

18 April 2018

GPP  
MR SAM SAMPLE  
UNIT 123  
SAMPLE STREET  
SAMPLETOWN NSW 2001

### **SMALL HOLDING SHARE SALE**

Greenpower Energy Limited (ACN 000 002 111) (**Company**) is pleased to announce a share sale facility for holders of parcels of GPP ordinary shares (**Shares**) with a market value of less than A\$500 as at close of trade on 17 April 2018 (**Record Date**) (**Sale**).

As at 5:00pm (WST) on the Record Date, a small holding is any shareholding of 35,713 Shares or less, based on the closing price of \$0.014 on the Record Date (**Closing Price**) (**Small Holding**). This represents 14,717,593 Shares, held by 1,925 shareholders (**Minority Members**).

The Company is offering this Sale to assist holders of a Small Holding to sell Shares without having to use a broker or pay brokerage. The Company will pay for all the costs of the sale for shareholders who use this Sale (excluding tax consequences from the sale which remains the shareholder's responsibility).

The Company values all of its shareholders, however, it incurs significant administrative costs maintaining such a large number of Small Holdings. By facilitating this Sale, the Company expects to reduce the administrative costs associated with maintaining a large number of very small holdings. Shareholders who own 35,714 Shares or more will not be eligible to participate.

If Minority Members wish to sell Shares through this Sale, they do not need to take any action. If Minority Members **do not** wish to sell Shares through this Sale, they **must** complete and return the notice of retention form to the Company's share registry, Computershare, by 5:00pm (WST) on 6 June 2018 (**Retention Date**).

Upon the sale of Small Holdings by the appointed broker, proceeds shall be forwarded to eligible shareholders as soon as practicable.

**Attached** is a copy of the letter and the notice of retention form that is currently being mailed to shareholders that hold a Small Holding on the Record Date.

Yours sincerely

**For and on behalf of Greenpower Energy Limited**

**Matthew Suttling**

**Company Secretary**

**Ph +61 2 9999 1515**



+61 418 852 700 | +61 299 991 515



PO Box 1664 Fremantle WA 6959 Australia



Lvl 1, 46 Ord Street West Perth WA 6005 Australia



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Dear Shareholder

**IMPORTANT NOTICE – SALE OF YOUR SMALL HOLDINGS OF GREENPOWER ENERGY LIMITED SHARES**

We are writing to advise you that Greenpower Energy Limited (**GPP** or the **Company**) has established a share sale facility (**Sale**) for holders of parcels of GPP ordinary shares (**Shares**) with a market value of less than A\$500 as at close of trade on 17 April 2018 (**Small Holding**). The Sale is being established in accordance with the ASX Listing Rules and the Company's Constitution.

The Company is offering the Sale to assist holders of Small Holdings to sell their Shares. Holders of Small Holdings who take advantage of the Sale will have their Shares sold without having to act through a broker or pay brokerage fees. The Company will also organise payment of the other costs associated with the sale and transfer (although any tax consequences from the sale of your shares will be your responsibility).

By facilitating the sale of Small Holdings, the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

Our records show that you held a Small Holding of 35,713 shares or less based on the GPP share price of A\$0.014 as at close of trade on 17 April 2018 (**Record Date**). Unless you advise the Company that you do NOT wish to sell your shares through the Sale by 6 June 2018, GPP intends to sell your shares through the Sale. Payment will be sent to you following settlement of the sale or otherwise as soon as is practicable.

Please also note that the Company will not sell your shares in the event that a third party announces a takeover offer for the Company. Consistent with its continuous disclosure obligations, the Company may release to the ASX information that may be material to a shareholder's decision as to whether they wish to retain their shares. This information will, if released, be available on the ASX website [www.asx.com.au](http://www.asx.com.au) (ASX code "GPP") and on the Company's website [www.greenpowerenergy.com.au](http://www.greenpowerenergy.com.au).



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### What should you do?

If you do **NOT** wish to sell your Shares through the Sale, you must complete and return the **attached** form to the address on the form so that it is received by 5:00pm (WST) on 6 June 2018. Please read the instructions on your personalised Share Retention Form carefully before completing it.

If you want to sell your shares through the Sale, you do not need to take any action. By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules, you will be deemed to have irrevocably appointed the Company as your agent:

- (a) to sell all of your shares at a price to be determined by when and how the shares are sold and without any cost being incurred by you; and
- (b) to deal with the proceeds of the sale as set out in the **attached** information sheet.

If you need help deciding what to do, or if you require information regarding the financial, legal or tax consequences of participating in the Sale you should consult your legal, financial or taxation adviser.

The **attached** information sheet sets out further details of the Sale, which you should read before making any decision.

If you have any queries about lodging your form or the practical operation of the sale please contact the Company Secretary on +61 2 9999 1515.

Yours sincerely

**For and on behalf of Greenpower Energy Limited**

**Matthew Suttling**

**Company Secretary**

**Ph +61 2 9999 1515**



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**1. What is a minimum holding of Shares?**

A Small Holding is a holding of GPP shares valued at less than A\$500 as at close of trade on the Record Date. Based on the price of GPP shares at the Record Date, this is a holding of 35,713 shares or less.

**2. What price will I receive for shares sold through the Sale?**

The price that you receive for your shares under the Sale will be determined by when and how the shares are sold. The Company may sell your shares on market or in any other way they consider fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale. You will not have control over the time at which your shares are sold, the price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the day that your shares are sold and may be an average price per share based on the price obtained for all the shares sold under the Sale. If the Company sells your shares other than on market, the price will be the price that the Company has been able to negotiate with the acquirer or acquirers. In any event, the sale price will not be less than that price equal to the simple average of the last sale prices of the Shares quoted on ASX for each of the five recent trading days (during which there were transactions in the Shares on ASX) immediately preceding the day after the Retention Date.

**3. What is the price of Greenpower Energy Limited shares?**

The last sale price of GPP shares on 17 April 2018 was A\$0.014. The share price changes frequently and more recent prices are available from the ASX website (www.asx.com.au) under the ASX code "GPP".

**4. When will the proceeds from the sale of shares be sent to me?**

Payment will be sent to you following settlement of the sale or otherwise as soon as is practicable. Payment will be made in Australian dollars by cheque. You will be notified by way of a transaction confirmation statement of the number of your shares sold, and the price and total sale proceeds. The cheque will be sent by post to your address as shown in the share register at the time the share sale payment is run.

**5. If I buy more shares, will I retain my holding?**

Yes, the Company will treat any purchase of additional shares that increases the value of a GPP shareholding to more than A\$500 as an indication that you do not want your shares to be sold through the Sale. For a purchase to be an effective notification that you wish to retain your shares, any additional shares purchased must be registered by 5:00pm (WST) on 6 June 2018 (**Retention Date**) under the same name and address and with the same holder number (SRN or HIN) as set out in this letter.



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**6. What if my shares are held in a CHESS holding?**

If your Shares remain in a CHESS holding at 5:00pm (WST) on the Retention Date, the Company may move those Shares to an issuer sponsored holding and the shares will be sold through the Sale.

**7. Where can I get further information?**

If you have any questions concerning your shareholding or how the Sale will be administered, please contact the Company Secretary on +61 2 9999 1515.

**8. Important notes**

The Company reserves the right to change any of the dates referred to in this letter by notice to the ASX.

The letter does not constitute advice nor a recommendation to buy, sell or hold shares nor that the Sale is the best way to sell GPP shares.

If you are in any doubt about what to do, you should consult your legal, financial or taxation adviser.

**NOTE:**

If you currently have more than one holding on the GPP share register, you may wish to consider amalgamating them. This may result in your amalgamated holding no longer being a Small Holding. Under these circumstances your shares will not be sold as part of this Sale.



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# GREENPOWER ENERGY LIMITED

ABN 22 000 002 111

**Return your Form to the Company's share registry:**



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 52  
Melbourne Victoria 3001  
Australia

**For all enquiries:**

**Phone:**



(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

GPP

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SAMPLETOWN NSW 2001

## Share Retention Form

 **If you wish to retain your shares, your form must be received by 5.00pm (WST) 6 June 2018**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

### Step 1: Shareholding Details

Use this form if you wish to retain your shares in Greenpower Energy Limited. If you have recently bought or sold shares your shareholding may differ from that shown. If you have already sold all your shares in Greenpower Energy Limited, do not complete or return this form. If you have more than one shareholding on Greenpower Energy Limited's register and you do not wish to sell your shares under the Small Shareholding Sale Facility, you should consider consolidating them. For further advice on how to do this, contact Computershare Investor Services Pty Limited (CIS) on the number above.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored shareholding, please contact your Controlling Participant to notify a change of address.

### Step 2: Signing Instructions

**Individual:** Where the shareholding is in one name, the shareholder must sign.

**Joint Shareholding:** Where the shareholding is in more than one name, all of the shareholders must sign.

**Power of Attorney:** Where signing as Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

**Companies:** Where the shareholding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

- a Sole Director and Sole Company Secretary **OR** a Sole Director (if no Company Secretary exists), **OR**
- two Directors, **OR**
- a Director and Secretary.

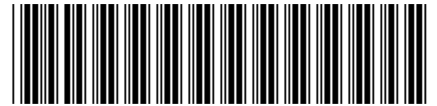
**Overseas Companies:** Where the shareholding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

**Deceased Estate:** Where the shareholding is in the name of a deceased estate, all executors must sign; and a certified copy or original, of the required documentation must accompany this form. Details of the documentation required can be found by searching "deceased estates" on our website [www.computershare.com](http://www.computershare.com) or by calling Computershare Investor Services Pty Limited on 1300 850 505 or +61 3 9415 4000. If the shareholding is in more than one name the surviving shareholder may sign the form and return it together with a certified copy of the death certificate of the other joint shareholder.

### Step 3: Contact Details


Entering contact details is not compulsory, but will assist us if we need to contact you.

**Turn over to complete the form** ➔



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**STEP 1****Shareholding Details** For your security keep your SRN/  
HIN confidential.

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Shares held as at Tuesday 17 April  
2018:

**2000****STEP 2****Signature of Shareholder(s)** *This section must be completed.*

By signing and returning this form, in accordance with the requirements set out in 'Step 2: Signing Instructions' overleaf, I/we confirm that I/we understand that my/our **SHARES WILL NOT BE SOLD** under the Small Shareholding Sale Facility.

Individual or Shareholder 1

Sole Director and Sole Company Secretary/  
Sole Director (cross out titles as applicable)

Shareholder 2

Director

Shareholder 3

Director/Company Secretary  
(cross out titles as applicable)

**STEP 3****Contact Details**Contact  
Name

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Contact  
Daytime  
Telephone

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Date / /

Email  
Address

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**Privacy Notice**

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at <http://www.computershare.com/au>.