



11 August 2020

Share Purchase Plan Offer Booklet

Following Locality Planning Energy Holdings Limited (ASX: LPE) (the Company or LPE) ASX Announcement on 5 August 2020 regarding the launch of LPE's Share Purchase Plan (SPP), attached is the SPP Offer Booklet sent to eligible LPE shareholders who were on the register as at the 4 August 2020 Record Date for the SPP, which is available for eligible shareholders to view at www.localityenergy.com.au/spp.

Authorised by the Board.

Contact: Daniel Seeney
Company Secretary
investors@localityenergy.com.au

ENDS

About LPE

LPE is the local Aussie electricity provider that cares about the needs of Australians and currently supplies electricity to tens of thousands of customers. Our mission is to keep things simple and be honest about the costs of electricity – to save the most amount of money for the most amount of people. This means no confusing contracts, just simple savings, and honest electricity. The LPE product range includes solutions across electricity, solar, embedded networks, centralised hot water, and billing services for other utilities. In January 2016, LPE was listed on the ASX and quickly developed a reputation as an energy supply specialist in strata communities throughout South-East Queensland. Two years later in 2018 the Company received financial backing from investment giant BlackRock.

Important Notice

Not for distribution or release in the United States

This announcement may not be distributed or released in the United States. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States.

The new shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or the securities laws of any state or other jurisdiction of the United States. Accordingly, the new shares may not be offered or sold, directly or indirectly, to any person in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and any other applicable United States state securities laws



Locality Planning Energy Holdings Ltd (ASX: LPE)

Share Purchase Plan Offer Booklet

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS
ENTIRETY.

IF YOU DO NOT UNDERSTAND ITS CONTENTS, YOU SHOULD CONSULT
YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

Important Notices

This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. The information in this Offer Booklet is not investment advice or a recommendation to acquire SPP Shares and has been prepared without considering your investment objectives, financial circumstances or particular needs as an investor (including financial and taxation considerations). It is recommended that you read the Offer Booklet in full and seek professional investment advice from your financial adviser or other professional adviser before deciding whether to apply for SPP Shares.

The SPP is a part of the capital raising announced by LPE on 5 August 2020, which also includes a placement of ordinary shares to institutional investors to raise approximately \$3 million (**Placement**). Please refer to the ASX Announcement released by LPE on 5 August 2020 for further details regarding the Placement.

The offer of New Shares under the SPP is made in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547* which grants relief from the requirement to issue a disclosure document for the SPP.

A cooling-off regime does not apply in relation to the acquisition of SPP Shares. You cannot withdraw your Application once it has been submitted. By submitting your Application, you are accepting the risk that the market price of Shares may change between the date you submit your Application and the Issue Date. This means it is possible that, between the time you make your Application and up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.

Participation in the SPP is only open to holders of fully paid ordinary shares in LPE at 5.00pm (AEST) on 4 August 2020 whose address on LPE's share register is in Australia or New Zealand. The SPP is also being extended to eligible shareholders of LPE who are custodians to participate in the SPP on behalf of eligible beneficiaries on the terms and conditions set out in this Offer Booklet.

LPE will not issue SPP Shares to an applicant if those SPP Shares, either alone or in conjunction with the issue of SPP Shares under other Applications received by LPE, would contravene any law or the ASX Listing Rules.

NOTICE TO NEW ZEALAND INVESTORS

The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of LPE with registered addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This Offer Booklet does not constitute an offer of securities in any place outside Australia or New Zealand. In particular, this Offer Booklet does not constitute an offer to sell, or a solicitation of an offer to buy, any Shares in the United States or any other jurisdiction in which such an offer would be illegal. The Shares to be offered and sold under the SPP have not been, and will not be, registered under the *U.S. Securities Act of 1933*, or the securities laws of any state or other jurisdiction of the United States. Accordingly, the Shares to be offered under the SPP may not be offered or sold, directly or indirectly, in the United States or to any person acting for the account or benefit of a person in the United States.

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Chairman's Letter

11 August 2020

Dear Shareholder

On behalf of the Board of Locality Planning Energy Holdings Ltd (**LPE**), I am pleased to offer you the opportunity to participate in LPE's Share Purchase Plan (**SPP** or **Offer**). The SPP provides each Eligible Shareholder with an opportunity to apply for up to A\$30,000.00 fully paid ordinary shares in LPE (**Shares**). Participation is optional.

The SPP is a part of the capital raising announced by LPE on 5 August 2020, which also includes a placement of ordinary shares to unrelated, qualified, institutional, sophisticated and professional investors to raise approximately \$3 million (**Placement**).

Shares purchased under the SPP (**SPP Shares**) will be at the same price as Shares issued under the Placement. There are no brokerage or transaction costs of participating. The SPP aims to raise up to \$1 million and is not underwritten. If Applications received under the SPP are for more than \$1 million, Applications will be scaled back. Scaling will be done on a pro rata basis.

The proceeds of the SPP will be used to fund LPE's working capital requirements to continue growing LPE's customer base along with accelerating the roll out of LPE's emerging and innovative shared solar energy product.

To be eligible to participate in the SPP, you must have been a registered holder of Shares at the Record Date (being 5.00pm (AEST) on 4 August 2020) and shown on the Register to have an address in Australia or New Zealand (**Eligible Shareholder**). Your right to participate in the SPP is not transferrable.

Please ensure that the Registrar receives your Application and Application payment by the Closing Date (expected to be 5.00pm (AEST) on 28 August 2020).

This Offer Booklet sets out the details and the terms and conditions of the SPP and I encourage you to read it carefully and in full, and to seek your own financial and taxation advice in relation to the SPP Offer, before making a decision on whether to participate.

If you have any additional questions you can call LPE's SPP Information Line (see details in the Corporate Directory at the back of this Offer Booklet).

On behalf of the Board of LPE, I thank you for your continued support.

Your sincerely



Justin Pettett
Chairman

Key Information and Indicative Timetable

Key Offer Details

Eligible Shareholders	Each shareholder that is a registered holder of Shares at the Record Date and shown on the Register to have an address in Australia or New Zealand.
Issue Price	A\$0.25, being the same price paid by investors under the Placement.
Application Amount	Eligible Shareholders can apply for Parcels of SPP Shares, up to an aggregate value of A\$30,000.00 across all their holdings, regardless of how many Shares they currently hold. Parcels have a dollar value of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
Ranking of SPP Shares	SPP Shares will rank equally with existing Shares.
Scale Back	If Applications received under the Offer are for more than A\$1 million, Applications will be scaled back. Scaling will be done on a pro rata basis. In the event of a scale-back, the value of SPP Shares allocated to you may be less than the Parcel you initially applied for. If this occurs, any excess money will be refunded to you. LPE expects to announce the final outcome of the SPP, including any scale-back, on 2 September 2020.
Refunds	Any refunds will be made as soon as practicable after the issue of the SPP Shares. No interest will be paid on any money refunded.

Indicative Timetable

Record Date	5.00pm (AEST) on Tuesday, 4 August 2020
Opening Date and despatch of Offer Booklet	Tuesday, 11 August 2020
Closing Date	5.00pm (AEST) on Friday, 28 August 2020
Date on which the results of the Offer will be announced	Wednesday, 2 September 2020
Intended date for the issue of the SPP Shares	Monday, 7 September 2020
Intended date for the despatch of Holding Statements	Tuesday, 8 September 2020

The above timetable is indicative only. LPE reserves the right to vary the dates and times set out above subject to the Corporations Act, the ASX Listing Rules and other applicable law.

How to Apply and Frequently Asked Questions

How to apply

If you would like to apply to participate in the SPP, you need to do one of the following:

Option 1 – Payment by BPAY®

We strongly recommend you apply by paying through BPAY if possible. This is the fastest and easiest way to apply and is recommended in light of potential delays to postal services caused by the COVID-19 pandemic. You do not need to return the Application Form enclosed with this document if you choose this option.

For Eligible Shareholders with an Australian bank account, you may apply for SPP Shares under the Offer by making a BPAY® payment on the internet or by telephone by using the personalised customer reference number shown on your Application Form which is required to identify your holding.

If you are paying for Shares via BPAY® you do not need to return your Application Form but are taken to make the certifications and representations described in these SPP Terms and Conditions and the Application Form. However, Custodians applying for Beneficiaries must still complete and return a Custodian Certificate.

Payment must be received by no later than the Closing Date. You should be aware that your own financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by the Closing Date.

Option 2 – Payment by cheque, bank draft or money order

If you are paying for SPP Shares by cheque, bank draft or money order, please complete and return your Application Form, together with your cheque, bank draft or money order, by no later than the Closing Date, to:

Locality Planning Energy Holdings Limited
c/- Link Market Services Limited
GPO Box 3560
Sydney, NSW 2001

Cheques, bank drafts and money orders must be made payable in Australian dollars to 'Locality Planning Energy Holdings Limited', crossed 'Not Negotiable' and must be drawn on an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account, as cheques, bank drafts and money orders received may not be re-presented and may result in your application being rejected.

Shareholders in New Zealand will need to affix the appropriate postage to the reply envelope.

Applications and payments will not be accepted at LPE's registered or corporate offices or other offices of the Share Registry.

The SPP Offer opens on Tuesday, 11 August 2020 and closes on the Closing Date (expected to be 5.00pm (AEST) on Friday, 28 August 2020). If you wish to participate, you should ensure that the Registrar receives your Application (including Application payment) by no later than the Closing Date.

You will not be able to withdraw or modify your Application or Application payment once you have submitted it. Interest will not be paid on any Application money received.

Frequently Asked Questions

What is the SPP?	The SPP is an offer by LPE to Eligible Shareholders to apply for up to A\$30,000.00 Shares at the Issue Price without paying any brokerage or transaction costs.
Is the SPP related to the Placement?	The SPP is a part of the capital raising announced by LPE on 5 August 2020, which also includes the Placement.
How much is LPE targeting to raise under the SPP?	LPE aims to raise up to A\$1 million under the SPP. If Applications received under the Offer are for more than A\$1 million, Applications will be scaled back. Scaling will be done on a pro rata basis. In the event of a scale-back, the value of SPP Shares allocated to you may be less than the Parcel you initially applied for. If this occurs, any excess money will be refunded to you. LPE expects to announce the final outcome of the SPP, including any scale-back, on 2 September 2020.
Who is eligible to participate in the SPP?	<p>An Eligible Shareholder is a registered holder of Shares at the Record Date (being 5.00pm (AEST) on 4 August 2020) and shown on the Register to have an address in Australia or New Zealand.</p> <p>Shareholders who hold Shares on behalf of persons who reside outside Australia or New Zealand, are in the United States or are acting for the account or benefit of a person in the United States are not eligible to participate in the SPP on behalf of those persons.</p>
What is the Issue Price of the SPP Shares?	The Issue Price per SPP Share is A\$0.25, being the same price paid by investors under the Placement.
What costs are associated with the SPP?	There are no brokerage or transaction costs payable by Eligible Shareholders in relation to the application for, and the issue of, SPP Shares.
Do I have to participate in the SPP?	<p>No. Participation in the SPP is optional.</p> <p>To decide if you would like to participate in the SPP, LPE recommends you seek professional investment advice from your financial adviser or other professional adviser, and you monitor the market price of Shares (which is quoted on the ASX website at www.asx.com.au). This Offer Booklet does not purport to contain all of the information that you may need to make an investment decision.</p> <p>If you do not wish to participate in the SPP, you do not need to take any action.</p> <p>If you do not participate in the SPP you will receive no value or other benefit in respect of any SPP Shares to which you may have been entitled under the SPP.</p>
What is the market price of Shares?	The market price of Shares can be obtained from the ASX's website (www.asx.com.au) by searching for the ASX code "LPE" in the prices search section.
What do I do if I am a Custodian?	<p>If you are a Custodian, you may choose whether or not to apply for SPP Shares on behalf of your Eligible Beneficiaries.</p> <p>If you wish to apply as a Custodian to receive SPP Shares for one or more Eligible Beneficiaries, you must complete and submit an additional Custodian Certificate before your Application will be</p>

	<p>accepted. Applications by Custodians that are not accompanied by a duly completed Custodian Certificate will be rejected.</p> <p>To request a Custodian Certificate please email the Company's Registrar at capitalmarkets@linkmarketservices.com.au.</p> <p>By applying as a Custodian on behalf of Eligible Beneficiaries to purchase SPP Shares, you certify (among other things) that each Eligible Beneficiary has not applied for an amount exceeding A\$30,000 across all of their holdings.</p> <p>LPE is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are Eligible Beneficiaries.</p> <p>Each Custodian must not participate in the SPP on behalf of, and must not distribute this Offer Booklet or any other document relating to the SPP to, any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.</p>
Can my offer under the SPP be transferred to a third party?	No. Under the SPP Offer, you cannot transfer your offer to apply for SPP Shares to anyone else.
How much can I invest under the SPP?	If you are an Eligible Shareholder, you may apply for Parcels of SPP Shares, up to an aggregate value of A\$30,000.00 across all your holdings, regardless of how many Shares you currently hold. Parcels have a dollar value of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
What will happen if LPE scales back Applications?	If LPE scales back Applications you may receive less SPP Shares than the Parcels of SPP Shares for which you have applied. Should this happen, the difference between the value of SPP Shares issued to you (calculated using the Issue Price) and the Application payment you made will be refunded to you, without interest, as soon as practicable after the Issue Date.
Will I receive notification of my issue?	Yes. The Registrar will send you a holding statement on or around 8 September 2020 which will include details of the number of SPP Shares issued to you and the Issue Price of the SPP Shares. You are responsible for confirming your allocation of SPP Shares before trading SPP Shares to avoid the risk of selling SPP Shares you do not own.
Can I withdraw my Application (e.g. if the market price of Shares falls after submitting my Application?)	<p>No. Your Application, once submitted, is unconditional and may not be withdrawn even if the market price of Shares is less than the Issue Price.</p> <p>By submitting your Application, you are accepting the risk that the market price of Shares may change between the date on which you submit your Application and the Issue Date. This means that, up to or after the Issue Date, you may be able to buy Shares on market at a lower price than the Issue Price.</p>
What do I do if I receive more than one Application Form by post or email?	Eligible Shareholders who receive more than one Application Form under the SPP because, for example, they hold Shares in more than one capacity or in different registered holdings, may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with a total dollar amount exceeding A\$30,000.00 across all of their holdings.

What rights will the Shares issued under the SPP have?	SPP Shares will rank equally with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements from the Issue Date.
Where can I obtain more information on the risks associated with LPE and holding LPE Shares?	See LPE's ASX announcements. These can be obtained from the ASX's website (www.asx.com.au) or at LPE's investor centre (https://www.localityenergy.com.au/investor-centre).
Where can I obtain more information on the SPP?	If you have any further questions you can call LPE's SPP Information Line (see details in the Corporate Directory at the back of this Offer Booklet).

SPP Terms and Conditions

Please read these SPP Terms and Conditions carefully as you will be bound by them if you apply for SPP Shares. Eligible Shareholders whose Applications are accepted will also be bound by LPE's Constitution.

1. Offer

- (a) LPE offers each Eligible Shareholder the opportunity to apply for specific Parcels of Shares up to A\$30,000.00 worth under the SPP subject to, and in accordance with these, SPP Terms and Conditions (the **SPP Offer**).
- (b) The SPP Offer opens on Tuesday, 11 August 2020 and closes on the Closing Date (expected to be 5.00pm (AEST) on Friday, 28 August 2020).
- (c) The SPP Offer is made in Australia under and in accordance with the *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*.
- (d) The SPP Offer is made in New Zealand under and in accordance with the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.
- (e) The SPP Offer to each Eligible Shareholder (whether you are a Custodian or you hold Shares on your own account) is made on the same terms and conditions.

2. Eligible Shareholders

- (a) Subject to clauses 2(c) to 2(i) of these SPP Terms and Conditions, all persons registered as holders of Shares at the Record Date and shown on the Register to have an address in Australia or New Zealand may participate in the SPP (referred to as **Eligible Shareholders**).
- (b) Directors and employees of LPE are entitled to participate in the SPP if they are Eligible Shareholders.
- (c) Shareholders who hold Shares on behalf of persons who:
 - (i) reside outside Australia or New Zealand;
 - (ii) are in the United States; or
 - (iii) are acting for the account or benefit of a person in the United States,are not entitled to participate in the SPP on behalf of those persons.
- (d) The Shares to be offered and sold under the SPP have not been, and will not be, registered under the U.S. Securities Act, or the securities laws of any state or other jurisdiction of the United States. Accordingly, shareholders who are located in the United States or are acting for the account or benefit of a person in the United States are not Eligible Shareholders and are not entitled to participate in the SPP. A Custodian must not participate in the SPP on behalf of, nor distribute this Offer Booklet or any other document relating to the SPP to, any person in the United States.

- (e) Consistent with the representations, warranties and acknowledgements contained in clause 4 of these SPP Terms and Conditions and the Application Form included with this Offer Booklet, you may not submit any completed Application Forms for any person in the United States or any person who is acting for the account or benefit of a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.
- (f) Shareholders who are joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder, and the certification under clause 4(a)(viii) of these SPP Terms and Conditions by one joint holder will be effective in respect of the other joint holder(s).
- (g) If you are a Custodian, you may apply for up to A\$30,000.00 worth of SPP Shares for each Eligible Beneficiary subject to you annexing to your Application Form a certificate (**Custodian Certificate**)¹ addressed to LPE with the following information as required by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547*:
 - (i) confirmation that:
 - (A) you hold Shares on behalf of one or more other persons (each a **Participating Beneficiary**) that are not Custodians; and/or
 - (B) a Downstream Custodian holds beneficial interests in Shares on behalf of one or more other persons (each a **Participating Beneficiary**), and you hold the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (ii) confirmation that each Participating Beneficiary has subsequently instructed the following persons:
 - (A) where sub-paragraph 2(g)(i)(A) above applies – you; or
 - (B) where sub-paragraph 2(g)(i)(B) above applies – the Downstream Custodian,
 to apply for SPP Shares on their behalf under the SPP;
 - (iii) the number of Participating Beneficiaries and their names and addresses;
 - (iv) in respect of each Participating Beneficiary:
 - (A) where sub-paragraph 2(g)(i)(A) above applies – the number of Shares that you hold on their behalf; or
 - (B) where sub-paragraph 2(g)(i)(B) above applies – the number of Shares to which the beneficial interests relate;
 - (v) in respect of each Participating Beneficiary:
 - (A) where sub-paragraph 2(g)(i)(A) above applies – the number or the dollar amount of Shares they have instructed you to apply for on their behalf; or

¹ The Custodian Certificate can be obtained by contacting LPE's SPP Information Line (see details in the Corporate Directory at the back of this SPP Booklet).

- (B) where sub-paragraph 2(g)(i)(B) above applies – the number or the dollar amount of Shares they have instructed the Downstream Custodian to apply for on their behalf;
- (vi) confirmation that there are no Participating Beneficiaries in respect of which the total application price for the following exceeds A\$30,000.00:
 - (A) the Shares applied by you under the SPP in accordance with the instructions referred to in sub-paragraph 2(g)(v) above; and
 - (B) any other Shares issued to you in the 12 months before the Application as a result of an instruction given by them to you or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the SPP;
- (vii) confirmation that a copy of this Offer Booklet was given to each Participating Beneficiary; and
- (viii) where sub-paragraph 2(g)(i)(B) above applies – the name and address of each Custodian who holds beneficial interests in the Shares held by you in relation to each Participating Beneficiary.
- (h) If you hold Shares as a trustee or nominee for another person, but are not a Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules in clause 3(f) of these SPP Terms and Conditions apply.
- (i) If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and are non-renounceable, which means you cannot transfer your rights to another person.

3. Applying for SPP Shares

- (a) Participation in the SPP is optional. Eligible Shareholders may apply to purchase Parcels of SPP Shares up to an aggregate value of A\$30,000. Parcels have a dollar value of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
- (b) If you are an Eligible Shareholder and wish to participate in the SPP, you must follow the instructions on the Application Form and either pay through BPAY or by cheque, bank draft or money order.² Applications must be received by the Registrar by 5.00pm (AEST) on the Closing Date (expected to be Friday, 28 August 2020).
- (c) Payments must be in Australian dollars.
- (d) LPE will not accept payment by cash.
- (e) If LPE receives:
 - (i) an amount that is not equal to A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, LPE will round down the dollar amount of SPP Shares that you are applying for to the next lowest Parcel; or

² We strongly recommend you apply by paying through BPAY if possible. This is the fastest and easiest way to apply and is recommended in light of potential delays to postal services caused by the COVID-19 pandemic. You do not need to return the Application Form enclosed with this Booklet if you choose this option.

- (ii) less than A\$1,000.00, reject your Application,

and refund your Application payment that is not used to purchase SPP Shares, without interest, as soon as practicable after the Issue Date.

- (f) Eligible Shareholders (other than Custodians) who receive more than one offer under the SPP via post or email (for example, because they hold Shares in more than one capacity or in different registered holdings) may apply on different Application Forms for SPP Shares but may not apply for SPP Shares with a total dollar amount of more than A\$30,000.00.
- (g) LPE may accept or reject your Application for SPP Shares at its absolute discretion.
- (h) Without limiting paragraph 3(g), LPE may reject your Application in the following circumstances (among others):
 - (i) your Application Form is incorrectly completed, incomplete or otherwise determined by LPE to be invalid;
 - (ii) you have applied for SPP Shares with a total Application price of less than A\$1,000.00;
 - (iii) your cheque, bank draft or money order is dishonoured or the cheque, bank draft or money order that you enclose with your Application Form is not made out for the amount corresponding to the value of the Parcel you have applied for;
 - (iv) your BPAY payment is incomplete or invalid;
 - (v) unless you are a Custodian, it appears that you are applying to acquire SPP Shares with a total Application price in excess of A\$30,000.00 under the SPP;
 - (vi) you are a Custodian and you have not provided the required Custodian Certificate;
 - (vii) your Application Form or BPAY payment is received after the Closing Date; or
 - (viii) LPE believes you are not an Eligible Shareholder (subject to compliance with any applicable ASIC requirements).
- (i) Late payments will be refunded, without interest, as soon as practicable after the Issue Date.
- (j) If the value of the Parcel you have applied for cannot be divided by the Issue Price to give a whole number of SPP Shares, there will be a rounding up to the nearest whole number of SPP Shares.

4. Acknowledgements by Making an Application

- (a) If you make an Application, by making that Application, you:
 - (i) acknowledge that you have read and accepted these SPP Terms and Conditions in full and you declare that all details and statements in your Application Form are true and complete and not misleading;

- (ii) declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Application Form as being held by you on the Record Date;
- (iii) acknowledge that you are an Eligible Shareholder using the unique reference number provided to you on the Application Form;
- (iv) irrevocably and unconditionally agree to these SPP Terms and Conditions, including the terms of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (v) agree to be bound by the terms of LPE's Constitution (as may be amended from time to time);
- (vi) declare you are over 18 years of age (if you are an individual) and have full legal capacity and power to exercise and perform all of your rights and obligations under the SPP Offer;
- (vii) acknowledge your Application is irrevocable and unconditional and cannot be varied by you;
- (viii) if you are applying on your own behalf (and not as a Custodian), certify that the total of the Application price for the following does not exceed A\$30,000:
 - (A) the Shares the subject of your Application;
 - (B) any other Shares in the class you applied for under the SPP; and
 - (C) any other Shares in the class which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Application;
- (ix) if you are a Custodian and are applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, certify that:
 - (A) you are a Custodian;
 - (B) you held Shares on behalf of the Eligible Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP and that that Eligible Beneficiary has been given a copy of this Offer Booklet;
 - (C) you are not applying for SPP Shares on behalf of any Eligible Beneficiary with a total Application price of more than A\$30,000; and
 - (D) the information in the Custodian Certificate submitted with your Application Form is true and correct and not misleading;
- (x) accept the risk associated with any refund that may be dispatched to your address or to your nominated bank account as shown on the Register;
- (xi) are responsible for any dishonour fees or other costs LPE may incur in presenting a cheque for payment that is dishonoured;
- (xii) acknowledge that no interest will be paid on any Application payment held pending the issue of the SPP Shares or subsequently returned to you for any reason;

- (xiii) authorise LPE and the Registrar and their respective officers or agents to do anything on your behalf necessary for SPP Shares to be issued to you, including to act on instructions of the Registrar upon using the contact details set out in your Application Form;
- (xiv) acknowledge that the information contained in this Offer Booklet (including these SPP Terms and Conditions and your Application Form) is not financial product or investment advice nor a recommendation that SPP Shares are suitable for you and have been prepared without taking into account your investment objectives, financial situation or particular needs;
- (xv) acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in LPE and is given in the context of LPE's past and ongoing continuous disclosure announcements to the ASX;
- (xvi) acknowledge that none of LPE or its related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers guarantees the performance of LPE;
- (xvii) acknowledge that, to the extent permitted by any applicable law, LPE is not liable for any exercise of its discretions referred to in this Offer Booklet;
- (xviii) represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the Application Form, nor does it prohibit you from making an Application for the SPP Shares and that you are otherwise eligible to participate in the SPP;
- (xix) represent that you are not in the United States and you are not acting for the account or benefit of a person in the United States;
- (xx) acknowledge that the Shares have not been, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly, the Shares may not be offered, sold or resold, directly or indirectly, in the United States;
- (xxi) represent that you have not, and you agree that you will not, send this SPP Booklet or any other materials relating to the SPP to any person in the United States or to any person acting for the account or benefit of a person in the United States;
- (xxii) acknowledge and agree that if in the future you decide to sell or otherwise transfer the Shares, you will only do so in standard brokered transactions on the ASX, where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or the purchaser is, a person in the United States;
- (xxiii) you authorise LPE to correct any errors in your Application Form; and
- (xxiv) acknowledge that LPE may determine that your Application Form is valid, in accordance with these SPP Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective.

5. Issue Price of SPP Shares

- (a) The Issue Price per SPP Share is A\$0.25, being the same price paid by investors under the Placement.

- (b) You agree to pay the Issue Price per SPP Share for the number of SPP Shares calculated under clause 3(a) of these SPP Terms and Conditions or, if there is a scale back, the number of SPP Shares calculated under clause 7 of these SPP Terms and Conditions.
- (c) You acknowledge the risk that the market price of Shares may change (i.e. rise or fall) between the date you submit your Application and the Issue Date, which may mean that the Issue Price you pay for the SPP Shares may exceed or be less than the market price of Shares on the Issue Date.
- (d) LPE will apply to ASX for quotation of the SPP Shares. It is anticipated that the trading of the SPP Shares on the ASX will commence on 7 September 2020.

6. Rights Attaching to the SPP Shares

SPP Shares will rank equally in all respects with existing Shares quoted on the ASX, with the same voting rights, dividend rights and other entitlements.

7. Scale-back

- (a) LPE may in its absolute discretion allocate to you less SPP Shares than the value of the Parcel you have applied for. LPE may in its absolute discretion determine to apply any scale-back to the extent and in the manner it sees fit.
- (b) If there is a scale-back, you may receive less SPP Shares than the Parcel for which you have applied. If a scale-back produces a fractional number of SPP Shares when applied to your Parcel, the number of SPP Shares you will be allocated will be rounded up to the nearest whole number of SPP Shares.
- (c) In the event of a scale-back, the difference between the value of SPP Shares issued to you (calculated using the Issue Price) and the Application payment will be refunded to you, without interest, by direct deposit (to your nominated account as recorded on the Register) or by cheque, as soon as practicable after the Issue Date.

8. Costs of Participation in the SPP

No brokerage or transaction costs will be payable by Eligible Shareholders in respect of the application for, and the issue of, SPP Shares.

9. New Zealand

- (a) The SPP Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Shares at the Record Date, and shown on the register to have addresses in New Zealand to whom the offer of SPP Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.
- (b) This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority.
- (c) This Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement is required to contain under New Zealand law.

- (d) Application payments must be made in Australian dollars.

10. LPE Determination Final

LPE may determine in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the SPP (either generally or in particular cases) and the decision of LPE will be conclusive and binding on all participants or other persons to whom the determination relates (as applicable).

11. Waiver, Amendment, Suspension and Withdrawal

LPE may, at its absolute discretion, waive compliance with any provision of these SPP Terms and Conditions (including by accepting late Applications, either generally or in particular cases), amend or vary these SPP Terms and Conditions (including by changing the timetable for the SPP, such as the Closing Date and Issue Date), or suspend or withdraw the SPP Offer at any time. Any such waiver, amendment, variation, suspension or withdrawal will be binding on all Eligible Shareholders even where LPE does not notify you of the event.

12. No Underwriting

The SPP will not be underwritten.

13. Governing Law

These SPP Terms and Conditions are governed by the laws in force in Queensland, Australia.

14. Privacy Policy

- (a) By completing and submitting an Application Form you acknowledge that you have read this Offer Booklet and these SPP Terms and Conditions.
- (b) LPE is required to collect certain information about shareholders under company and tax law. Applicants will be asked to provide personal information to LPE (directly or via its agents, including the Registrar).
- (c) You acknowledge that the personal information submitted as part of the Application Form or other forms and otherwise provided to LPE (directly or via its agents, including the Registrar) will be collected, used and disclosed by LPE (and its agents, including the Registrar) in order to process your Application, service your needs as a shareholder, provide facilities and services that you request, carry out appropriate administration, send you information about the products and services of LPE, including future offers of securities and as otherwise required or authorised by law (including, without limitation, any law relating to taxation, money laundering or counterterrorism). Such disclosure may include disclosure to third parties including LPE's agents, service providers, auditors and advisers. Such disclosure may also include disclosure to domestic and overseas regulators or other government agencies (including ASIC and the ATO), stock exchanges, and the public by way of public registers maintained by regulators or other bodies. Some of these recipients may be located outside Australia (including in New Zealand) where your personal information may not receive the same level of protection as afforded under Australian law.

- (d) You acknowledge that if you do not provide the personal information required by the Application Form or other forms, it might not be possible to process your Application, administer your shareholding and/or send you information about the products and services of LPE, including future offers of securities.
- (e) If you do not wish to receive information about the products and services of LPE, including future offers of securities, please contact LPE's SPP Information Line (see details in the Corporate Directory at the back of this Offer Booklet) and request that LPE does not send you marketing material.
- (f) LPE's privacy policy is available on LPE's website at <https://www.localityenergy.com.au/uploads/images/20200416-LPE-Privacy-Policy-V2.0.pdf> and contains information about how you may access and seek correction of the personal information that LPE holds about you, how you may complain about a breach of the *Privacy Act 1988 (Cth)* by LPE and how LPE will deal with such a complaint.

15. Taxation

Eligible Shareholders should consult their own taxation advisor about the tax status of their investment in SPP Shares.

Glossary

The following definitions apply throughout this Offer Booklet unless the context requires otherwise.

A\$ or \$	Australian dollars.
Application	A valid and submitted Application Form (with attached payment) or a payment via BPAY.
Application Form	The application form relating to the SPP that you received with this Offer Booklet, including the instructions. This may include a deemed application form in the same terms, where a valid BPAY® payment is made.
ASIC	Australian Securities & Investments Commission.
ASX	ASX Ltd (ACN 008 624 691) or the market operated by it, as the context requires.
ASX Listing Rules	The listing rules of ASX as amended from time to time.
ATO	Australian Taxation Office
Beneficiary	Either or both of the following: <ul style="list-style-type: none"> • one or more persons on whose behalf a Custodian holds Shares; and/or • a Downstream Custodian.
Closing Date	The last day on which Applications will be accepted (expected to be 5.00pm (AEST) on Friday, 28 August 2020)
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time
Custodian	A custodian, trustee or nominee within the definition of “custodian” in <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547</i> .
Custodian Certificate	The meaning given in clause 2(g) of the SPP Terms and Conditions.
Downstream Custodian	Another Custodian on whose behalf a Custodian holds Shares, who holds the beneficial interests in Shares on behalf of one or more persons.
Eligible Beneficiary	A Beneficiary of a Custodian with a registered address in either Australia or New Zealand as at the Record Date, provided that such Beneficiary is in Australia or New Zealand, and not in the United States or acting for the account or benefit of a person in the United States.
Eligible Shareholder	A registered holder of Shares at the Record Date and shown on the Register to have an address in Australia or New Zealand.
Issue Date	The date on which SPP Shares are issued (expected to be 8 September 2020)

Issue Price	The Issue Price per SPP Share is A\$0.25, being the same price paid by institutional investors under the Placement.
LPE	Locality Planning Energy Holdings Ltd (ACN 147 867 301).
Offer Booklet	This booklet.
Opening Date	Tuesday, 11 August 2020.
Parcel	A parcel of SPP Shares, with a dollar amount of A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, calculated at the Issue Price.
Placement	The placement of Shares to institutional investors, announced on 5 August 2020.
Record Date	5.00pm (AEST) on 4 August 2020.
Register	The register of shareholders maintained by the Registrar
Registrar	Link Market Securities Limited (ACN 083 214 537)
Share or LPE Share	A fully paid ordinary share in LPE.
Share Purchase Plan or SPP	This share purchase plan being offered to Eligible Shareholders under this Offer Booklet.
SPP Offer	Has the meaning given in clause 1(a) of the SPP Terms and Conditions.
SPP Share	A new Share issued under the SPP.
SPP Terms and Conditions	The terms and conditions of the SPP set out in this Offer Booklet, including this Glossary and the Application Form.
U.S. Securities Act	The <i>United States Securities Act of 1933</i> .

Corporate Directory

Company

Locality Planning Energy Holdings Ltd
Suite 306, Tower 1, 55 Plaza Parade,
Maroochydore, Qld, Australia, 4558

SPP Information Line

Within Australia: 07 5355 0601
Outside of Australia: +61 7 5355 0601
Open between 8.30am to 5:00pm (AEST), Monday to Friday from Tuesday, 11 August 2020 to
Tuesday, 8 September 2020

Legal Adviser

Gadens
Level 11, 111 Eagle Street
Brisbane Qld, Australia, 4000

Share Registry

Link Market Services Limited
Level 21, 10 Eagle Street,
Brisbane, Qld, Australia, 4000



LOCALITY PLANNING ENERGY HOLDINGS LIMITED
ABN 90 147 867 301

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia
Telephone: 07 5355 0601
From outside Australia: +61 7 5355 0601
ASX Code: LPE
Website: www.linkmarketservices.com.au

SRN/HIN:

Entitlement Number:

Record Date: 4 August 2020

Offer Opens: 11 August 2020

Offer Closes 5:00pm (AEST):	28 August 2020
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SHARE PURCHASE PLAN ("SPP") APPLICATION FORM

How do I apply for Shares under this offer?

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
 - Option 1: Paying by BPAY®.
 - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5:00pm (AEST) on 28 August 2020. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Locality Planning Energy Holdings Limited receives an amount which is not equal to either A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, Locality Planning Energy Holdings Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.



Biller Code: 327239

Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au
© Registered to BPAY Pty Ltd ABN 69 079 137 518

Option 2: Paying by Cheque, Bank Draft or Money Order

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Locality Planning Energy Holdings Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$1,000, A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, A\$25,000 or A\$30,000, Locality Planning Energy Holdings Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach and enclose with payment

SRN/HIN:

Entitlement Number:



A I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

☐ A\$1,000 OR ☐ A\$2,500 OR ☐ A\$5,000 OR ☐ A\$10,000 OR ☐ A\$15,000 OR ☐ A\$20,000 OR ☐ A\$25,000 OR ☐ A\$30,000

B Make your cheque, bank draft or money order payable to "Locality Planning Energy Holdings Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$.00

C Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

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IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of “custodian” in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you must complete and submit an additional Schedule that contains additional certifications and details that must be provided (“the Schedule”) before your Application will be received. The Schedule can be obtained by contacting the Locality Planning Energy Holdings Limited SPP Offer Information Line. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$30,000.
7. Locality Planning Energy Holdings Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Locality Planning Energy Holdings Limited may scaleback applications in its discretion.

How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Locality Planning Energy Holdings Limited
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 28 August 2020. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Locality Planning Energy Holdings Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

If you require information on how to complete this Acceptance Slip please contact the Locality Planning Energy Holdings Limited SPP Offer Information Line on 07 5355 0601X if calling within Australia or +61 327239 if calling from outside of Australia.