

ENERGY ONE LIMITED

ABN 37 076 583 018

NOTICE OF ANNUAL GENERAL MEETING

Date Thursday 22 October 2015
Time 10:00 am (AEDT)
Place Level 13, 77 Pacific Highway
North Sydney NSW 2060

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

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

Energy One Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Energy One Limited [ABN 37 076 583 018] ("the Company") will be held at Level 13, 77 Pacific Highway, North Sydney NSW 2060 on Thursday 22 October 2015 at 10.00am (AEDT).

AGENDA

1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2015.

2. Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2015 be adopted."

3. Election of Directors – Mr. Ian Ferrier

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

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

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

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

'That approval be given to the grant of **384,615** Service Rights to the non-executive directors Messrs. Weiss, Bonwick, Busby and Ferrier, under the **Energy One Equity Incentive Plan (EIP)**, on the terms summarised in the Explanatory Memorandum'.

5. Change of Auditor

To consider and, if thought fit, pass the following resolution as a special resolution:

'That BDO East Coast Partnership, having consented to do so, be appointed auditor of the Company'.

6. General Business

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

Richard Standen

Company Secretary

By order of the Board 04 September 2015

A proxy form accompanies this Notice of Annual General Meeting.

VOTING INSTRUCTIONS

Voting entitlement

Pursuant to Section 1109N of the Corporations Act, the Company has determined that for the purpose of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 7.00pm (AEDT) on Tuesday 20 October 2015. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Options

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

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

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

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

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

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

By email:	richard.standen@energyone.com.au
By facsimile:	(02) 8252-9888
By mail:	Reply paid envelope attached
By delivery:	Level 14, 71 Macquarie Street, Sydney, NSW 2000

Corporate Representatives

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

Voting exclusions

Resolution 2

Under the Corporations Act 2001, no vote may be cast (in any capacity) on Resolution 2 by or on behalf of a member of the Key Management Personnel ('KMP') whose remuneration details are included in the remuneration report for the year ended 30 June 2015, or a closely related party of any such member of the KMP.

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

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

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

Resolution 4

The following persons may not vote, and the Company will disregard any votes cast by the following persons, on Resolution 4 :

Any Non-Executive Director who is eligible to participate in the granting of service rights (and any associate of a Non-Executive Director). However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Chairman of the meeting intends to vote, as your proxy, in favour of Resolution 4. If you do not want the Chairman of the meeting to vote as your proxy in favour of these resolutions you need to direct your proxy to vote against, or to abstain from voting on, the relevant resolution by marking the appropriate box on the proxy form.

EXPLANATORY NOTES

Note 1: Financial Statements and Reports

The Financial Statements, the Directors' Report and the Auditors' Report for Energy One Limited for the year ended 30 June 2015 will be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or the Constitution of the Company for the shareholders to approve these reports. No resolution will be put to the meeting on this item of business.

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

Note 2: Adoption of Remuneration Report

The Remuneration Report is set out in the Directors' Report of the Annual Report on pages 10 through 14.

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

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

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

The shareholder vote is advisory only and does not bind the directors of the Company.

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

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

Note 3: Election of Directors - Mr. Ian Ferrier

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

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

Mr Ferrier has over 40 years experience in corporate recovery and turnaround practice. Mr Ferrier is also a director of a number of private and public companies including chairman of Goodman Group. He is also a fellow of The Institute of Chartered Accountants in Australia.

The Directors, excluding Mr. Ian Ferrier, unanimously recommend that you vote in favour of the Resolution to elect Mr. Ian Ferrier. The Chairman intends to vote all available proxies in favour of Resolution 3.

Note 4: Grant of Service Rights to the Non-executive Directors

Under the ASX Listing Rules, the Company must seek shareholder approval to grant equity securities in the Company to Directors, including Messrs. Weiss, Bonwick, Busby and Ferrier.

It is proposed that the non-executive directors will receive a proportion of their director fees in the form of Service Rights in the **Energy One Equity Incentive Plan (EIP)** approved at the 2014 Annual General Meeting. The advantage to the company is that the Service Rights represent a non-cash form of remuneration. Accordingly, we are seeking approval to enable the Company to grant **384,615 Service Rights** to Messrs. Weiss, Bonwick, Busby and Ferrier under the Company's EIP.

A Service Right is a right to receive one ordinary share in the Company at a point in the future subject to meeting specified time (service) and/or other conditions. If the applicable conditions (collectively called vesting conditions) are met, the Service Rights will vest and may be exercised by the holder of the Service Right in return for an ordinary share in the Company. There are no financing arrangements in relation to the acquisition of service rights.

In addition, approval is sought under Section 200E of the Corporations Act for the pro rata vesting Service Rights to Messrs. Weiss, Bonwick, Busby and Ferrier in the event of cessation of their employment in limited circumstances under the terms of their invitations.

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

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

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

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

	Service Rights	Value ¹
Ottmar Weiss	153,846	\$50,000.00
Andrew Bonwick	76,923	\$25,000.00
Vaughan Busby	76,923	\$25,000.00
Ian Ferrier	76,923	\$25,000.00
	384,615	\$125,000.00
¹ Based on the 10 day volume weighted average share price of \$0.325 for EOL shares on 30 June 2015.		
No price is payable by Messrs. Weiss, Bonwick, Busby and Ferrier for the grant or exercise of the Service Rights .		
Importantly, no value will be received by Messrs. Weiss, Bonwick, Busby and Ferrier if the Service Rights lapse prior to the vesting date.		

Conditions and Hurdles

Vesting Date:	30 October 2016
Exercise Price:	Nil
Expiry Date:	30 days after the Vesting Date, unless lapsed earlier.
Vesting Conditions:	In order for any of the Service Rights to vest and become available for exercise is dependent on the director meeting the Service Vesting Condition

Other Conditions

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

When will the securities be issued?

Subject to shareholder approval, it is anticipated that the **Service Rights** for Messrs. Weiss, Bonwick, Busby and Ferrier will be issued shortly after the AGM to coincide with the issue of other grants under the EIP.

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

Which directors have received securities since the last Annual General Meeting?

312,500 service rights were approved at the 2014 Annual General Meeting and were issued to Non-Executive Directors on 12 November 2014.

Which directors are entitled to participate?

Currently it is the intention of Energy One that Non-executive Directors (Messrs. Weiss, Bonwick, Busby and Ferrier) be eligible to receive Service Rights in the EIP.

Other required information: section 200E Corporations Act

The value of the Service Rights that may vest on cessation of employment cannot currently be ascertained.

EXPLANATORY NOTES (continued)

The circumstances that may affect the calculation of this value include:

- The market price of EOL shares at the time the employment ceases;
- the part of the service period has elapsed at the time the employment ceases; and
- the number of Service Rights that lapse on cessation of employment

The Directors (other than Messrs. Weiss, Bonwick, Busby and Ferrier, because of their respective interests), recommends that you vote in favour of the Grant of Service Rights to the Non-executive Directors. The Chairman intends to vote all available proxies in favour of the Resolution.

Note 5: Change of Auditor

Notification was given to the company by Crowe Horwath of their intention to resign as auditor and BDO East Coast Partnership needs to be approved as the replacement auditor at the AGM. A copy of the Notice of Nomination of BDO East Coast Partnership as auditor is attached. The members at the AGM will be asked to vote on the appointment of BDO East Coast Partnership as auditor effective at the AGM.

The Directors unanimously recommend that you vote in favour of the Resolution to Change of Auditor. The Chairman intends to vote all available proxies in favour of Resolution 5.

Vaughan Busby
49 Hereford Street
Glebe NSW 2037

20 July 2015

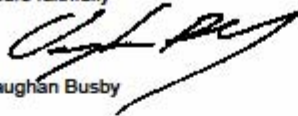
The Directors
Energy One Limited
Level 14, 71 Macquarie Street
Sydney NSW 2000

Re: **Nomination of auditor**

Dear Directors,

The undersigned being a member of Energy One Limited hereby nominates BDO East Coast Partnership for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully

A handwritten signature in black ink, appearing to read 'V. Busby', written over the printed name 'Vaughan Busby'.

Vaughan Busby

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

Level 12, Grosvenor Place,
225 George Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Tuesday 20 October 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Tuesday, 20 October 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

📠 **By Fax** + 61 2 8252 9888

✉ **By Mail** GPO Box 3968
Sydney, NSW, 2001

💻 **Online** richard.standen@energyone.com.au

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

Attending the Meeting

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

Energy One Limited

ABN 37 076 583 018

☐

Your Address

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

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Energy One Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 13, 77 Pacific Highway, North Sydney NSW, 2060 on Thursday, 22 October, 2015 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2 and 4. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these resolutions even though resolution 2 and 4 are connected with the remuneration of a member of key management personnel for Energy One Limited.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business including Resolution 2 and Resolution 4.

STEP 2 VOTING DIRECTIONS

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

		For	Against	Abstain*
Resolution 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Directors – Mr. Ian Ferrier	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Grant of Service Rights to the Non- Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015