ENERGY ONE LIMITED (ASX:EOL)

EQUITY CAPITAL RAISINGMAY 2024



Important Notice and Disclaimer

Important Notices and Disclaimer

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This Presentation has been prepared by Energy One Limited (ACN 076 583 018) (Energy One) and is dated 27 May 2024. This Presentation has been prepared in connection with Energy One's underwritten, non-renounceable entitlement offer of new ordinary shares in Energy One (New Shares) to certain eligible Energy One shareholders (Offer).

The Offer is being made to eligible shareholders of Energy One in Australia and New Zealand under section 708AA of the Corporations Act 2001 (Cth) (Corporations Act) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 and ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73).

Summary information

This Presentation: (i) contains summary information about Energy One and its activities current as at the date of this Presentation; (ii) is for information purposes only and is not, and does not comprise all of the information which would be required to be disclosed in a prospectus, product disclosure statement or other offering document under Australian law or any other law and will not be lodged with the Australian Securities and Investments Commission (ASIC) or any foreign regulator; (iii) does not and will not form any part of any contract for the acquisition of New Shares; and (iv) should be read in conjunction with Energy One' other periodic and continuous disclosure announcements lodged with the Australian Securities Exchange (ASX), which are available at www.asx.com.au.

Market and industry data

Certain market and industry data used in connection with this Presentation may have been obtained from research, surveys or studies conducted by third parties, including industry or general publications. None of Energy One, its representatives or advisors have independently verified any such market or industry data provided by third parties or industry or general publications.

Not an offer

This Presentation is for information purposes only and is not an invitation or offer of securities for subscription, purchase or sale in any jurisdiction in which it would be unlawful. This Presentation is not a prospectus, product disclosure statement or other disclosure document under the Corporations Act (and has not been lodged with ASIC) or any other law. The Offer will be made on the basis of the information contained in the offer booklet to be prepared for eligible shareholders in Australia and New Zealand (Offer Booklet) and made available following its lodgement with ASX. Any eligible shareholder in Australia or New Zealand who wishes to participate in the Offer Booklet before deciding whether to apply for New Shares under the Offer. Anyone who wishes to apply for New Shares under the Offer solve the offer should consider the Off

New Zealand

This Presentation has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the FMC Act). The New Shares are not being offered to the public within New Zealand other than to existing shareholders of Energy One with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Presentation is not a product disclosure statement under New Zealand law. It does not, and is not required to, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Other than through the exercise of entitlements under the Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act:
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

The distribution of this Presentation in other jurisdictions outside Australia and New Zealand may also be restricted by law and New Shares may not be offered or sold, in any country outside of Australia and New Zealand. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

By accepting this Presentation, you represent and warrant that you are entitled to receive such presentation in accordance with the above restrictions and agree to be bound by the limitations contained therein.

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Not investment or financial product advice

This Presentation is not financial product or investment advice or a recommendation to acquire Energy One shares or accounting, legal or tax advice. Each recipient of this Presentation should make its own enquiries and investigations regarding all information in this Presentation including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of Energy One and the impact that different future outcomes might have on Energy One. Information in this Presentation is not intended to be relied upon as advice to investors or potential investors and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs and seek financial, legal and taxation advice appropriate to their jurisdiction. Energy One is not licensed to provide financial product advice in respect of the New Shares.

Financial data

All dollar values are in Australian dollars (A\$ or AUD) unless stated otherwise. This Presentation includes certain financial information as at 31 December 2023 and confirmation of FY24 revenue guidance (Financial Information).

The Financial Information has been included in this Presentation in relation to the Offer and should not be used for any other purpose. The Financial Information is intended to present investors with information to assist them in understanding the underlying historical financial position of Energy One. The directors of Energy One (the **Directors**) are responsible for the preparation and presentation of the Financial Information.

The Financial Information is presented in an abbreviated form insofar as it does not include all the presentation and disclosures, statements or comparative information as required by Australian Accounting Standards (AAS) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

Certain financial measures included in this Presentation are (i) "non-IFRS financial information" under ASIC Regulatory Guide 230: "Disclosing non-IFRS financial information" and (ii) non-GAAP financial measures under Regulation G of the U.S. Securities Exchange Act of 1934, as amended. This presentation includes financial information for Energy One for the period post 30 June 2023 which has not been audited.

While Energy One believes that this non-IFRS financial information provided, and these non-GAAP financial measures provide, useful information to users in measuring the financial performance and conditions of Energy One, non-IFRS and non-GAAP financial measures do not have standardised meanings prescribed by AAS or International Financial Reporting Standards ("IFRS"), may not be comparable to the calculation of similar measures of other companies and, as presented, may not be permissible in a registration statement under the U.S. Securities Act. Therefore, you should not place undue reliance on any non-IFRS financial information or non-GAAP financial measures included in this Presentation or construct them as alternatives to other financial measures determined in accordance with AAS or IFRS.

This Presentation contains pro forma financial information. In particular it includes Energy One's pro forma cash balance information for FY24 (and taking into account the impact of the Offer). Investors should note that the pro forma financial information included in this Presentation is for illustrative purposes only, is not represented as being indicative of Energy One's views on its future financial condition or performance, and any pro forma historical financial information included in this Presentation does not purport to be in compliance with Article 11 of Regulations S of the rules and regulations of the U.S. Securities and Exchange Commissions. Pro forma financial information in this Presentation has not been audited or reviewed in accordance with the AAS.

Effect of rounding

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this Presentation are subject to the effect of rounding.

Future performance and forward looking statements

This Presentation contains certain "forward-looking statements" that are based on management's beliefs, assumptions and expectations and on information currently available to management. The words "expect", "likely", "should", "could", "may", "will", "aim", "intend", "propose", "believe", "opinion", "consider", "predict", "predict", "plan", "scenario", "project", "outlook", "guidance", "forecast", "anticipates", "anticipat

Investors are strongly cautioned not to place undue reliance on forward-looking statements, particularly in light of the current economic climate and significant volatility, uncertainty and disruption caused by the COVID-19 pandemic and certain geopolitical tensions. Any forward-looking statements, opinions and estimates in this Presentation speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Any such statements contained in this Presentation are not indications, guarantees or predictions of future performance and involve known and unknown risks, contingencies and uncertainties and other factors, many of which are beyond the control of Energy One, and may involve significant elements of subject to uncertainties and contingencies beyond Energy One's control, and no assurance can be given that any of these strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward-looking statements may affect Energy One.

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There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. A number of important factors could cause actual results or performance to differ materially from the forward-looking statements, including (without limitation), ongoing impacts from severe weather events in Australia, the risks and uncertainties associated with current geopolitical tensions, the Australian and global economic environment and capital market conditions and other risk factors set out in this Presentation. Investors should consider the forward-looking statements contained in this Presentation in light of those risks and disclosures. The forward-looking statements are based on information available to Energy One as at the date of this presentation.

No representation, warranty or assurance (express or implied) is given or made in relation to any forward-looking statement by any person (including Energy One or any of its advisers). In particular, no representation, warranty or assurance (express or implied) is given that the occurrence of the events expressed or implied in any forward-looking statements in this Presentation will actually occur. Actual operations, results, performance, targets or achievement may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Except as required by law or regulation (including the ASX Listing Rules), Energy One disclaims any obligation or undertaking to update forward-looking statements in this Presentation to reflect any changes in expectations in relation to any forward-looking statement or change in events, circumstances or conditions on which any statement is based.

Past performance

Past performance and pro forma historical information given in this Presentation is given for illustrative purposes only and should not be relied upon as (and is not) an indication of Energy One's views on its future performance or condition. Investors should note that past performance, including past share price performance. Of Energy One cannot be relied upon as an indicator of (and provides no guidance as to) future performance of Energy One including future share price performance. The historical financial information contained in this Presentation is, or is based on, information that has previously been released to ASX.

Investment risk and other risks

An investment in New Shares is subject to investment and other known and unknown risks, some of which are beyond the control of Energy One. Energy One does not guarantee any particular rate of return or the performance of Energy One nor does it guarantee any particular tax treatment. Investors should have regard to the "Key Risks" slides of this Presentation when making their investment decision. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of shares in Energy One (including New Shares) in the future. There is no guarantee that the New Shares will make a return on the capital invested, that dividends will be paid on the New Shares or that there will be an increase in the value of the New Shares in the future.

Disclaimer

No party other than Energy One has authorised, permitted or caused the issue, submission, dispatch or provision of this Presentation or makes or purports to make any statement in this Presentation. Unified Capital Partners Pty Ltd (**Underwriter**) is the sole underwriter, bookrunner and lead manager to the Offer. The Underwriter will receive fees for acting in its capacity as underwriter and lead manager to the Offer.

To the maximum extent permitted by law, each of Energy One, the Underwriter, their respective affiliates or related bodies corporate, and each of their respective advisers, directors, officers, partners, employees and agents (each a Limited Party):

- expressly exclude and disclaim all responsibility and liability, including, without limitation, for negligence or in respect of any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by way of negligence or otherwise; and
- make no representation or warranty, express or implied, as to the fairness, currency, accuracy, reliability or completeness of information in this Presentation or any constituent or associated presentation, information or material, or the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects or returns contained in, implied by, the information in this Presentation or any part of it, or that this Presentation contains all material information about Energy One, the Offer or that a prospective investor or purchaser may require in evaluating a possible investment in Energy One or acquisition of New Shares.

The Underwriter and their other Limited Parties make no recommendations as to whether you or your related parties should participate in the Offer nor do they make any representations or warranties to you concerning the Offer. There is no statement in this Presentation which is based on any statement by the Underwriter or their respective Limited Parties (except for references to the Underwriter's name). You represent, warrant and agree that you have not relied on any statements made by the Underwriter or other Limited Parties in relation to the Offer and you further expressly disclaim that you are in a fluuciary relationship with any of Energy One, the Underwriter or their Limited Parties. You undertake that you will not seek to sue or hold the Underwriter or their respective Limited Parties liable in any respect in connection with this Presentation or the Offer (to the maximum extent permitted by law).

The Underwriter, together with its affiliates and related bodies corporate, is a full service financial institution engaged in various activities, which may include trading, financing, fi

Investors acknowledge and agree that determination of eligibility of investors for the purposes of the Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of Energy One and the Underwriter. Each of Energy One, the Underwriter and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Statements made in this presentation are made only as at the date of this Presentation. Except as required by applicable law, the Underwriter, Energy One and their respective Limited Parties do not have any obligation to update the statements in this Presentation. The information in this Presentation remains subject to change without notice.

Withdrawal and cooling-off

Energy One reserves the right to withdraw, of vary the timetable for, the Offer without notice. Cooling-off rights do not apply to the acquisition of New Shares.

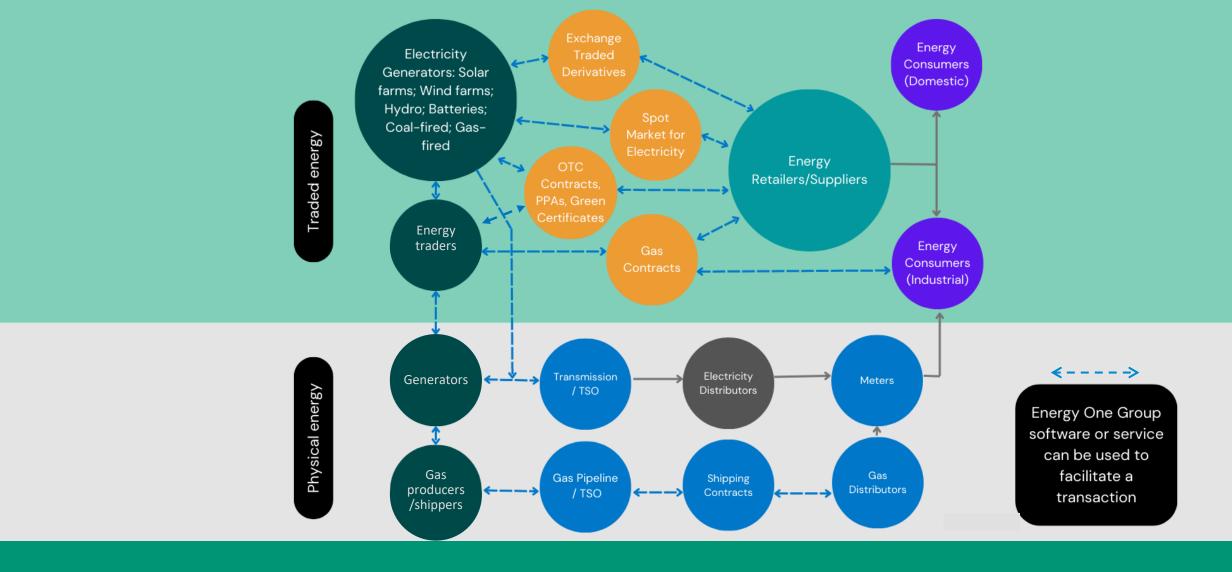
ENERGY ONE LIMITED (ASX:EOL)



ENERGY ONE LIMITED

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ENERGY ONE LIMITED (ASX:EOL) IS A LEADING INDEPENDENT GLOBAL SUPPLIER OF ENERGY TRADING AND RISK MANAGEMENT (ETRM) SOFTWARE SYSTEMS AND SERVICES.



ENERGY MARKET PARTICIPANTS USE OUR SOFTWARE & SERVICES

energyone (ASX:EOL)

EOL HAS A STRONG TRACK RECORD OF YEAR-ON-YEAR GROWTH IN REVENUE AND EARNINGS



HYBRID BUSINESS MODEL OF RECURRING (~90%) AND NON-RECURRING (10%) REVENUES

We receive revenue from:

- Subscription (SaaS-type) fees for software
- Recurring fees for providing trading and other services
- T&M for project (e.g. installs)
- One-off fees for brokerage/advisory



SOLUTIONS FOR THE TRADING
OF ENERGY DERIVATIVES AND
THE SCHEDULING OF PHYSICAL
ENERGY - INCLUDING GREEN
POWER, ELECTRICITY, GAS,
ENVIRONMENTAL AND CARBON
TRADING.



WITH A MARKET SHARE (BY VOLUME OF ENERGY) OF 50% IN AUSTRALIA, 15% IN THE UK AND LESS THAN 5% IN EUROPE, THERE IS A LONG RUNWAY FOR GROWTH.

MARKETS SERVED

SYDNEY MELBOURNE BRISBANE ADELAIDE SOLIHULL, UK PARIS, FRANCE **AALST, BELGIUM**

AUSTRALIA & NZ UNITED KINGDOM EUROPE





UK





FRANCE

BELGIUM

EOL'S SUITE OF SOFTWARE TOOLS ARE USED BY CUSTOMERS TO MANAGE THEIR EXPOSURE TO RISK AND VOLATILITY.

































































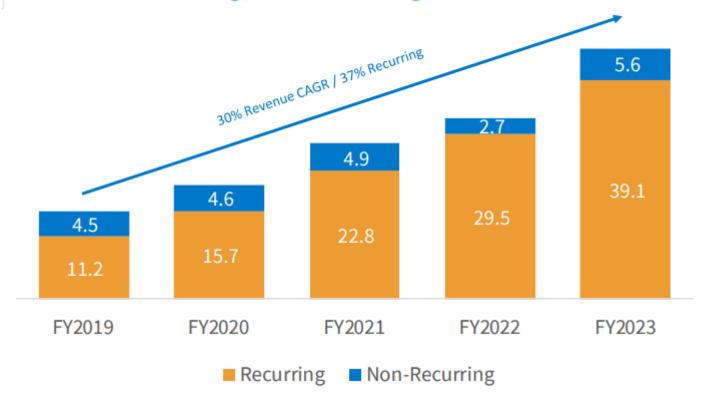




OUR SOFTWARE IS USED TO TRADE AND MANAGE BOTH PHYSICAL ENERGY AND DERIVATIVE CONTRACTS EITHER BILATERALLY (B2B) OR ON PUBLIC EXCHANGES.

HISTORY OF STRONG REVENUE GROWTH

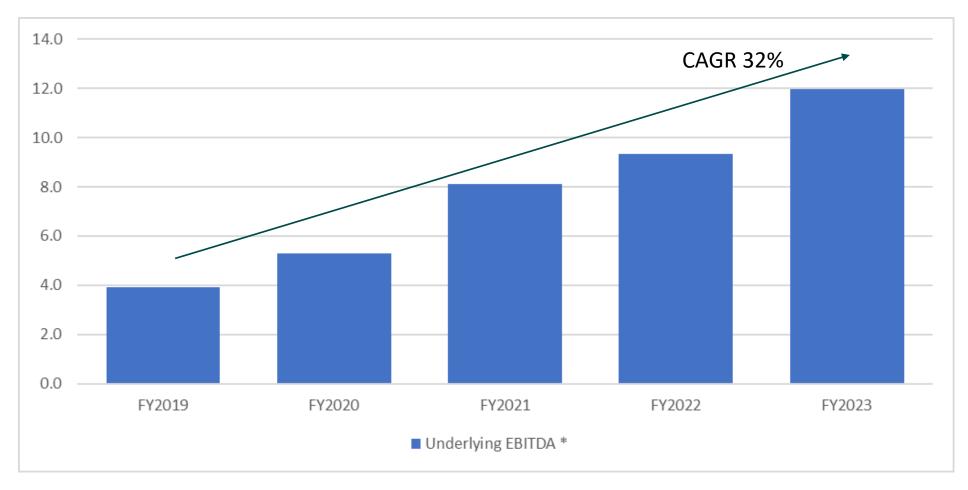
Revenue - Recurring / Non-Recurring (\$'000)



- 5-year Revenue CAGR of 30%
- Recurring Revenue growth even stronger with a 37% CAGR
- ARR grew organically by 19% for FY23
- Recurring revenue is 88% of total
- Strong pipeline of projects

Source: EOL FY2023 Investor Presentation

HISTORY OF GROWTH SUPPORTED BY PROFITABILITY



Source: EOL FY2023 Investor Presentation

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^{*}Underlying EBITDA means normalised for one-off acquisition and re-structuring costs



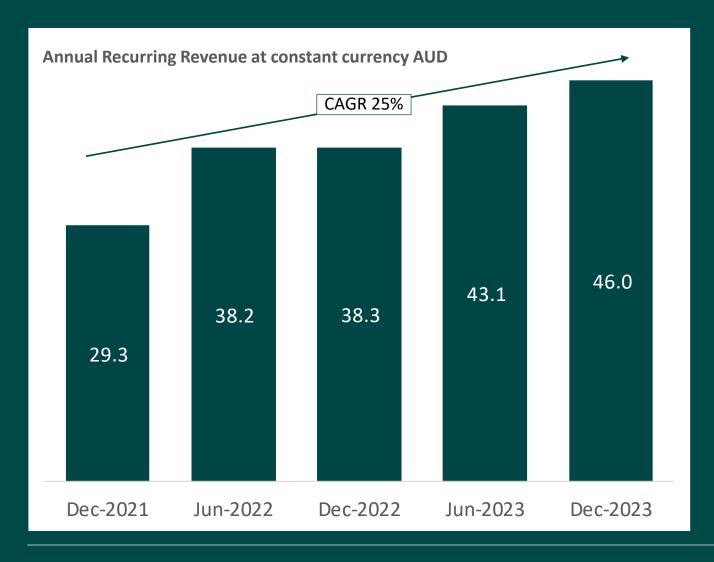
FINANCIAL RESULTS SUMMARY - H1 FY24

H1 FY2024 RESULTS SUMMARY

AUD ('mil)	H1 2024	H1 2023	CHANGE \$	CHANGE %
Revenue	25.1	20.5	4.6	22% 🛦
Recurring Revenue	22.6	18.4	4.2	23% 🛕
Annual Recurring Revenue (ARR)	46.4	37.8	8.6	23% 🛦
Statutory EBITDA	3.3	5.0	(1.7)	(35%)
Comparative EBITDA*	5.0	5.4	(0.4)	(7%)
NPBT	(0.5)	1.8	(2.3)	(128%)
* Normalised for costs not expected to re-occur				

- For the half year ending 31 December 2023
- Revenue growth of \$4.6mil 22% up on pcp
- ARR growth of \$8.6mil up 23% on pcp (20% at constant FX). Continues strong growth in recurring revenues of \$2.5mil representing revenue from *new* customers at a net retention rate (NRR) of 114% (attrition 3.3%)
- Project revenue of \$2.2mil was up 71% for both new and current customer projects (mainly Europe). CQ Brokerage/advisory revenue of \$0.3mil (67% down), mainly due to reduced capacity in re-insurance markets (arising from global energy price volatility). Market activity expected to return in the months ahead.
- Comparative EBITDA lower due to investment in resourcing for growth. Resourcing increase remains in line with revenue growth (23%)

RECURRING REVENUE HAS REBOUNDED STRONGLY



- Recurring revenue slowed in December 22 half however has recovered strongly in the last two halves back to historical levels
- 25% CAGR since December 2021
- Strong growth in Europe in particular, with solid growth in Australia
- Combination of software and services provides differentiation and underpins growth

TRADING UPDATE TO APRIL 2024 AND GUIDANCE

Energy One remains on track to meet (or exceed) the prior (Feb 24) revenue guidance - which was A\$51m (Total Operating Revenue) and A\$45m (Recurring revenue).

- Recurring Revenue growth in FY24 now expected to be up ~18% on FY23, at ~A\$46m.
- Total Operating Revenue now expected at A\$51m-A\$52m. The slip in one-off revenue (brokerage etc) likely to restrain Total Operating revenue growth expectation to ~15% up (vs FY23).
- Noting that the brokerage market is returning slowly but expected to be back up-to-speed during FY25. CQ business has been affected to the amount of approximately (A\$1m) in FY24.
- Some project delays (in the Australian business) due to timings. Projects expected to be forthcoming to in FY25.
- EOL has returned to profitability from January 2024. Savings from FY24 operating ($^{\sim}$ A\$2m of overhead) to be realised in FY25
- One of the main areas of focus for FY25 will be on margin growth seeking operating leverage via efficiencies, recent restructuring, automation, optimised practices
- Still investing in cybersecurity. Aiming for ISO27001 accreditation within 18 months.
- Still to continue investment in new technology (AI, batteries etc)



CAPITAL RAISING - DETAILS

ENERGY ONE LIMITED (ASX:EOL)

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OFFER SUMMARY

Offer Size, Structure and Underwriting	 Fully underwritten 1-for-28 non-renounceable entitlement offer to eligible existing shareholders as of the Record Date to raise approximately \$4.3 million ("Offer") Comprising the issue of approximately 1,073,837 new fully paid ordinary shares ("New Shares") under the Offer, representing ~3.6% of existing ordinary shares on issue 		
Offer Pricing	 The Offer will be conducted at \$4.05 per New Share ("Offer Price"), which represents a: 8.8% discount to the last closing price of \$4.44 per share on Friday, 24 May 2024 4.3% discount to the 5-day VWAP of \$4.232 per share as at Friday, 24 May 2024 4.3% to the 15-day VWAP of \$4.231 per share as at Friday, 24 May 2024 8.5% discount to TERP* of \$4.427 		
Use of Proceeds	 Pay down A\$4.0m of the existing A\$25m NAB debt facility.** Costs of the offer. 		
Ranking • New Shares will rank equally with existing shares from issue date			
Underwriter	The Offer is fully underwritten by Unified Capital Partners Pty Ltd refer to the "Underwriting Agreement" slides for a summary of the key terms of the Underwriting Agreement.		
	 Ian Ferrier has committed approximately A\$1.0 million to take up his full entitlement under the Offer. Directors Mike Ryan, Richard Kimber, and Leanne Graham have committed to sub-underwrite A\$250,000 of the Offer. Nil fees 		
Director participation	 are payable to the directors as sub-underwriters and a summary of the significant events that could lead to the sub-underwriting being terminated are set out on the "Underwriting Agreement" slides of this Presentation. Additionally, Andrew Bonwick intends to take up his entitlements in full and Shaun Ankers intends to take up a portion of his entitlements. 		

[•] The Theoretical Ex-Rights Price ('TERP') is the theoretical price at which Energy One shares should trade immediately after the ex-date of the Offer. TERP is a theoretical calculation only and the actual price at which Energy One shares will trade on the ASX immediately after the ex-date for the Offer will depend on many factors and may not be equal to the TERP.

^{• **}EOL. confirms that NAB have in principle agreed (including credit approval) to extend the facility for a further three years from April 2025 on materially the same terms and conditions as the current facility agreement. The extension is currently being documented by NAB and is expected to be executed prior to 30 June 2024.



SOURCES AND USES OF FUNDS

SOURCES OF FUNDS	A\$M	USES OF FUNDS	A\$M
Offer	4.3	Partial repayment of NAB debt facility	4.0
		Costs of the Offer	0.3
Total Sources	4.3	Total Uses	4.3

Pro-forma Balance Sheet

	31-Dec-23	Capital Raise	Pro-forma 31-Dec-23
	\$m	\$m	\$m
Assets			
Cash and cash equivalents	1.6		1.6
Trade and other receivables	7.5		7.5
Property, plant and equipment	0.5		0.5
Lease right-of-use asset	2.8		2.8
Software development	22.7		22.7
Intangible assets	52.4		52.4
Other assets	3.3		3.3
Total Assets	90.7	0.0	90.7
Liabilities Trade and other payables Lease liabilities	5.0 3.0		5.0 3.0
Borrowings	22.7	(4.0)	18.7
Contract liabilities	5.1	(4.0)	5.1
Employee provisions	2.2		2.2
Deferred tax liability	6.0		6.0
Total Liabilities	44.0	(4.0)	40.0
Equity			
Contributed equity	40.5	4.0	44.5
Reserves	1.1		1.1
Accumulated profits / (losses)	5.1		5.1
Total Equity	46.7	4.0	50.7

OFFER TIMETABLE

EVENT	DATE
Announcement of the Offer	Monday, 27 May 2024
Record Date for Offer (7.00pm Sydney time)	Thursday, 30 May 2024
Offer Opening Date and Offer Booklet dispatched	Tuesday, 4 June 2024
Offer closing date	Friday, 14 June 2024
Announce results of Offer	Tuesday, 18 June 2024
Settlement of the New Shares issued under the Offer	Thursday, 20 June 2024
Allotment of New Shares issued under the Offer Appendix 2A lodged (before noon Sydney time)	Friday, 21 June 2024

The timetable is indicative only and may change. Energy One reserves the right to amend any or all of these dates and times without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, Energy One reserves the right to extend the closing date of the Offer, to accept late applications under the Offer (either generally or in particular cases) and to withdraw the Offer without prior notice. Any extension of the closing date will have a consequential effect on the issue date of New Shares. The commencement of quotation of New Shares is subject to confirmation from ASX. All references are to Sydney, Australia time. Energy One also reserves the right not to proceed with the Offer in whole or in part at any time prior to the allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants. Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

KEY RISKS

The following slides discusses some of the key risks associated with any investment in EOL, together with risks relating to participation in the Offer, which may affect the value of EOL shares. The risks set out below are not listed in order of importance and do not constitute an exhaustive list of all risks involved with an investment in EOL. Before investing in EOL you should be aware that a number of risks and uncertainties, which are both specific to EOL and of a more general nature, may affect the future operating and financial performance of EOL and the value of EOL's shares. Before investing in EOL shares, you should carefully consider the risk factors and your personal circumstances. Potential investors should consider publicly available information on EOL (such as that available on the ASX website) and seek professional advice from an adviser who is licensed by ASIC to give that advice before making an investment decision. This is not financial product advice and this announcement has not been prepared taking into account your investment objectives or personal circumstances.

Specific investment risks	
Australian market for ERTM/wholesale energy software.	The Australian market is constrained in size with respect to some of the services that EOL offers, including Energy Trading Risk Management. The failure to successfully diversify EOL's revenue base by, among other things, developing new products and seeking further opportunities overseas, may have a material adverse impact on EOL's revenue and profitability, and may further constrain its growth.
Energy Market Risk	EOL provides participants in the energy market with software and trading services. EOL customers include energy generators, retailers, traders and energy consumers. The energy market is currently undergoing significant transition and pricing pressures which may impact customer viability and continuity with a loss of customers due to market changes and energy pricing impacting the business. EOL does not exposes itself to any material risk related to the price or volumes of energy traded by EOL's customers utilising EOL software or trading services.
Disruption to technology and software systems	EOL relies on the performance, reliability and availability of its technology and software systems. There is a risk that these systems may fail to perform as expected or be adversely impacted by factors outside of EOL' control, including disruption, failure, service outages or data corruption that could occur as a result of computer viruses, malware, cyber-attacks, including external malicious interventions such as hacking or denial of service attacks, or other disruptions including natural disasters, power outages or other similar events. There is also a risk that EOL's software introduces a virus or fault into one of its client's systems. Any such disruption to technology or software systems could have a material adverse impact on EOL's business.
Cybersecurity	There is a risk that EOL may be exposed to a security breach or service interruptions where all or part of its technology platform or applications may experience downtime, delays, system failure, interruption or corruption as a result of cyber-attacks including from computer viruses, bugs, worms, ransomware, data theft, technical failures, natural disasters, fraud or other events outside EOL's influence or control. Such risks may also result directly or indirectly from a security breach of one of EOL's third party service providers. EOL relies on its third party service providers' cyber resilience capabilities. However, third party service provider counter measures may not be sufficient to detect or prevent unauthorised malicious acts. There is also a risk that security measures taken by EOL may not be sufficient to detect or prevent unauthorised access to, or disclosure of, personal or confidential information, whether malicious or inadvertent. EOL collects, processes, handles and retains personal and confidential information regarding its clients and their customers, service providers, business partners and investors.
Loss or theft of data	There is a risk of security breaches of data (whether that of EOL or that of its clients) by unauthorised access, theft, destruction, loss of information or misappropriation or release of confidential customer data. Measures taken may not be sufficient to prevent or detect unauthorised access to, or disclosure of, such confidential or proprietary information. Any data security breaches or EOL's failure to protect confidential or personal information could cause significant disruption to its business and trigger mandatory data breach notification obligations. Such an event may adversely impact EOL's operations and future financial performance, exposing EOL to reputational damage and regulatory scrutiny and fines.
System architecture	A lack of strategy in development may delay projects and support capability. Increased maintenance on software may not be able to enhance older versions of software. As software becomes larger, there is an increasing risk of the need to re-write the software.

Key Risks

Specific investment risks (conti	nued)
Product delivery execution	EOL may not be able to deliver new products and developments that meet its clients' needs and expectations. There are implementation risks of delay, data errors and incorrect configuration. Projects may also be delayed, or support capability may be poor due to a lack of strategy in the management of code versions and branches.
Customer concentration and key customer relationships	EOL has a degree of customer concentration as described in EOL's 2023 Annual Report. The potential loss of a critical customer or successive losses from a large number of other major customers would likely have an adverse impact on EOL's financial performance, position and prospects.
Key supplier relationships	Regulated Energy Market and System Operators (AEMO in the Australian case) provide some of the data EOL's products use and manage the underlying electricity and gas markets and systems. Changes in regulation away from market based systems may reduce the market for EOL's software and services.
Strategy execution	EOL has developed a 5-Year Strategic Plan and marketing strategy as a driver of growth for the business. There is no guarantee that EOL's strategies will be successfully executed, deliver the expected returns or ultimately be profitable. There is also a risk that the strategies may be subject to unexpected delays and additional implementation costs.
Acquisitions and business integration	EOL's continued success will depend on its ability to successfully acquire and integrate businesses as planned. The failure to do so may adversely impact EOL's future financial performance.
Ability to attract and retain key personnel and specialists	A critical component of EOL's success depends on the performance and expertise of its key personnel and high performing employees with specialist skills (including software development engineers and marketing specialists). The loss of certain key personnel, and the inability to attract effective replacements in a timely manner, may adversely impact EOL' business, operations and financial performance.
Technology and product development	EOL's success will partly depend on its ability to offer services and products that remain current with the continuing changes in technology and evolving industry standards. There is a risk that EOL may not be successful in addressing these developments in a timely manner. The development and implementation of technology is expensive and often involves an extended period of time to achieve a return on investment. EOL, however, may not receive benefits from these investments for several years, or at all. The failure of EOL to successfully develop and implement technology upgrades may materially and adversely impact EOL' business, operation and financial performance and prospects.
Competition	The software industry is subject to domestic and global competition. EOL faces competition from several organisations, some of which may have or may develop a competitive advantage over EOL, or may have greater access to capital or other resources. The market share of EOL's competitors may increase or decrease because of various factors which include, securing large customers, developing new technologies and implementing pricing strategies designed to gain a competitive advantage. These actions would adversely impact EOL's financial performance.
Software and database licences	EOL relies on attaining software and database licences to operate its business. Any uptake of new customers requires careful consideration of any impacts to EOL's licensing, which could otherwise have adverse impacts on EOL's operations and financial performance.
Regulatory Compliance	EOL is an ASX listed company with key benefits of listing being access to capital and funding. If EOL were to breach listing rules and be suspended or excluded from trading this could have an adverse impact on EOL's liquidity and ability to fund product development.
Finance Facilities and liquidity risk	EOL has a \$25mil finance facility with National Australia Bank (NAB) and the facility agreement has a number of obligations and requirements. If EOL were in breach of these obligations NAB may pursue a number of actions which could range from accepting the breach through to demanding repayment. The actions by NAB could have an adverse impact on EOL's liquidity, ability to operate and ability to fund product development. The finance facility interest rate is comprised of a line fee and margin both of which are applied with reference to the bank bill swap rate and as such increases in the swap rate will result in increased borrowing costs. EOL is in current discussions with NAB regarding the extension of the finance facility. Until the documentation for the extension is executed (which is expected to be on or before 30 June 2024), it cannot be said with certainty that it will be executed, or it will be on materially the same terms. If the extension is not executed, there is a risk that the Company may be in breach of its covenants under the facility when next tested which could have adverse effects on the Company's financial position and its ability to continue trading as a going concern. There is also no guarantee that the proceeds of the Offer will be sufficient to meet EOL's future liquidity and working capital needs, as it is not possible to predict with certainty the future performance of EOL. EOL might need to raise further debt and equity capital in the future, and there is a risk that this will not be possible to achieve on acceptable terms or at all. The inability to obtain funding to finance current and future activities may result in reduced financial liquidity, which may adversely impact EOL's ability to fund its operations.



Key Risks

General Investment risks	
Economic conditions	EOL is subject to a general market risk inherent in all securities traded on a stock exchange. Factors such as inflation, exchange rates, fiscal policy, interest rates, and industrial disruption may impact on operating costs and prices. EOL's income may also be affected by changes in the supply and demand for goods and services offered by its technology and licensing partners within its chosen market sectors. EOL's shares may therefore rise above or below the current share price, depending on the financial performance of the company and various factors which are outside the control of EOL.
Litigation, claims and disputes	EOL may be subject to litigation and other claims and disputes in the course of its business (through the provision of software or energy trading services where the underlying software or service does not perform to customer specification), including employment disputes, contractual disputes, indemnity claims, occupational health and safety claims, or criminal or civil proceedings in the course of its business. There is a risk that any such litigation, claims and disputes could materially and adversely affect EOL's business, operations and financial performance, including the costs of settling such claims and the effect on EOL's reputation.
Exposure to changes in tax rules or their interpretation	Changes in tax laws and policies, standards and practices in Australia may impact on the operation of EOL and its management. Tax laws in Australia are complex and are subject to change, as is their interpretation by the courts and the tax authorities. Legal reforms and current proposals for further reforms, as well as new and evolving interpretations of existing laws, give rise to uncertainty.
Regulatory changes	Changes in laws, regulations, the Listing Rules and/or government policy may adversely impact the operations and business practices of EOL and therefore the attractiveness of an investment in the company.
Force majeure events	Events beyond the control of EOL may impact the operations of the company and its future profitability. These events include (but are not limited to) fire, flood, earthquake, other natural disaster, pandemics, civil unrest, war, terrorist attack and/or industrial action.
Shareholder dilution	In the future, EOL may elect to issue shares to raise further funding. While EOL will be subject to the constraints of ASX Listing Rules regarding the percentage of its capital it is able to issue within a 12-month period (other than where exceptions apply), shareholders may be diluted as a result of such fundraisings and shareholders may experience a loss in value of their equity as a result of such issues of shares and fundraisings.
Underwriting risk	The entitlement offer is underwritten by Unified Capital Partners Pty Ltd (Underwriter) pursuant to the terms of the Underwriting Agreement summarised in an appendix of this announcement. Under the Underwriting Agreement, the Underwriter has agreed to manage and underwrite the entitlement offer, subject to the terms and conditions of the agreement. If certain conditions are not satisfied or certain customary termination events occur, the Underwriter may terminate the underwriting agreement, which would have an adverse impact on the amount of proceeds raised under the entitlement offer or result in the entitlement offer not proceeding at all.
Unforeseen increased costs	EOL's future financial performance relies partly on the level of capital expenditure that is required to maintain its assets. Any significant unforeseen increase in the capital or operating costs would impact EOL's future cash flow and profitability.



Energy One has appointed the Underwriter to act as the sole lead manager, underwriter and bookrunner in relation to the Offer, subject to the terms and conditions of the underwriting agreement (**Underwriting Agreement**). The Underwriting Agreement includes certain conditions precedent that are customary for a transaction of this nature. If those conditions are not satisfied or if certain events occur, the Underwriter may terminate the Underwriting Agreement.

The events which may trigger termination of the Underwriting Agreement include (but are not limited to) the following:

- a) (Offer documents): the Underwriter forms the view (acting reasonably) that a statement contained in the Offer documents is or becomes false, misleading or deceptive in a material respect, or likely to mislead or deceive (including by omission) in a material respect, or a matter required by the Corporations Act 2001 (Cth) (Corporations Act) is omitted from the Offer documents or the issue of the Offer documents becomes misleading or deceptive or likely to mislead or deceive in a material respect;
- b) (Cleansing statement): the cleansing statement issued in connection with the Offer is defective, or a corrective statement is required to be issued under the Corporations Act (other than as a result of a new circumstance arising);
- c) (market fall) the ASX/S&P 300 Index is 10% or more below the level of that index as at close of trading on the business day immediately preceding the date of the Underwriting Agreement, and is at or below that level at the close of trading:
 - (i) for at least 2 Business Days during any time after the date of the Underwriting Agreement and prior to the settlement date; or
 - (ii) on the business day immediately prior to the settlement date;
- d) (**Listing**):
 - (i) Energy One ceases to be admitted to the official list of ASX or Energy One's shares cease trading or are suspended from quotation on ASX other than in connection with the Offer;
 - (ii) ASX makes any official statement to any person, or indicates to Energy One or the Underwriter that official quotation on ASX of the New Shares will not be granted; or
 - (iii) approval is refused or approval is not granted which is unconditional (or conditional only on customary listing conditions which would not, in the opinion of the Underwriter, have a material adverse effect on the success of the Offer), to the official quotation of the New Shares under the Offer on ASX on or before the dates referred to in the Offer timetable, or if granted, the approval is subsequently withdrawn, qualified or withheld;
- e) (notifications, applications and proceedings) any of the following occur:

- (i) any government agency commences, or gives notice of an intention to commence, any action, investigation, enquiry, hearing or proceedings in relation to Energy One, the Offer or the Offer documents or prosecutes or commences proceedings against, or gives notice of an intention to prosecute or commence proceedings against, Energy One and any such matter has not been withdrawn within 2 business days after being made or before the settlement date;
- (ii) ASIC applies for an order under sections 1324B or 1325 of the Corporations Act in relation to an Offer document or prosecutes or commences proceedings against or gives notice of an intention to prosecute or commence proceedings against Energy One;
- (iii) an application is made by ASIC for an order under Part 9.5 of the Corporations Act in relation to the Offer or an Offer document or ASIC commences, or gives notice of an intention to hold, any investigation or hearing under Part 3 of the *Australian Securities and Investments Commission Act 2001* (Cth) or other applicable laws and any such application has not been withdrawn within 2 business days after being made or before the settlement date;
- (iv) a director of Energy One is charged with an indictable offence;
- (v) any government agency commences any public proceedings against any of the Directors in their capacity as a director of Energy One, or announces that it intends to take such action and any such proceeding has not been withdrawn within 2 business days after being made or before the settlement date; or
- (vi) any director of Energy One is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
- f) (timetable) an event specified in the Offer timetable is delayed by more than two business days without the prior written consent of the Underwriter;
- g) (withdrawal) Energy One withdraws an Offer document or the Offer or indicates that it does not intend to proceed with the Offer;
- h) (unable to issue) the Energy One is prevented from granting the entitlements or issuing New Shares within the time required by the Offer timetable or by or in accordance with ASX Listing Rules applicable laws, a government agency or an order of a court of competent jurisdiction;
- i) (fraud) a director or officer of Energy One or Energy One is charged in relation to fraudulent conduct, whether or not in connection with the Offer;
- i) (change in management) a change in CEO or CFO or in any member of the board of directors of Energy One occurs;
- k) (Insolvency) Energy One or a Energy One group member is or becomes insolvent or there is an act or omission which is likely to result in Energy One or an Energy One group member becoming insolvent;
- (charge) a person charges or encumbers or agrees to charge or encumber, the whole, or a substantial part of the business or property of Energy One or the group, other than;

- (i) as disclosed in an Offer document; or
- (ii) as agreed with the Underwriter (acting reasonably);
- m) (force majeure) there is an event or occurrence, including an official directive or request (including one compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any government agency which makes it illegal for the Underwriter to satisfy an obligation under the Underwriting Agreement, or to market, promote or settle the Offer;
- n) (debt facilities) an Energy One group member breaches, or defaults under (including potential event of default or review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing), any provision, undertaking covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has or is likely to have a material adverse effect on Energy One group;
- (certificate) a certificate is not given by Energy One in accordance with the Underwriting Agreement or a statement in a certificate is untrue or incorrect, or misleading or deceptive or contains omissions of any required information;
- p) (application) there is an application to a government agency (including, without limitation, the Takeovers Panel) for an order, declaration (including, in relation to the Takeovers Panel, of unacceptable circumstances) or other remedy in connection with the Offer (or any part of it) or any agreement entered into in respect of the Offer (or any part of it);
- q) *(Public information): a statement in any of Energy One's public information that has been disclosed is or becomes misleading or deceptive or likely to mislead or deceive;
- r) *(compliance):
 - (i) a contravention by Energy One or any Energy One group member of the Corporations Act, Energy One's constitution (or equivalent applicable documents), the ASX Listing Rules, any applicable laws, or a requirement, order or request made by or on behalf of the ASIC, ASX or any other government agency or any agreement entered into by it; or
 - (ii) any Offer documents or any aspect of the Offer does not comply with the Corporations Act, the ASX Listing Rules, or any other applicable law or regulation;
- s) *(future matters) any statement relating to future matters (including any forecast or prospective financial statements, information or data and any statement of belief, expectation or intention) in an Offer document is or becomes incapable of being met or, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe;
- t) *(changes to Energy One) Energy One or an Energy One group member:



- varies any term of Energy One's constitution;
- (ii) alters the issued capital or capital structure of Energy One other than in connection with the Offer, or as contemplated by the Offer documents;
- (iii) ceases or threatens to cease to carry on business; or
- (iv) disposes, attempts or agrees to dispose of a substantial part of the business or property of Energy One (including any material subsidiary),

without the prior written consent of the Underwriter;

- u) *(material adverse effect) any change, development (including but not limited to any regulatory change) or event occurs or is likely to occur which has or is likely to have a material adverse effect;
- v) *(Offer to comply) Energy One or an entity in Energy One group, any Offer document or any aspect of the Offer, does not or fails to comply with Energy One's constitution, the Corporations Act, the ASX Listing Rules, or any other applicable law or regulation;
- w) *(default) a default by Energy One in the performance of any of its obligations under the Underwriting Agreement occurs;
- x) *(representations and warranties) a representation and warranty contained in the Underwriting Agreement on the part of Energy One was or is not true or correct or becomes untrue or incorrect;
- y) *(new circumstance) an obligation arises on Energy One to give ASX a notice in accordance with section 708AA(12) of the Corporations Act or a new circumstance arises or becomes known which, if known at the time of issue of this presentation and the cleansing statement in connection with the Offer would have been required to be included in the presentation or the cleansing statement;
- z) *(information) the due diligence committee report, management sign-offs or the information provided by or on behalf of Energy One to the Underwriter in relation to the due diligence investigations, the Offer documents or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- aa) *(disruption in financial markets) either:
 - (i) a general moratorium on commercial banking activities in Australia, the United States of America, Canada, the United Kingdom, Hong Kong, Singapore or the People's Republic of China is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - (ii) trading in all securities quoted or listed on ASX or the New York Stock Exchange is suspended or limited for more than 1 trading day;
- bb) *(change in laws) any of the following occurs which does or is likely to prohibit, restrict or regulate the Offer or reduce the likely level of valid applications under the Offer or materially affects the financial position of the Energy One or has an adverse effect on the success of the Offer:



- (i) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia; or
- (ii) the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory or the Reserve Bank of Australia; or
- (iii) the adoption by ASX or their respective delegate of any regulations or policy.
- cc) *(hostilities) any of the following occurs:
 - (i) there is an outbreak of hostilities not presently existing or an escalation of existing hostilities (in each case, whether a war is declared or not);
 - (ii) a declaration is made of a national emergency or war; or
 - (iii) a significant terrorist attack is perpetrated,

by or involving any one or more of Australia, New Zealand, Japan, Hong Kong, Syria, Iran, the United Kingdom, any member of the state of the European Union, the United States or China or any diplomatic, military, commercial or political establishment of any of these listed countries elsewhere in the world or:

- (i) chemical, nuclear or biological weapons of any sort are used in connection with; or
- (ii) the military of any other state becomes directly involved in,

the Ukraine-Russia conflict or in the current hostilities involving Israel and the Gaza region of Palestine; and

dd) *(**financial markets, political or economic conditions**) any adverse change or disruption to the existing financial markets, political or economic conditions of Australia, New Zealand the United Kingdom, the United States or the People's Republic of China, or any change in national or international political, financial or economic conditions.

The ability of an Underwriter to terminate the Underwriting Agreement in respect of the above termination events denoted with an asterisk (*) will depend on whether, in the reasonable opinion of the Underwriter, the event has, or is likely to have, a material adverse effect on the: (i) marketing, success or outcome of the Offer; (ii) willingness of investors to subscribe for or settle New Shares, (iii) ability of the Underwriter to settle the Offer; or (iv) likely price at which the new shares will trade on ASX; or could give rise to liability for the Underwriter or its affiliates under, or give rise to, or result in, a contravention by the Underwriter or its affiliates or any of them being involved in a contravention of, any applicable law.

Representations, warranties and undertakings

Energy One gives customary representations and warranties in connection with (among other things) the Offer. Energy One gives customary undertakings to the Underwriter, including that (subject to certain exceptions) it will not issue further equity securities and will conduct its business in the ordinary course for a period of time following completion of the Offer.

Indemnity and release

Subject to certain exceptions, Energy One has agreed to indemnify the Underwriter and certain related persons (each an **Indemnified Party**) from and against all losses directly or indirectly suffered or incurred by an Indemnified Party in connection with the Offer or the Underwriting Agreement.

Energy One also releases each Indemnified Party against claims made by Energy One in relation to the Offer or the Underwriting Agreement except to the extent of certain agreed carve outs related to the Underwriter's culpability for the loss.

Underwriter fees

The Underwriter will be paid underwriting fees disclosed in the Appendix 3B lodged by Energy One today. Energy One must also reimburse the Underwriter for certain expenses (including legal expenses) incurred in connection with its role as Underwriter.

ENQUIRIES

Mr Shaun Ankers – Group CEO and Managing Director

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APPENDIX

Additional Information

Energy One Limited (ASX: EOL)



PHYSICAL BIDDING

Allows generators/producers to 'bid' or nominate electricity and gas (quantity, price, time and place) into the formal energy markets/grids.

Also for algo-trading in spot markets.
We provide software and 24/7 and other specialist services to this segment

MARKET ANALYTICS

Detailed data and market analytics platform and various trading tools for energy traders.

ETRM

Contract management for recording physical trades (PPAs) and financial derivatives (Swaps, Options, Caps etc.).

Records the trade allocating it to a hedge book/portfolio. As market prices change hedge books are revalued. Forward books can be five years of more. Provides risk analytics such as GMaR, VaR, CaR, Monte Carlo etc. Electricity, gas, carbon, diesel, coal and Fx.

We supply software, consulting services (for risk products) and settlement services to this segment

BUSINESS PROCESS AUTOMATION

Many systems and contracts in energy markets can be very complex. These tools automate complex tasks increasing not only accuracy but also efficiency.

Is also used to automate trading processes (e.g. scheduling/nomination to markets)

Particular reference for Battery optimization and auto-bidding

BUSINESS ANALYTICS, INTELLIGENCE AND REPORTING

Wrapping around various software products is a user-configured dashboard that can provide alerts, various market feeds, task management etc. It also offers comprehensive reporting and analytics.

A COMPREHENSIVE SUITE OF SOFTWARE AND SERVICES

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EOL GROUP SOFTWARE MAKES LIFE EASIER

PARTICIPANT	CHALLENGES FACED	EOL GROUP SOLUTIONS
Generators	Accurate, compliant energy spot market bidding and nominations	✓
	Efficiently dispatching generation	✓
	Energy operations (B2B, bid preparation, monitoring, compliance)	✓
	Hedging output against volatile spot market using derivatives	✓
	Management and valuation of complex PPAs	✓
Renewables	Automated balancing, bidding, scheduling and nomination to market	✓
	Curtailing dispatch during negative price events	✓
Retailers/Suppliers	Hedging load against the spot market and reconciliation with spot market	✓
	Trading energy derivatives deal capture and contract management	✓
	Logistics – transporting gas across multiple pipelines	✓
	Evaluation of risk exposure, monitoring risk limits	✓
	Renewable energy compliance	✓
	Energy operations (B2B, bid preparation, monitoring, compliance)	✓
Pipelines/TSOs	Deal capture, settlements, capacity trading	✓
	Contract and network optimisation	✓
Industrial	Management of PPAs and power & gas scheduling and nomination	✓
customers	Carbon trading management	✓
	Energy monitoring	*
	Retail invoice reconciliation	×
Energy traders	Single comprehensive source of market data and analytics	✓
	Trading tools to facilitate / manage complex derivative trades	✓

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