 October 2017, the following performance rights for the CEO have been issued and are vested or still outstanding :-

Description	Rights Issue Date	No. of Rights Issued	Vested date	Rights vested to Shares
Rights FY2017 - Tranche 1	03/11/2017	50,000	31/08/2018	50,000
Rights FY2017 - Tranche 2	03/11/2017	50,000	Lapsed	0
Rights FY2017 - Tranche 3	03/11/2017	50,000	Lapsed	0
Rights FY2017 - Tranche 4	03/11/2017	50,000	31/08/2018	50,000
Rights FY2018 - Tranche 1	01/11/2018	50,000	02/09/2019	50,000
Rights FY2018 - Tranche 2	01/11/2018	50,000	25/10/2019	50,000
Rights FY2018 - Tranche 3	01/11/2018	50,000	25/10/2019	50,000
Rights FY2018 - Tranche 4	01/11/2018	50,000	02/09/2019	50,000
Rights FY2019 - Tranche 1	01/11/2019	25,000	31/08/2020	25,000
Rights FY2019 - Tranche 2	01/11/2019	25,000	31/08/2020	25,000
Rights FY2019 - Tranche 3	01/11/2019	70,000	Outstanding	0
Rights FY2019 - Tranche 4	01/11/2019	65,000	Outstanding	0
Rights FY2019 - Tranche 5	01/11/2019	15,000	31/08/2020	15,000
Total		600,000		340,000

It is the intention of Energy One that only the Managing Director (Mr Ankers) be eligible to receive these Performance Rights in the EIP.

There are no loan arrangements in relation the Share Rights.

Details of any securities issued under the EIP will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

EXPLANATORY MEMORANDUM (continued)

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EIP after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Where no direction is given on a proxy form by an eligible shareholder appointing a proxy, the Chairman intends to vote all available proxies in favour of the Resolution.

Note 7: Grant of Service Rights to the Non-Executive Directors

Under ASX Listing Rule 10.14, the Company must seek shareholder approval to grant equity securities in the Company to Directors. Messrs. Bonwick, Busby, Ferrier and Weiss are Non-Executive Directors of the Company, and therefore are persons that fall under ASX Listing Rule 10.14.1.

It is proposed that the non-executive directors will receive a proportion of their director fees in the form of Service Rights in the EIP. The advantage to the company is that the Service Rights represent a non-cash form of remuneration. Accordingly, we are seeking approval to enable the Company to grant **30,460 Service Rights** to Messrs. Bonwick, Busby, Ferrier and Weiss under the EIP.

A Service Right is a right to receive one ordinary share in the Company at a point in the future subject to meeting specified time (service) and/or other conditions. If the applicable conditions (collectively called vesting conditions) are met, the Service Rights will vest and may be exercised by the holder of the Service Right in return for an ordinary share in the Company. A summary of the material terms of the EIP is contained in this explanatory memorandum under **Note 5**.

Remuneration arrangements for Messrs. Bonwick, Busby, Ferrier and Weiss

As of the date of this Notice of Meeting, the amount of each Non-Executive Director's current total fee package is detailed below:

Non-Executive Director	Total fee package (\$)
Andrew Bonwick	\$100,000
Vaughan Busby	\$60,000
Ian Ferrier	\$50,000
Ottmar Weiss	\$55,000

Board and Committee fees are reviewed periodically having regard to the level of fees paid to Non-Executive Directors at Australian companies of comparable size and complexity. They reflect the responsibilities and time commitment necessary for the role.

The aggregate cap for Non-Executive Directors' remuneration (\$500,000) was last approved by shareholders at the 2009 Annual General Meeting. Note 6 does not change this cap but will more closely align the interests of the Board and shareholders if Non-executive directors are required to receive a proportion of their fees as EOL service rights.

The Company seeks shareholder approval to grant Service Rights to the Non-executive Directors under the Company's EIP as outlined below :

	Service Rights	Value ¹
Andrew Bonwick	11,494	\$50,000
Vaughan Busby	6,897	\$30,000
Ian Ferrier	5,747	\$25,000
Ottmar Weiss	6,322	\$27,500
	30,460	\$132,500
¹ Based on the EOL share price VWAP for the period 26/08/2020 to 01/09/2020 of \$4.35.		
No price is payable by Messrs. Bonwick, Busby, Ferrier and Weiss for the grant or exercise of the Service Rights . Importantly, no value will be received by Messrs. Bonwick, Busby, Ferrier and Weiss if the Service Rights lapse prior to the vesting date.		

A summary of the material terms of the Service Rights are detailed below:

Conditions and Hurdles

Vesting Date:	31 October 2021
Exercise Price:	Nil
Expiry Date:	30 days after the Vesting Date, unless lapsed earlier.
Service Vesting Condition:	In order for the Service Rights to vest, the relevant participant will have to be continuously engaged as a Director from the date the Service Rights are granted to the Vesting Date.

EXPLANATORY MEMORANDUM (continued)

Other Conditions

- Unvested Service Rights may in certain circumstances vest early, in accordance with the terms of the Energy One Equity Incentive Plan Rules, and any Leaver's Policy that may apply from time to time, as approved by the Board.
- Dealing in Shares is subject to the constraints of Australian insider trading laws and Energy One's Share Trading Policy.
- Participants are prohibited from trading the shares upon vesting and exercise for a period of 12 months from the date of issue.
- Participants are specifically prohibited from hedging their Energy One share price exposure in respect of their Service Rights during the vesting period.
- If, in the Board's opinion, Messrs. Bonwick, Busby, Ferrier and Weiss has acted fraudulently or dishonestly or is in breach of their material obligations to Energy One, the Board may determine that any or all of their Service Rights which have not yet vested, lapse.

Subject to shareholder approval, it is anticipated that the **Service Rights** for Messrs. Bonwick, Busby, Ferrier and Weiss will be issued shortly after the AGM to coincide with the issue of other grants under the EIP. Irrespective of these intentions, Service Right grants approved by shareholders under this resolution will be issued within 12 months of the date of this Meeting.

Since the previous EIP and approval at the AGM on 26 October 2017, the following Service Rights for non-executive Directors have been issued and vested or still outstanding:-

Description	Rights Issue Date	No. of Rights Issued	Vested date	Rights vested to Shares
Rights Approved at 2017 AGM	03/11/2017	253,341	26/10/2018	253,341
Rights Approved at 2018 AGM	01/11/2018	118,616	31/10/2019	118,616
Rights Approved at 2019 AGM	01/11/2019	71,622	Outstanding	0
Total		443,579		371,957

Since the AGM on 24 October 2019, the following service rights for the Non-Executive Directors which were issued for nil consideration have been issued and / or vested :-

	Rights Issue Date	No. of Rights Issued	Vesting date	Rights vested to Shares
Ottmar Weiss	01/11/2018	47,447	31/10/2019	47,447
Vaughan Busby	01/11/2018	23,723	31/10/2019	23,723
Andrew Bonwick	01/11/2018	23,723	31/10/2019	23,723
Ian Ferrier	01/11/2018	23,723	31/10/2019	23,723
Total		118,616		118,616
	Rights Issue Date	No. of Rights Issued	Vesting date	Rights vested to Shares
Andrew Bonwick	01/11/2019	27,027	31/10/2020	0
Vaughan Busby	01/11/2019	16,216	31/10/2020	0
Ian Ferrier	01/11/2019	13,514	31/10/2020	0
Ottmar Weiss	01/11/2019	14,865	31/10/2020	0
Total		71,622		0

- a) It is the intention of the Company that non-executive directors only (Messrs. Weiss, Bonwick, Busby and Ferrier) be eligible to receive these Service Rights in the EIP.

There are no loan arrangements in relation the Share Rights.

Details of any securities issued under the EIP will be published in the annual report of the Company relating to a period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in the EIP after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Where no direction is given on a proxy form by an eligible shareholder appointing a proxy, the Chairman intends to vote all available proxies in favour of the Resolution.

EXPLANATORY MEMORANDUM (continued)

Note 8: Approval of potential leaver benefit payments to Mr Shaun Ankers and Non-Executive Directors

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if an exemption applies under section 200F or it is approved by shareholders under section 200E. This restriction applies to managerial or executive officers of the Company, which includes Mr Shaun Ankers, Mr Andrew Bonwick, Mr Vaughan Busby, Mr Ian Ferrier and Mr Ottmar Weiss.

The term “benefit” for the purposes of Part 2D.2 of the Corporations Act has a wide operation and could include benefits resulting from the Board exercising discretions under the Plan Rules when Mr Ankers has ceased his employment with the Company or any of Mr Bonwick, Mr Busby, Mr Ferrier or Mr Weiss cease to hold office. Specifically, where a managerial or executive officer has ceased to hold office before the vesting of the securities described in Note 7 and 8 above have vested, the Board may in certain circumstances exercise its discretion to determine that some or all of those securities vest, having regard to the relevant performance or vesting hurdles applicable at the time. None of the exemptions or thresholds under section 200F of the Corporations Act apply. Accordingly, shareholders’ approval is sought for the purpose of section 200E of the Corporations Act to allow the Board to exercise its discretion to pay these benefits to Mr Ankers upon cessation of his employment, and to Mr Bonwick, Mr Busby, Mr Ferrier and Mr Weiss upon their cessation of holding office with the Company, in accordance with the Plan Rules and the terms and conditions stipulated above.

The Plan was previously approved by shareholders in 2017 for the purposes of what was then ASX Listing Rule 7.2, Exception 9(b) (but is now Listing Rule 7.2, Exception 13(b)).

If approval is granted, Mr Ankers, Mr Bonwick, Mr Busby, Mr Ferrier and Mr Weiss will receive the benefits described above (subject to the Board’s discretion), in addition to any other termination benefits that the Company may provide to them where permitted to do so under the Corporations Act.

If approval is not granted, the Company may be unable to provide Mr Ankers, Mr Bonwick, Mr Busby, Mr Ferrier and Mr Weiss with the benefits described above upon the cessation of their employment. This may unnecessarily expose the Company to a substantial risk of claims for breach of contract and other legal action.

The value of the benefits described above that the Board may give by exercising its discretion to vest any of the Performance Rights or Service Rights cannot be determined in advance because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as:

- the Company’s share price at the time of vesting;
- the number of shares that vest from the Performance or Service Rights the Board decides to vest and exercise;
- the relevant person’s length of service and portion of any relevant performance periods that have expired at the time employment has ceased;
- the number of unvested or lapsed Performance or Service Rights the relevant person holds at the time they cease employment; and

A voting exclusion applies to this item of business, as set out in this Notice of Meeting.

Where no direction is given on a proxy form by an eligible shareholder appointing a proxy, the Chairman intends to vote all available proxies in favour of the Resolution.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEDT) on Tuesday, 20 October 2020**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Energy One Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**