
APPENDIX 4E – PRELIMINARY FINAL REPORT

YEAR ENDED 30 JUNE 2016

Energy Action Limited (ASX : EAX) – ACN 137 363 636

1. Results for announcement to the market

	% change	30-Jun-16	30-Jun-15
Revenue from ordinary activities	6.0%	33,978,708	32,049,215
Statutory Profit / (Loss) after tax attributable to members	79.1%	(449,399)	(2,147,578)
Operating Profit after tax attributable to members	46.9%	3,519,507	2,395,883

Basic earnings / (loss) per share (Statutory)	79.1%	(1.73)	(8.28)
Diluted earnings / (loss) per share (Statutory)	79.1%	(1.73)	(8.28)

Basic earnings / (loss) per share (Operating)	47.1%	13.56	9.22
Diluted earnings / (loss) per share (Operating)	47.1%	13.56	9.22

2. Dividends

	Cents per share	Franked amount per share	Payment date	Record date
2016 final dividend	3.52	3.52	21 September 2016	25 August 2016
2016 interim dividend	2.80	2.80	21 March 2016	4 March 2016

3. Dividend re-investment plan

The Dividend Re-investment Plan (DRP) is currently not activated and is not available for the 30 June 2016 dividend.

Brief Explanation of Statutory and Operating Profit

Statutory Profit / (Loss) and Statutory Earnings per share are prepared in accordance with Australian Accounting Standards and the Corporations Act.

Statutory Loss after tax of \$449,399 (FY15 \$2,147,578) included a loss after tax of \$3,968,906 (FY15 \$4,542,913) treated as Significant Items (refer also to page 8 of the Directors Report). Excluding these items, Operating Profit was \$3,519,506 up 46.9% from the previous year.

Non cash share based accounting expense relating to the Performance Rights & Options Plan (PROP) has been included in Operating net profit/ (loss) after tax with FY15 comparables amended accordingly.

Operating Profit is reported to give information to shareholders that provide a greater understanding of operating performance by removing Significant Items and therefore facilitating a more representative comparison of performance between financial periods. Further details are included in the Directors Report.

4. Net tangible assets

	30 June 2016	30 June 2015
Net tangible assets per share [^]	\$(0.092)	\$(0.019)

[^] Excludes goodwill, customer relationships and internally generated software totalling \$14.4 million as at 30 June 2016 (\$14.0 million as at 30 June 2015).

5. Status of audit

An unqualified, signed Audit Opinion is included within the attached Financial Report.

All other information required to be disclosed by Energy Action in the Appendix 4E is either not applicable or has been included in the attached financial report.

Please also refer to the ASX results announcement and results presentation.

ENERGY ACTION LIMITED

ABN 90 137 363 636

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2016

Financial Report for the Year Ended 30 June 2016

Contents

Corporate information	5
Directors' Report	6
Auditor's Independence Declaration.....	16
Remuneration Report (Audited).....	17
Corporate Governance Statement	27
Financial Statements	45
Consolidated Statement of Comprehensive Income.....	45
Consolidated Statement of Changes in Equity	47
Consolidated Statement of Cash Flow	48
Notes to the Financial Statements for year ended 30 June 2016	49
Note 1: Corporate Information	49
Note 2: Summary of Significant Accounting Policies.....	49
Note 3: Significant Accounting Judgements, Estimates and Assumptions.....	60
Note 3: Significant Accounting Judgements, Estimates and Assumptions (Continued).....	61
Note 4: Business Combinations.....	62
Note 5: Segment Information.....	64
Note 6: Revenue, Other Income and Expenses	65
Note 6: Revenue, Other Income and Expenses (continued)	66
Note 7: Income Tax Expense	67
Note 8: Earnings per Share.....	68
Note 9: Dividends	69
Note 10: Cash and Cash Equivalents	70
Note 11: Trade and Other Receivables.....	70
Note 11: Trade and Other Receivables (Continued)	71
Note 12: Property Plant and Equipment	72
Note 14: Other Assets	74
Note 15: Trade and Other Payables	75
Note 16: Tax	76
Note 17: Provisions and other Liabilities.....	77
Note 18: Loans and Borrowings	77
Note 19: Issued Capital and Reserves	79
Note 20: Capital and Leasing Commitments	82
Note 21: Cash Flow Information.....	83
Note 22: Related Party Disclosures	83
Note 23: Financial Risk Management.....	85
Note 23: Financial Risk Management (continued)	86
Note 23: Financial Risk Management (continued)	87
Note 24: Auditor's Remuneration	89
Note 25: Information relating to Energy Action Limited ("the parent entity").....	89
Note 26: Events After the reporting period	90
Directors' Declaration	91
Independent audit report to members of Energy Action Limited.....	92

Corporate information

ACN: 137 363 636

Directors

Murray Bleach - Independent Non-Executive Chairman

Dr. Ronald Watts – Non-Executive Director

Paul Meehan – Non Executive Director

Nitin Singhi – Independent Non-Executive Director (appointed 12 August 2015)

Mark de Kock – Non-Executive Director (appointed 17 August 2015)

Valerie Duncan – Non-Executive Director (resigned 31 August 2015)

Phillip Randall – Non-Executive Director (passed away 4 July 2015)

Company Secretary

Carolyn West

Registered Office and principal place of business

Level 5, 56 Station Street

Parramatta NSW 2150

Share register

Link Market Services Limited

Level 12

680 George Street

Sydney NSW 2000

Energy Action Limited shares (EAX) are listed on the Australian Securities Exchange (ASX)

Solicitors

DLA Piper

No 1 Martin Place

Sydney NSW 2000

Bankers

Commonwealth Bank of Australia

Level 3, 101 George Street

Parramatta NSW 2150

Auditors

Ernst & Young

200 George Street

Sydney, NSW 2000

Directors' Report

Your Directors present their report, together with the financial statements for Energy Action Limited (the "Company") and its consolidated entities (the "Group"), for the financial year ended 30 June 2016.

Directors

The names and details of the Company's Directors in office during the financial year and until the date of this report are as follows. Directors were in office for this entire period unless otherwise stated.

Murray Bleach (Non-Executive Independent Chairman)

Qualifications – Bachelor of Arts (Financial Studies) and Master of Applied Finance - Macquarie University, Institute of Chartered Accountants, Graduate Australian Institute of Company Directors.

Experience – Board Member since 2012, Chairman since 2015

Special Responsibilities – Member of Audit & Risk Management Committee, Nomination and Remuneration Committees

Directorships held in other listed entities currently and during the three prior years to the current year:

Carlton Investments Ltd – Independent Non-Executive Director (appointed 2 December 2014)

Other Directorships and interests - Chairman of Suicide Prevention Australia, Partner in Alfred Street Investment Partners, Non-Executive Director of Together Let's, Member of Advisory Board for Derwent Executive, Non-Executive Director of IFM Investors.

Dr. Ronald Watts (Non-Executive Director)

Qualifications – Bachelor Science (Hons I), University of New South Wales, Dip Management (Applied Finance), PhD (Molecular physics) – Cambridge

Experience – Board member since 2003, Chairman 2003 – 2015,

Special Responsibilities – Member of Nomination Committee

Directorships held in other listed entities currently and during the three prior years to the current year: nil

Other Directorships and interests - Non-executive Director of Biosceptre International, a cancer research company. Trustee, The Wenkart Foundation, a medical research fund.

Paul Meehan (Non-Executive Director)

Qualifications – Diploma of Law (SAB), University of Sydney

Experience – Board member since 2003

Special Responsibilities – Member of Audit and Risk Management Committee, Nomination and Remuneration Committees.

Directorships held in other listed entities currently and during the three prior years to the current year: nil

Other Directorships and interests - Director of Meehans Solicitors Pty Ltd, Non-executive Director of Commercial First Realty Pty Ltd T/as LJ Hooker Commercial Macarthur.

Nitin Singh (Non-Executive Independent Director – appointed 12 August 2015)

Qualifications – Bachelor of Economic and Master of Laws – University of Sydney, Member Australian Institute of Company Directors

Experience – Board Member since 2015

Special Responsibilities – Chairman of Audit and Risk Management Committee, Nomination and Remuneration Committees.

Directorships held in other listed entities currently and during the three prior years to the current year: nil

Other Directorships and interests - Managing Director of Horizon Private Capital Partners, Director of TiE Sydney.

Mark de Kock (Non-Executive Director – appointed 17 August 2015)

Qualifications – Bachelor of Science (First Class Honours) in Electronic Engineering from University College London, Executive MBA from the Australian Graduate School of Management, Member of the Institution of Engineering and Technology.

Experience – Nominee Director since 2015, appointment recommended by Microequities Asset Management.

Special Responsibilities – Member of Remuneration Committee

Directorships held in other listed entities currently and during the three prior years to the current year: Vocus Communications Limited (resigned 19 June 2013).

Valerie Duncan (Non-Executive Director – resignation effective 31 August 2015)

Qualifications – Master of Business, General Management Charles Sturt University, Fellow Company Secretarial FCSA, Fellow Australian Institute of Energy, FSCPA, Company Director FAICD

Experience – Board member since 2003

Special Responsibilities – Member of Audit and Risk Management Committee, Nomination and Remuneration Committees.

Directorships held in other listed entities currently and during the three prior years to the current year: nil

Philip Randall (Non-Executive Director – passed away 4 July 2015)

Qualifications – Bachelor of Economics, Monash University

Experience – Board member since 2014

Special Responsibilities – Member of Nomination Committee.

Directorships held in other listed entities currently and during the three prior years to the current year: nil

Interests in the shares and options of the Company and related bodies corporate

As at the date of this report, the interests of the directors in the shares and options of Energy Action Limited were:

	Number of ordinary shares	Number of options over ordinary shares
Murray Bleach	273,155	-
Dr. Ronald Watts	1,730,371	-
Paul Meehan	4,798,993	-
Nitin Singhi	3,000	-
Mark de Kock	-	-

Company Secretary

The following person held the position of Company secretary at the end of the financial year:

Carolyn West – Bachelor of Economics, Monash University, Certified Practising Accountant, Governance Institute of Australia (Cert)

Dividends

Dividends recommended:

Ordinary shares

	Cents per share	\$
Final 2016 dividend recommended to be paid 21 September 2016	3.52	913,585
Interim 2016 dividend paid 21 March 2016	2.80	726,715
Final 2015 dividend paid 21 October 2015	1.06	275,114

Operating and financial review

The Board presents the 2016 *Operating and Financial Review*, which has been designed to provide shareholders with a clear and concise overview of Energy Action's operations, financial position, business strategies and prospects. The review also provides contextual information, including the impact of key events that have occurred during the financial year 2016 and material business risks faced by the business so that shareholders can make an informed assessment of the results and prospects of the Group. The review complements the financial report and has been prepared in accordance with the recently released guidance set out in ASIC's Regulatory Guide 247: Effective Disclosure in an operating and financial review.

Our business model

Energy Action's core business strategy is to reduce the impact of energy prices for Australian businesses and to advise businesses on using energy more efficiently.

Energy Action's principal activities are providing integrated energy management services to a diverse base of commercial, industrial and small and medium sized business customers. Its core services are:

- Energy procurement: specialised buying and negotiation strategies, utilising reverse auctions, bespoke tender models and advising on structured products within AFSL parameters;
- Energy Contract Management and Environmental Reporting (CMER) services; and,
- Energy efficiency and sustainability Projects and Advisory Services (PAS).

Initially founded in 2000 Energy Action has grown significantly and since 2009 the Company has procured more than \$7 billion worth of electricity on behalf of its clients.

The Company listed on the Australian Securities Exchange on 13 October 2011.

2016 financial performance

The Group generated a statutory net loss after tax of \$0.45 million for the year ended 30 June 2016 compared to a statutory net loss of \$2.15 million for the year ended 30 June 2015.

Statutory net loss after tax of \$449,399 is after deferred consideration related to the Exergy and Energy Advice acquisitions of \$3.8 million (FY15 \$3.7 million) and restructuring costs of \$0.1 million (FY15 \$0.9 million).

Operating profit after tax for the year ended 30 June 2016 was \$3,519,507, representing a 47% increase over the prior year like for like result of \$2,395,883. The main reasons for the increase in Operating Profit is an increased contribution from the PAS business, and higher contract management revenues combined with good cost control.

A reconciliation of the Group's Statutory to Operating Net Profit and EBITDA is shown in the table below:

\$	NPAT			EBITDA		
	30 June 2016	30 June 2015	Variance	30 June 2016	30 June 2015	Variance
Statutory results	(449,399)	(2,147,578)	79.1%	2,524,681	99,821	2429.2%
Add back Significant Items after tax:						
Deferred consideration*	3,850,327	3,749,245	-2.7%	3,850,327	3,749,245	-2.7%
Restructuring costs**	118,579	433,548	72.6%	169,399	572,759	70.4%
Acquisition costs***	-	360,668	0%	-	360,668	-
Operating profit after tax	3,519,507	2,395,883	46.9%	6,544,407	4,782,493	36.9%

* Deferred consideration relating to the acquisitions of Exergy & Energy Advice required to be expensed for accounting purposes

**Costs associated with restructuring including redundancies.

***Costs relating to the acquisition of Exergy & Energy Advice.

Non cash share based accounting expense relating to the Performance Rights & Options Plan (PROP) has been included in Operating net profit/(loss) after tax with FY15 comparables amended accordingly

Key Financial Metrics

	FY16	FY15	Variance
Revenue	\$33.98m	\$32.05m	6.0%
Operating EBITDA	\$6.54m	\$4.78m	36.9%
Operating EBITDA margin	19.3%	14.9%	4.3%
Operating NPAT ¹	\$3.52m	\$2.4m	46.9%
Operating Cashflow ²	\$6.6m	\$5.9m	12%
Statutory NPAT	\$(0.45M)	\$(2.15)m	79.1%
Earnings per share (Operating) ¹	13.56c	9.23c	46.9%
Earnings per share (Statutory)	-1.73c	-8.28c	79.1%
Dividend per share full year	6.32cps	3.65cps	73%

¹ Non cash share based accounting expense relating to the Performance Rights & Options Plan (PROP) has been included in Operating net profit/(loss) after tax with FY15 results comparables amended accordingly

² Operating Cash Flow is defined as Operating Cash Flow before Interest, Tax and Significant Items

Energy Action has delivered growth in the abovementioned Key Financial Metrics. Revenue growth was driven predominantly by a stronger performance in the Projects and Advisory (PAS) division and a recovery in Contract Management and Environmental Reporting (CMER) revenues. Good cost management and a non-repeat of a prior period bad debt write-offs resulted in EBITDA growth of 36.9%.

Operating Cash Flow was particularly strong at \$6.6 million up 14% over the prior period. This result was achieved through a continued focus on working capital management and underpins the strength of the operating result.

Further details of the operating results are set out below.

Revenue by Product line is set out in the table below:

Revenue \$	FY16	FY15	vs FY15 \$	vs FY15 %
Procurement	7,586,787	8,263,626	-676,839	-8.2%
Monitoring	18,059,913	16,691,706	1,368,207	8.2%
PAS	7,930,792	6,698,594	1,232,198	18.4%
Other revenue	401,216	395,289	5,927	1.5%
Total Revenue	33,978,708	32,049,215	1,929,493	6.0%

Note: FY15 allocation by product has been restated to be comparable with FY16

Revenues

Revenue and other income for the year increased by \$1.9 million (or 6%) from \$32.05 million to \$33.98 million mainly as a result of the following:

- Procurement revenue declined by 8% with growth in Structured Products being more than offset by declines in the very competitive Electricity Tender sector. A decline in auction revenues was experienced as fewer auctions were performed in the H2 FY16 than the prior corresponding period following the large number of contracts expiring in December 2015, coupled with shorter contract duration. An increase in average prices per MWh from \$45.56 to \$54.16 partly mitigated the drop in auction volume. Whilst customers numbers due to renew their services have been in line with expectations, the number of newly acquired customers has been lower in a very competitive market.
- Increased CMER revenue of 8% or \$1.4 million to \$18.1 million as the number of sites under active management grew by 407.
- Increased PAS revenue of \$1.2 million, mainly driven by growth in the number of energy efficiency projects undertaken in FY16.

Operating expenditure

Strong cost management actions resulted in a reduction of operating overheads by \$0.4 million to \$22.6 million for the year. \$16.2 million (or 72% of total overhead costs) related to employee costs which were slightly up from \$16 million in FY15. The reduction in overheads was driven by the following key items:

- Higher staff expenses due to annual salary increases and higher incentive pay as a result of the improved operating result. This was partly offset by lower share based payments expense as grants made in previous periods did not vest due to non-market vesting conditions not being satisfied.
- Lower travel, office rental and advertising costs. These were partly offset by higher computer maintenance costs.
- Bad debt expenses of \$0.1 million is \$0.4 million lower than the previous year. This included write-offs associated with the resolution of some historic accounts receivable issues.

Financial position

Net assets decreased from \$13.5 million at 30 June 2015 to \$12 million at 30 June 2016 mainly as a result of the statutory loss incurred of \$0.45 million and the payment of dividends of \$1.0 million.

The Group has a five year, \$12 million multi-option facility agreement that expires in October 2019. Funds can be provided under the facility as loans, bank guarantees or as letters of credit. As at 30 June 2016, the Company had utilised \$7.5 million of the facility comprising a loan of \$4.25 million and bank guarantees of \$3.27 million. The bank guarantees are principally in relation to the final deferred consideration payable on the Energy Advice acquisition on 18th August 2016. The Group had \$1.2 million of cash at bank at 30 June 2016, resulting in net available funding of \$5.68 million, up from \$3 million in FY15.

Operating Cash Flow

Operating cash flows before interest, tax and significant items of \$6.6 million were generated during the year, an increase of 12% compared to the previous period. Operating cash flow before interest, tax and significant items was 102% of Operating EBITDA, a significant increase from the previous period and reflects management's focus on managing and improving cash flows.

Reconciliation of Operating Cash Flow before interest, tax and significant items

	30 June 2016	30 June 2015
Statutory operating cash flow	946,283	2,564,520
Add back:		
Taxes paid	1,093,603	1,760,364
Interest paid	299,062	128,989
Cash flows related to significant items	4,311,399	1,472,973
Other	(6,173)	-
Operating cash flow before interest, tax and significant items	6,644,174	5,926,846
Operating EBITDA	6,544,407	4,782,493
Operating cash flow as % of Operating EBITDA	102%	124%

A second half fully franked dividend of 3.52 cents per share was declared on 18 August 2016, bringing total fully franked dividends for the year to 6.32 cents per share, an increase of 73% compared to FY15. The FY16 dividend reflects a payout ratio of 47% of the statutory net loss after tax adjusted for certain non-cash expenses as follows:

- Statutory loss
- Add back deferred consideration on acquisitions expensed for accounting purposes
- Less cash restructuring costs

Operating review and highlights

FY16 has been a year of consolidation and focus for Energy Action. The Group has largely delivered on the key objectives and priorities for the year. A number of system and process improvements have been implemented and several new growth initiatives are under way which are expected to drive revenue in FY17.

Progress against the key objectives can be summarised as follows:

Key Objective	Result
Launch Energy Metrics Platinum (near real time data)	Launched June 2016
Increase PAS pipeline and utilization	Pipeline increased by \$1 million, utilization improved
Tight cost control to realise cost synergies	Opex cost reduction vs FY15
Finance and CRM systems upgrades	System upgrades completed on time
Complete brand migration to a single brand	All legacy brands migrated to Energy Action
Finalise product & service pilots ahead of FY17 launch	Embedded network business operational July 2016, Building efficiency upgrade products underway, Structured Products offerings in the market
Launch building efficiency benchmarking service "Expert Monitoring and Diagnostics Services (EMDS)"	Launched June 2016
Implement strategic partnership with SunEdison	Not implemented due to financial collapse of SunEdison

The financial collapse of SunEdison meant that the partnership focused on solar Power Purchase Agreements did not proceed and Energy Action is currently considering several alternative options for the commercial solar market.

Procurement

The market for procurement services has become more competitive with increased broker concentration. Whilst the number of customers renewing services has been in line with expectations, the more competitive market has resulted in fewer new customers being acquired than was planned, especially in the second half.

Procurement revenues declined 8% versus the prior period. The number of successful auctions declined by 332 or 18% compared to FY15, with almost all of the decline experienced in the second half of FY16. As previously cited, a large number of contracts were due for renegotiation by December 2015 and this impacted the available market for both renewal and new contracts in the second half of FY16. Although average prices increased by almost \$10/MWh, this was not enough to compensate for the lower auction volumes.

Electricity tenders were down significantly from the prior period with a reduction in both the number of tenders performed and the average price realised per tender. Tenders continue to be a highly competitive area of the market.

Solid growth was achieved in Structured Products, with an increase in both service offerings and number of clients in FY16.

Contract Management & Environmental Reporting (CMER)

Overall CMER revenue was up 8% versus the prior period with growth in the number of active core Energy Metrics sites up 391 sites to 6,962. CMER has historically been sold with a five year term, which is longer than the retail electricity contracts. Energy Action has experienced a reduction in the length of new contracts, with clients preferring to align the CMER contract with the retail contract length.

The Energy Metrics Platinum service was launched in June 2016 with several customers already signed up and in the process of on-boarding this service.

Energy Action's first embedded network customer was signed during the year and will commence service delivery effective 1 July 2016 for 17 shopping centres.

Project & Advisory Services (PAS)

PAS revenues increased 18% versus the prior period, with the majority of the growth coming from the Projects & Project Management and Engineering businesses, with a smaller increase in Analysis work. A significant client building services upgrade has been substantially delivered, which is the main revenue driver versus FY15. Improvements have been realised in staff utilization during the year as targeted. Energy Action secured an additional similar sized building services upgrade project late in FY16 which commenced delivery in June 2016.

Forward revenue

Forward revenue has reduced from \$75.8 million as at June 30 2015 to \$66.7 million at the end of FY16. The reduction is largely in CMER due to higher levels of cancellations of future start contracts than anticipated and clients are also looking to align the contract length of Energy Metrics contracts with their retail electricity contract. As noted above, this has resulted in an overall shortening of contract lengths however overall revenue generating contracts under active management have increased.

Of the \$9.1 million reduction in future revenue, \$5.2 million relates to future start contracts post 2021. In FY14, Energy Action changed sales processes to cap forward revenue contracts at a maximum of five years.

The Company continues to focus on improving customer service and enhance the CMER offering, including the roll-out of the recently launched of Energy Metrics Platinum service.

Operational Key Performance Indicators

	FY16	FY15	% change
Future contracted revenue	\$66.7m	\$75.8m	-12%
Procurement			
No. of successful AEX auctions	1,550	1,882	-18%
Average AEX contract duration (months)	22.6	24.4	-1.8 mths
TWhs sold via Auction (annualised equivalent)	1.89	2.55	-26%
Average \$/MWh	\$54.16	\$44.56	+22%
Total Auction bid value ¹	\$192m	\$231m	-17%
No. of electricity tender events	29	42	-31%
Volume of electricity tenders (TWh)	2.31	1.91	+21%
No. of gas tender events	70	83	-16%
Volume of gas tenders (TJ)	11,891	6,573	+81%
Contract Management & Energy Reporting (CMER)			
Sites under current contract²			No.
Activ 8 / Energy Metrics	6,962	6,571	+391
Bureau services	6,179	6,006	+173
Data only contracts (MP / MDA)	2,547	2,704	-157
Total sites under contract	15,688	15,281	+407
Average contract duration (months)	50.1	53	-2.9 months
Projects & Advisory Services			
Contracted future orders	\$6.1m	\$5.1m	20%

¹ Electricity component of contract only, i.e. excluding network and other charges

² Does not include contracts which are signed, but yet to commence service delivery.

Business strategy and prospects for future financial years

Energy Action's purpose is to "Develop and deliver innovative solutions for the energy challenges of our time for our clients and the planet." Energy Action continues to refine its strategy in response to changes in the dynamic energy markets, technologies and client expectations.

During the year, Energy Action announced a new strategic plan with the following elements:

Extending the core solution reach via:

- Improved customer segmentation, targeting and the provision of tailored offerings
- Improved contract management offers, including the roll out of Energy Manager, Energy Bureau and Energy Metrics products including the launch of Energy Metrics Platinum real time cost and consumption data
- Enhanced product management and channel partner programs
- Implementing a commercial building upgrade program to determine a building's energy reduction opportunity, deliver this via an upgrade project and then verify through measuring the savings achieved.
- Capitalising on macro industry trends including:
 - Establishing a microgrid operation business. A microgrid is a small scale power grid that can operate independently or in conjunction with the area's main grid operation incorporating integrated tenant metering and billing capabilities.
 - Expert Monitoring and Diagnostic Solutions (EMDS) for commercial building. EMDS provides continues NABERS benchmarking and fault diagnostics and has been developed in conjunction with an external software developer. This solution neatly fits with Energy Action's capability to design and deliver building efficiency upgrades.

- Leveraging improved meter data to offer innovative solutions to the SME segments
- Leveraging capability and wholesale markets data to offer Structured Products to sophisticated energy users.

Energy Action has a highly scalable technology platform whereby it can grow Procurement and Contract Management customer numbers without significant increase in operational resources, both in terms of headcount and IT infrastructure.

The Group remains focussed on organic growth, with the main priority being acquiring and retaining customers aligned to core Procurement and Contract Management activities. However, should suitable M&A opportunities aligned to the core strategy become apparent, these will be considered subject to meeting Energy Action's financial hurdle rates.

Risks to achieving financial outcomes in relation to future prospects

Energy Action identifies major risks using an enterprise wide risk program. Energy Action faces a wide variety of risks due to the nature of the industry it which it operates. In relation to each risk, Energy Action has in place actions to reduce the likelihood of the risk eventuation and / or to reduce, as far as practicable, the adverse consequences of the risk should it occur. Many of the risks are influenced by factors external to, and beyond the control of Energy Action. Details of Energy Action's main risks and the related mitigations are set out below:

Risk	Risk Description	Potential consequences and mitigation strategies
Regulatory risk	The risk of unforeseen changes in government policy or regulation impacting ongoing operations.	Potential earnings impacts of unpredicted policy or regulatory changes to be mitigated by ongoing monitoring of the political/regulatory environment.
Failure to deliver against customer obligations.	The risk that Energy Action is unable to meet its contractual obligations to customers for the delivery of services.	Potential earnings and reputational impact from failure to deliver contracted services mitigated by review of service delivery capabilities, development of risk management plans and implementation of continuous improvement programmes.
Increasing competition	The risk that Energy Action is unable to differentiate from competitors.	Potential earnings impact from lost sales countered by expanded product offerings from procurement through to energy monitoring and energy efficiency projects.
Energy pricing	The risk of lower energy pricing leading to less focus on Energy Procurement.	Potential earnings impact from lower energy prices to be mitigated by alternate service offers in the PAS and compliance space.
Earnings and Cash Flow	The risk of failing to maintain adequate earnings and funding to finance growth objectives and to generate adequate returns for shareholders.	Potential earnings impact mitigated by improved operational performance, timely and transparent market disclosures and maintenance of strong relationships with banks and shareholders
Occupational Health & Safety (OH&S)	The risk of not operating safely and in accordance with relevant legislation leading to an employee injury.	Potential for employee injury and Company reputation addressed by OH&S systems and practices giving particular prominence to site works undertaken by the Project and Advisory Services group. To be mitigated by ongoing training and updates to OH&S policies.
Employee engagement and performance	The risk of failing to attract and retain the best talent available.	Impacts on performance due to unavailability of talent mitigated by formal succession plans, staff development plans and remuneration strategies.

Environmental issues

The Group's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a state or territory.

Meetings of Directors

The number of meetings of Directors (including meetings of committees of Directors) held during the year and the number of meetings attended by each Director was as follows:

	Board Meeting		Audit & Risk Committee		Remuneration Committee		Nomination Committee	
	No. Eligible to attend	No. Attended	No. Eligible to attend	No. Attended	No. Eligible to attend	No. Attended	No. Eligible to attend	No. Attended
Murray Bleach	12	12	3	3	3	3	1	1
Ronald Watts	12	12	0	0	0	0	1	0
Paul Meehan	12	12	3	3	3	3	1	1
Nitin Singhi	11	11	3	3	3	3	1	1
Mark de Kock	11	11	0	0	3	3	0	0
Valerie Duncan	2	2	1	1	0	0	0	0
Philip Randall	0	0	0	0	0	0	0	0

Indemnifying Officers or Auditor

During or since the end of the financial year, the Company has given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

The Company has paid premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity of Director of the Company, other than conduct involving a wilful breach of duty in relation to the Company.

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young during or since the financial year.

Proceedings on Behalf of Company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not a party to any such proceeding during the year.

Non-audit Services

The Board of Directors, in accordance with advice from the audit and risk management committee, is satisfied that the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reasons:

- all non-audit services are reviewed and approved by the audit committee prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and,
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES 110: Code of Ethics for Professional Accountants set by the Accounting Professional and Ethical Standards Board.

The following fees were paid or payable to Ernst & Young for non-audit services provided during the year ended 30 June 2016:

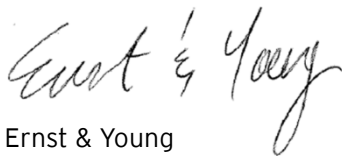
	\$
Tax compliance	18,425
Other services	10,500
Total	28,925

Auditor's Independence Declaration to the Directors of Energy Action Limited

As lead auditor for the audit of Energy Action Limited for the financial year ended 30 June 2016, I declare to the best of my knowledge and belief, there have been:

- a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Energy Action Limited and the entities it controlled during the financial year.



Ernst & Young



P S Barnard
Partner
Sydney
18 August 2016

Remuneration Report (Audited)

The directors present the Remuneration Report for Energy Action Limited ("Company") and its consolidated entities ("Group") for the year ended 30 June 2016.

1. REMUNERATION FRAMEWORK

1.1. Role of the Remuneration Committee

The Remuneration Committee ensures that the remuneration of directors and senior executives is consistent with market practice and sufficient to ensure that the Group can attract, develop and retain the best individuals. The committee review directors' fees, and remuneration of the CEO and senior executives against the market, Group and individual performance.

The committee consisted of four non-executive directors, namely Nitin Singhi (Chairman), Murray Bleach, Mark de Kock and Paul Meehan. Nitin Singhi and Mark De Kock joined the Committee in August 2015. Nitin Singhi was appointed Chairman in November 2015 when Murray Bleach stood down as Chairman of the Committee following his appointment as Chairman of the Board. Valerie Duncan resigned from the Committee effective 31 August 2015. The committee charter is available on the Group's website.

The committee oversees governance procedures and policy on remuneration including:

- General remuneration practices,
- Performance management,
- Sales commission schemes, and
- Recruitment and termination.

Through the committee, the board ensures the company's remuneration philosophy and strategy continues to be designed to:

- Attract, develop and retain Board and executive talent,
- Create a high performance culture by driving and rewarding executives for achievement of the Group's strategy and business objectives, and
- Link incentives to the creation of shareholder value.

In undertaking its work, the committee seeks advice as required.

1.2. Key Management Personnel

Key Management Personnel ("KMP") are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director of the Company or subsidiaries. The following persons were KMPs during the financial year. Unless otherwise indicated, they were KMPs for the entire year.

1.2.1. Non-Executive directors

Murray Bleach	Non-Executive Chairman
Dr Ronald Watts	Non-Executive Director
Paul Meehan	Non-Executive Director
Nitin Singhi	Non-Executive Director (appointed effective 12 August 2015)
Mark De Kock	Non-Executive Director (appointed effective 17 August 2015)
Valerie Duncan	Non-Executive Director (resigned effective 31 August 2015)
Philip Randall	Non-Executive Director (passed away 4 July 2015)

1.2.2. Senior executives (not directors of the board)

Scott Wooldridge	Chief Executive Officer
Michael Fahey	Chief Financial Officer

1.3. Remuneration Consultants

Where necessary, the Board seeks advice from independent experts and advisors including remuneration consultants. Remuneration consultants are used to ensure that remuneration packages are appropriately structured and are consistent with comparable roles in the market. Remuneration consultants are approved by, and recommendations provided directly to, non-executive directors (the remuneration committee). When remuneration consultants are engaged, the remuneration committee ensures that the appropriate level of independence exists from the Group's management.

1.4. Long term incentive scheme***Purpose and type of equity awarded***

The Group operates a long term incentive scheme (LTI) for its senior executives. The LTI is governed by the Performance Rights and Options Plan (PROP), under which performance rights (not options) are granted to participants. Each performance right entitles the participant to one share in Energy Action for nil consideration at the time of vesting subject to meeting the conditions outlined below.

The LTI aligns key employee awards with sustainable growth in shareholder value over time. It also plays an important role in employee recruitment and retention.

Number of instruments awarded

As at 30 June 2016, the PROP accounted for 3.6% (FY15 2.7%) of issued securities of the Group, made up of 928,302 (FY15 710,273) performance rights.

Valuation

The fair value of any LTI grant is determined by an external valuation at the time of the grant.

Performance hurdles

For the 2016 LTI allocation, the two performance hurdles that apply to the Performance Rights for vesting over either a two or three year period commencing 1 July 2015 were:

- an Earnings Per Share (EPS) component (75% weighting) achieved by comparing the Company's Actual Operating EPS for the year ending on the relevant test date to the Company's Budget Operating EPS ending on the relevant test date. For vesting to occur the actual EPS must meet or exceed the board approved budgeted EPS.
- a Total Shareholder Return (TSR) component (25% weighting) achieved by comparing the Company's total compounded return to the total compounded return of the S&P/ASX300 (Index) for the year ending on the relevant test date. Fifty percent of the performance right that is subject to the relative performance hurdle vests if the EAX total compounded return is equal to the total compounded return of the Index over the vesting period. One hundred percent will vest if EAX achieves a total compounded return of 1.10 times the total compounded return of the Index over the vesting period. If EAX's total return is in between the total compounded return of the Index and 1.10 times the total compounded return of the Index, the percentage that will vest will be determined on a linear basis.

LTI Outcomes

The EPS hurdle was not met during 2016. The Energy Action TSR for the period 1 July 2015 to 30 June 2016 was 28.3% compared to the benchmark ASX300 index which returned negative 4.8%. Accordingly, one hundred percent of the TSR component will vest upon completion of service obligations.

2. REMUNERATION

2.1. Fees payable to non-executive directors

Fees paid to non-executive directors reflect the demands which are made on, and the responsibilities of, directors. Directors' fees are reviewed annually by the board. Directors who chair or are members of a committee do not receive fees for these services.

The board considers the advice of independent remuneration consultants to ensure directors' fees are appropriate and in line with the market. The chairman's fees are determined independently to the fees of directors and are based on comparative roles in the market. The chairman is not present at any discussion relating to the determination of his remuneration. Directors' fees are determined within an aggregate fee pool limit approved by shareholders. This is currently set at \$400,000 per annum.

The annual fee structure for non-executive directors for the year ended 30 June 2016, including superannuation, was as follows:

Base fee	\$
Non-Executive Chairman	90,000
Non-Executive Directors	75,000

The above fees include committee membership. The tables at the end of this remuneration report provide details of fees paid during the financial year to each non-executive director.

2.2. Senior executives

The framework for the remuneration senior executives consists of a mix of fixed and variable remuneration. The components are:

- Base remuneration package and benefits, inclusive of superannuation (Total Fixed Remuneration)
- Short-term Incentive – based on the Group's, team and individual performance and results delivered against pre-determined Key Performance Indicators (KPIs)
- Long Term Incentive – governed by the Performance Rights and Options Plan (PROP)

The combination of the above components comprises the executive's total remuneration.

The Group undertakes a market benchmarking analysis and provide recommendations. The market analysis considers the target total remuneration opportunity as well as its core components and the mix of those components. In addition, the information also contains a view on market and emerging trends in executive remuneration structures and the mix of fixed and performance based remuneration arrangements. The agreed remuneration mix for the CEO and CFO for the year ended 30 June 2016 was:

	Fixed Component	Bonus Component	LTI Component
Chief Executive Officer	67%	19%	14%
Chief Financial Officer	74%	14%	12%

Short-Term Incentive (STI)

The STI is based upon performance against the Group balanced scorecard and results from the Group's performance review process. Mid-year and final year performance reviews measure performance against established KPI's and criteria which are compiled in a matrix comprising Group and individual components. The specific company measures

include profitability, revenue growth and customer satisfaction. Individual measures are developed having regard to functional plans and targets, aligned to the company balanced scorecard.

The outcome of the performance review process is a rating, applied to each of these three components for an individual, culminating in a percentage (capped at 125%). The final percentage allocated to each person is then applied to the STI potential to determine the actual STI payment to be made to an individual.

The performance matrix used to determine actual STI earnings against the STI potential for the CEO and CFO is:

	Company	Individual
Chief Executive Officer	85%	15%
Chief Financial Officer	70%	30%

The Board is responsible for assessing the performance of the CEO. The CEO is responsible for assessing the performance of other executives.

Bonus payments are made annually, where applicable, in September in relation to the preceding year.

The actual percentage of STI potential and LTI potential earned by the CEO and CFO for the year ended 30 June 2016 was:

	% of Bonus Potential	% LTI Potential
Scott Wooldridge	38%	25%
Michael Fahey	71%	25%

The STI potential for each individual is set at the beginning of the year, having regard to service agreement terms and conditions, and relates to the appropriate extent of the at-risk component of the executive's remuneration. The broader company performance criteria ensure that an overall management focus is maintained by the executives, however the inclusion of individual criteria is also necessary to ensure that each person is recognised and rewarded for their individual contribution and efforts.

3. Service agreements

On appointment, all non-executive directors enter into an agreement which outlines obligations and minimum terms and conditions.

Remuneration and other terms of employment for the CEO and other key management personnel are formalised in employment agreements. Each of these agreements specify the components of remuneration to which they are entitled and outline base salary, eligibility for incentives and other benefits including superannuation.

Key terms for the CEO and CFO are as follows:

Name	Term of agreement	Termination*
Scott Wooldridge	On-going (no fixed term)	3 months base salary termination by company or 3 months termination by executive
Michael Fahey	On-going (no fixed term)	12 weeks base salary termination by company or 12 weeks termination by executive

* Termination benefits are payable at the option of the company in lieu of notice, other than termination for cause.

4. Remuneration tables

4.1. Remuneration table for the year ended 30 June 2016

Details of remuneration of directors and KMP of the Group for the 2016 financial year are set out in the following table.
The KMP are considered to be the CEO and CFO only.

\$		Short Term Benefits			Post-employment Benefits	Long term Benefits		Share Based Payments	Total
		Additional fees	Cash bonus	Non-monetary benefits		Termination benefits	Long service leave		
<i>Non-executive directors</i>	<i>Cash salary and fees</i>				<i>Super</i>			<i>Performance rights</i>	<i>Total</i>
Murray Bleach	78,153	-	-	-	7,424	-	-	-	85,577
Paul Meehan	68,493	-	-	-	6,507	-	-	-	75,000
Ronald Watts	75,730	-	-	-	7,194	-	-	-	82,924
Nitin Singhi ³	60,721	-	-	-	5,769	-	-	-	66,490
Valerie Duncan ¹	11,416				5,694				12,500
Mark de Kock ²	59,931	-	-	-	1,084	-	-	-	65,628
Sub-total	354,445	-	-	-	33,672	-	-	-	388,116

<i>Executives</i>									
Scott Wooldridge	342,052	-	39,225	-	19,308	-	-	54,522	455,107
Michael Fahey	270,867	-	38,000	-	19,308	-	-	26,549	354,724
Sub-total	612,909	-	77,225	-	38,616	-	-	81,071	809,831
Total	967,354	-	77,225	-	72,288	-	-	81,071	1,197,948

Notes

¹ Valerie Duncan resigned effective 31 August 2015

² Mark de Kock appointed 17 August 2015

³ Nitin Singhi was appointed 12 August 2015

4.2 Remuneration table for the year ended 30 June 2015

Details of remuneration of directors and KMP of the Group for the 2015 financial year are set out in the following table.

		Short term benefits			Post-employment benefits	Long term benefits	Long term benefits	Share based payments	Total
\$									
<i>Non-executive directors</i>	<i>Cash salary and fees</i>	<i>Additional fees</i>	<i>Cash bonus</i>	<i>Non-monetary benefits</i>	<i>Super</i>	<i>Termination benefits</i>	<i>Long service leave</i>	<i>Performance rights</i>	<i>Total</i>
Ronald Watts	73,060	-	-	-	6,940	-	-	-	80,000
Paul Meehan	54,795	-	-	-	5,205	-	-	-	60,000
Stephen Twaddell ³	54,795	-	-	-	5,205	-	-	-	60,000
Valerie Duncan	54,795	-	-	-	5,205	-	-	-	60,000
Murray Bleach	77,279	-	-	-	7,341	-	-	-	84,620
Sub-total	314,724	-	-	-	29,896	-	-	-	344,620

<i>Executives</i>									
Scott Wooldridge	342,570	-	-	-	18,783	-	-	57,622	418,975
Michael Fahey ¹	116,060	-	-	-	9,392	-	-	-	125,452
Philip Randall ²	47,580	-	-	-	4,520	878	4,810	-	57,788
Nathan Francis ¹	53,800	3,000	-	-	5,137	-	-	(11,456)	50,481
Sub-total	560,010	3,000	-	-	37,832	878	4,810	46,166	652,696
Total	874,734	3,000	-	-	67,728	878	4,810	46,166	997,316

Notes

¹ Michael Fahey commenced employment as CFO effective 19 January 2015. Nathan Francis resigned as CFO on 31 October 2014.

² Does not include deferred consideration associated with the Energy Advice acquisition

³ Resigned 30 June 2015

Relative Proportion of Remuneration

The relative proportion of remuneration of KMP that was linked to performance and those that were fixed are as follows:

Non-executive directors	Fixed Remuneration		At Risk – Cash Bonus/Other		At Risk - Securities	
	2016 %	2015 %	2016 %	2015 %	2016 %	2015 %
Murray Bleach	100	100	-	-	N/A	N/A
Dr. Ronald Watts	100	100	-	-	N/A	N/A
Paul Meehan	100	100	-	-	N/A	N/A
Nitin Singhi [^]	100	100	-	-	N/A	N/A
Mark de Kock ^{^^}	100	100	-	-	N/A	N/A
Executives						
Scott Wooldridge	63	75	18	-	19	25
Michael Fahey	73	N/A	13	-	13	n/a

[^] Commenced as a non-executive Director effective 12 August 2015

^{^^} Commenced as a non-executive Director effective 17 August 2015

Performance holdings of key management personnel.

On 16 October 2015, 112,000 rights were granted to Michael Fahey under the PROP plan. Vesting only occurs when and if service and performance conditions are met.

The following table lists any Performance Rights which are still to vest, or have yet to expire:

Series	Grant date	Number	Date vested and exercisable	Expiry date	Exercise price	Value per Performance Right at grant date
Series A	2 December 2013*	42,188	31 August 2017 ⁽¹⁾	N/A	\$0.00	\$2.06
Series A	2 December 2013*	9,747	31 August 2017 ⁽¹⁾	N/A	\$0.00	\$3.01
Series A	2 December 2013*	14,063	31 August 2017 ⁽¹⁾	N/A	\$0.00	\$2.08
Series A	2 December 2013*	14,063	31 August 2017 ⁽¹⁾	N/A	\$0.00	\$2.08
Series A	2 December 2013*	14,063	31 August 2017 ⁽¹⁾	N/A	\$0.00	\$2.08
Series F	16 October 2015*	42,000	31 August 2017 ⁽²⁾	N/A	\$0.00	\$1.13
Series F	16 October 2015*	14,000	31 August 2017 ⁽²⁾	N/A	\$0.00	\$0.99
Series F	16 October 2015*	14,000	31 August 2017 ⁽²⁾	N/A	\$0.00	\$0.66

* Denotes Performance Rights for which no consideration is payable on exercise.

⁽¹⁾ Performance Rights Series A which were granted to Scott Wooldridge

⁽²⁾ Performance Rights Series F which were granted to Michael Fahey

Fair value of Performance Rights

The fair value of each Performance Right is estimated on the date the Performance Rights are granted using a Monte Carlo Simulation valuation model. The following assumptions were considered in the valuation of Performance Rights issued during the year ended June 30, 2016:

Grant date share price (\$)	\$1.22
Exercise price (\$)	\$0.00
Dividend yield	3.65c per share, growing at 20% per year
Expected volatility	45%
Risk-free interest rate	1.84%
Life of Option ⁽¹⁾	2 years

⁽¹⁾ Performance Rights will be exercised immediately upon vesting as there is no exercise price.

All Performance Rights granted for the benefit of the Chief Executive Officer have a four-year vesting period. All Performance Rights granted for the benefit of other employees vest in equal proportions on an annual basis over either two or three years. The Performance Rights are exercisable immediately at vesting date, subject to achievement of the relevant performance hurdles.

The following tables outline the movements in Performance Rights balances of Directors and the KMP during the 2016 financial year, and those Performance Rights which have vested at the year-end.

Total value of performance rights issued:

30 June 2016	Balance at 1 July 2015	Granted	Grant Date	Options exercised	Options cancelled/ forfeited/ other	Options expired without exercise	Net change	Balance at end of period	Amount vested at June 30, 2016
	\$	\$		\$	\$	\$	\$	\$	\$
S. Wooldridge	261,080	-	-	-	(86,539)	-	(86,539)	174,541	-
M. Fahey	-	120,043	16/10/2015	-	(49,560)	-	70,483	70,483	-
Total	261,080	120,043		-	(136,099)	-	(16,056)	245,024	-

Total number of performance rights issued:

30 June 2016	Balance at 1 July 2015	Granted	Grant Date	Options exercised	Options cancelled/ forfeited/ other	Options expired without exercise	Net change	Balance at end of period	Amount vested at June 30, 2016
		No.		No.	No.	No.	No.	No.	No.
S. Wooldridge	122,248	-	-	-	(42,188)	-	(42,188)	80,060	-
M. Fahey	-	112,000	16/10/2015	-	(42,000)	-	70,000	70,000	-
Total	122,248	112,000		-	(84,188)	-	27,812	150,060	-

Shareholdings of key management personnel

	Balance 1 July 2015	Net change	Balance 30 June 2016
30 June 2016			
Directors			
Murray Bleach	74,380	198,775	273,155
Dr. Ronald Watts	1,696,739	33,632	1,730,371
Paul Meehan	4,749,134	49,859	4,798,993
Nitin Singhi	-	3,000	3,000
Mark De Kock	-	-	-
Executives			
Scott Wooldridge	-	-	-
Michael Fahey	-	-	-
Total	6,520,253	285,266	6,805,519

Shareholdings of key management personnel

	Balance 1 July 2014	Net change	Balance 30 June 2015
30 June 2015			
Directors			
Murray Bleach	-	74,380	74,380
Dr. Ronald Watts	1,659,898	36,841	1,696,739
Paul Meehan	4,727,091	22,043	4,749,134
Stephen Twaddell	1,796,209	33,231	1,829,440
Valerie Duncan	750,000	10,000	760,000
Philip Randall	-	123,356	123,356
Executives			
Scott Wooldridge	-	-	-
Michael Fahey	-	-	-
Total	8,933,198	299,851	9,233,049

Transactions with related parties:

Transactions between related parties are on normal commercial terms and conditions no more favourable than those available to other parties unless otherwise stated. Outstanding balances at year end are unsecured and interest free. No guarantees have been provided or received.

The following transactions occurred with related parties:

	Consolidated Group	
	2016	2015
	\$	\$
Key Management Personnel		
Meehan's Solicitors Pty Ltd - Legal services rendered	1,668	6,484

4.4 Company Performance

The Group reported positive results for the financial year ended 30 June 2016 with Operating net profit after tax of \$3.5 million compared to \$2.4 million in the prior year.

	FY16	FY15	FY14	FY13	FY12
Revenue & other income (\$'000's)	33,978	32,049	25,655	22,166	17,372
Net profit / (loss) after tax (\$'000's)	(449)	(2,148)	3,512	4,376	3,611
Operating profit after tax (\$'000's)	3,520	2,395	4,504	4,867	3,975
Earnings per share – Operating	13.56 cents	9.22 cents	17.29 cents	19.48 cents	15.13 cents
Market capitalisation	\$30.6m	\$23.9m	\$81.3m	\$76m	\$44m
Closing share price	\$1.18	\$0.92	\$3.15	\$3.00	\$1.77

This director's report is signed in accordance with a resolution of the Board of Directors.



Murray Bleach

Director

Dated: 18 August 2016

Corporate Governance Statement

Energy Action Limited (“Energy Action”) is committed to the achievement of superior financial performance and long-term prosperity, while meeting stakeholders’ expectations of sound corporate governance practices. The Energy Action Board determines the corporate governance arrangements. As with all its business activities, Energy Action is proactive in respect of corporate governance and puts in place those arrangements which it considers are in the best interests of shareholders, and consistent with its responsibilities to other stakeholders.

This statement, as a listed entity, must comply with the Corporations Act 2001 (Cth), the ASX Listing Rules and other Australian and international laws. ASX Listing rules require the company to report on the extent to which it has followed the Corporate Governance Recommendations contained in the ASX Corporate Governance Council’s third edition of its Corporate Governance Principles and Recommendations (ASXCGC Recommendations). The Principles can be viewed at www.asx.com.au. The Principles are not prescriptive; however, listed entities (including Energy Action) are required to disclose the extent of their compliance with the Principles, and to explain why they have not adopted a Principle (the ‘if not, why not’ approach). The Principles have operated throughout the year unless otherwise indicated.

The table at the end of this statement provides cross references between the disclosures and statements in this Corporate Governance statement and the relevant ASX Principles

1. The Board of Directors

The Board operates in accordance with the general principles set out in its Charter which can be viewed in the Corporate Governance section of the Company’s website

1.1 Role of the Board

The role of the Board is to create sustainable shareholder wealth in a manner consistent with the Company’s constitution and principles of good corporate governance. The Board achieves this by representing the interests of shareholders in setting and overseeing the company’s values, direction, strategies, financial objectives and performance within a framework of prudent and effective controls for the assessment and management of risk. The Board has adopted a formal charter of Directors’ functions and matters that are delegated to management, having regard to the recommendations in the Principles.

An outline of the Board’s responsibilities under the charter is set out below:

Strategic Direction

- Oversight of the strategic direction for Energy Action and endorsing Energy Action’s strategy developed by the Chief Executive Officer (CEO);
- Decision making in relation to matters of a sensitive or extraordinary nature;
- Providing advice and counsel to management on a periodic and ad hoc basis; and,
- Ensuring management implement the policies and decisions of the Board.

Governance

- Undertaking all reasonable measures to ensure best practice corporate governance;
- Monitoring the performance of the CEO and approving senior management remuneration policies and practices;
- Reporting to shareholders.

Compliance

- Undertaking all reasonable measures to ensure that appropriate compliance frameworks and controls are in place and are operating effectively;
- Approving and monitoring the effectiveness of and compliance with policies governing the operations of Energy Action.

Risk Management

- Monitoring the integrity of internal control and reporting systems; and,
- Monitoring strategic risk management systems, including the review of processes for identifying areas of significant business risk, monitoring risk management policies and procedures, monitoring insurance coverage and oversight of internal controls and review of major assumptions used in the calculation of significant risk exposure.

Operating Performance

- Approving decisions concerning the capital of Energy Action, including capital restructures;
- Reviewing and approving the annual operating budget, the annual and half-yearly statutory financial statements and monitoring the financial results on an on-going basis; and,
- Determining dividend policy and approving dividends.

Operational Development

- The appointment of the CEO and the approval of the succession plan; and,
- Endorsing the appointment of the CEO's direct reports.

The Energy Action Constitution

The Energy Action Constitution is Energy Action's key governance document. The Board ensures that it and Energy Action complies with the provisions of the Constitution.

Compliance with Laws

Energy Action recognises that it must comply with the Corporations Act, as well as all other applicable laws. The ASX Listing Rules are also applicable. Examples of applicable areas of regulation include:

- AFSL Compliance;
- Occupational health and safety legislation;
- Employment related laws;
- Environmental protection legislation;
- Anti-discrimination legislation;
- Taxation legislation; and,
- Competition and Consumer Act 2010

As a company which is planning to operate in other jurisdictions, Energy Action recognises that it must ensure that it is aware of and complies with all applicable laws in those jurisdictions.

At least once each year, the Directors will review this Charter and approve any required amendments including those required to comply with the ASX Principles.

1.2 Composition of the Board

It is intended that the Board should comprise a majority of non-executive Directors with a broad range of skills, expertise and experience, consistent with the Energy Action Diversity & Inclusion Policy.

The appointment and removal of Directors is governed by Energy Action's Constitution. Under Energy Action's Constitution the Board must comprise of a minimum of three (3) Directors. The Board is responsible for selecting and approving its own candidates to fill any casual vacancies that may arise on the Board with the assistance of the Nomination Committee. Directors who have been appointed to fill casual vacancies must offer themselves for re-election at the next annual general meeting of Energy Action. In addition, at each annual general meeting, at least one Director must be a candidate for re-election and no Director shall serve more than three years without being a candidate for re-election.

In July 2015, Philip Randall, a non-executive Director passed away suddenly. In August 2015 Mrs Valerie Duncan, a non-executive Director retired from the Board. On the 12th August 2015, Mr Nitin Singhi, was appointed as an independent non-executive Director and on the 17th August 2015, Mr Mark de Kock, joined the Board as a non-executive Director. Profiles of these Directors, including details of their skills, experience and expertise can be found in the Directors' report.

The composition post the above Director changes is a five member Board comprising of 5 non-executive Directors of which 2 are independent (Murray Bleach and Nitin Singhi). This is in line with the Board seeking to sustain and improve shareholder value by adding independent Directors progressively.

At the 2015 AGM, Dr. Ronald Watts stood down as Chairman of the Board and Murray Bleach was elected Chairman.

The Company Secretary is accountable directly to the Board, through the Chairman, on all matters to do with the proper functioning of the Board.

1.3 Independence

The independence of Directors is determined by objective criteria acknowledged as being desirable to protect investor interests and optimise the financial performance and returns to investors. The Board regularly assesses the independence of its Directors. In determining the status of a Director, Energy Action considers that a Director is independent when he or she is independent of management and free of any business or other relationship that could materially interfere with, or could reasonably be perceived to interfere with the exercise of unfettered and independent judgement. Energy Action's criteria for assessing independence is in line with standards set by the Principles.

The Board requires each Director to disclose any new information, matter or relationship which could, or could reasonably be perceived to, impair the Director's independence, as soon as these come to light. All material personal interests are verified at each Board meeting under a standing agenda item.

The Board also has procedures in place to ensure it operates independently of management. Non-executive Directors meet together periodically in the absence of executives of the company to discuss the operation of the Board and a range of other matters.

The Board believes the separation of the roles of Chairman and Chief Executive Officer, the Chairman being an independent Director and the balance of the Board comprising 1 independent and 3 non-independent Directors is appropriate.

Directors' shareholdings are set out in the Remuneration Report.

1.4 Term of office and re-election of Directors

At appointment, each non-executive Director of Energy Action has received a letter of appointment which details the key terms of their appointment, including their powers, rights and obligations. Energy Action's senior executives, including the CEO, have formalised job descriptions and, as with all Energy Action employees, letters of appointment.

The Board has established a Nomination Committee which as at 30 June 2016 consisted of an independent Chairman, Nitin Singhi, Murray Bleach, Dr Ronald Watts and Paul Meehan.

A copy of the Nomination Committee Charter which sets out the roles and responsibilities of the Committee is available on the company's website.

In making recommendations to the Board regarding the appointment of Directors, the Nomination Committee assesses the appropriate mix of skills, experience and expertise required by the Board and assesses the extent to which the required skills and experience are represented on the Board. When a vacancy exists, the Nomination Committee determines the selection criteria based on the skills deemed necessary. The Committee identifies potential candidates, and if appropriate, will utilise an external consultant to assist in identifying potential candidates. The Board then appoints the most suitable candidate.

The company will undertake appropriate background checks and screening checks prior to nominating a Director for election by shareholders and provides to shareholders all material information in its possession concerning the Director standing for election or re-election in the explanatory notes to accompany the notice of meeting.

New Directors will participate in an induction program to assist them to understand Energy Action's business and the particular issues it faces.

All Directors are elected by shareholders at the Annual General Meeting following their appointment and thereafter subject to re-election at least once every three years.

1.5 Access to information and independent advice

The Board collectively has the right to seek independent professional advice as it sees fit. Each Director individually has the right to seek independent professional advice, subject to the approval of the Chairman. All Directors have direct access to the Company Secretary.

Directors also have complete access to the senior management team. In addition to regular reports by senior management to the Board meetings, Directors may seek briefings from senior management on specific matters and are entitled to request additional information at any time when they consider it appropriate.

2. Board Committees

The Board generally operates as a whole across the range of its responsibilities but, to increase its effectiveness, uses committees where closer attention to particular matters is required. The role of the Board Committees is to make recommendations to the Board on matters set out in each Committee's Charter. The Charters for the Audit & Risk Management, Remuneration and Nomination Committees are available on the corporate governance section of the Company's website.

The Audit & Risk Management Committee (ARMC) and the Remuneration & Nomination Committees composition as at 30 June 2016 are set out below. Details regarding the number of Board meetings and Committee meetings held during the year and the attendance of each member will be set out in the 2016 Annual Report.

2.1 Audit & Risk Management Committee

Members

The Audit & Risk Management Committee as at 30 June 2016 comprises Nitin Singhi, independent non-executive Director, Murray Bleach, independent non-executive Director and Paul Meehan, non-executive Director. Murray Bleach stood down as Chairman of the Committee in November 2015 and Nitin Singhi was appointed Chairman of the Committee. The Committee comprises a majority of independent Directors.

Role The ARMC's role is to assist the Board in fulfilling its responsibility for overseeing the quality and integrity of the accounting, audit, financial and risk management practices of Energy Action.

Responsibilities The ARMC's responsibilities include:-

- Review the internal control and compliance systems of Energy Action;
- Monitor the integrity of the financial statements of Energy Action;
- Consider significant financial reporting issues and judgements made in connection with Energy Action's financial statements;
- Monitor and review the performance of the external audit function and make recommendations to the Board;
- Monitor compliance by the Company with legal and regulatory requirements; and,
- Where appropriate, and at least twice a year, meet privately with the external auditor to discuss any matters that the Committee or the External Auditor believe should be discussed privately.

A copy of the ARMC Charter and Risk Management and Audit Policy is available on the Company's website.

Composition The Committee is chaired by an independent non-executive Director and currently comprises three non-executive Directors, two of whom are independent Directors and financially literate. The Chairman of the Board is not permitted to chair the committee. Mr Nitin Singhi was appointed to the committee effective 12 August 2015. The Committee met on three (3) occasions during the year to 30 June 2016. Please refer to the Directors' Report for more information on members, including attendance at committee meetings.

Consultation The CEO and Chief Financial Officer (CFO) are invited to attend all committee meetings. Other members of management may also attend by invitation. The committee has access to financial and legal advisers as it considers appropriate. The committee also meets with the external auditor to ensure the committee can be satisfied that the auditors have had the full cooperation of management in conducting the audit functions and to give the auditor the opportunity to raise any matters of concern. The external auditor must monitor its independence and report to the committee every six months that it has remained independent.

External Auditor The external auditor is appointed by the Board and approved by shareholders in accordance with the requirements of the Corporations Act. The ARMC is responsible for reviewing the terms of appointment of the external auditor and for making recommendations to the Board regarding the appointment of the external auditor. It is the Company's policy to require that the external audit partner be rotated within 5 years from the date of appointment. Significant permissible non-audit assignments awarded to the external auditor must be approved in advance by the ARMC (or its chairman between meetings). All non-audit assignments are to be reported to the ARMC every six

months. The Board and the ARMC are of the view that, at the present time, Ernst & Young is best placed to provide the Company's audit services. Ernst & Young is a top tier professional services firm. It has provided audit services to the Group since its listing and is familiar with its structure and assets. The external auditor is required to be independent from the Company and Energy Action. Ernst & Young meets this requirement. The external auditor will attend Energy Action's annual meeting and will be available to answer shareholder questions on the conduct of the audit, and the preparation and content of the auditor's report.

2.2 Remuneration Committee

Members

The Remuneration Committee, as at 30 June 2016 comprises four non-executive Directors being Nitin Singhi, independent non-executive Chairman, Murray Bleach, independent non-executive Director, Paul Meehan, non-executive Director and Mark de Kock, non-executive Director. Nitin Singhi and Mark de Kock joined the Committee in August 2015 following their appointment as Directors. Murray Bleach stood down as Chairman of the Committee in November 2015 and Nitin Singhi was appointed Chairman of the Committee. Valerie Duncan retired from the Committee effective 31 August 2015. The Board aims to progressively appoint independent Directors onto the Committee.

Role

The role of the Committee is to oversee remuneration matters to ensure they are in line with strategic goals and enable the Company to attract and retain high calibre executives and Directors who will create value for shareholders.

Responsibilities

The responsibilities of the Committee in respect of remuneration include:

- Ensure Directors and executives are fairly and responsibly remunerated having regard to the performance of the Company, the performance of the executives and the general remuneration environment;
- Assisting the Board in determining an appropriate remuneration framework for senior management and remuneration, recruitment, retention and termination policies;
- Making recommendations to the Board on the Chief Executive Officer's remuneration, (including short and long term incentive plans and performance targets);
- Liaising with external advisors on remuneration-related matters, if and when external remuneration advice is needed.

For further information in regards to the Company's remuneration framework, please refer to the Remuneration Report, including a detailed description of the structure of non-executive Directors' remuneration and senior executives' remuneration.

Composition

The Committee is chaired by an independent non-executive Director and currently comprises four non-executive Directors, two of whom are independent Directors and financially literate. The Chairman of the Board is not permitted to chair the committee. Mr Nitin Singhi was appointed to the committee effective 12 August 2016. Mr Mark de Kock was appointed to the committee

effective 17 August 2015. The Committee met on three occasions during the year to 30 June 2016. Please refer to the Directors' Report for more information on members, including attendance at committee meetings.

Consultation	The committee may obtain information from, and consult with, management and external advisers, as it considers appropriate.
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Charter	The Remuneration Committee's charter which sets out further details on the role and duties of the committee is available in the corporate governance section of the Company's website.
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2.3 Nomination Committee

Members	The Nomination Committee, as at 30 June 2016 comprised four non-executive Directors, two of whom are independent Directors. In July 2015, Philip Randall passed away suddenly and in August 2015 Valerie Duncan retired from the Committee. In June 2016, Nitin Singhi, independent non-executive Director was appointed to the Committee and appointed as Chairman to replace Dr. Ronald Watts, non-executive Director. The other members of the Committee are Murray Bleach, independent non-executive Director and Paul Meehan, non-executive Director. The Board aims to bring on additional independent Directors onto the committee.
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Role	The role of the committee is to oversee matters and policies to ensure succession planning, recruitment, appointment and remuneration of non-executive Directors. The Committee met once during the financial year.
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Responsibilities	<p>The responsibilities of the committee in respect of Nomination include:</p> <ul style="list-style-type: none"> ■ Review and recommend to the Board the size and composition of the Board; including review of Board succession plans and the succession of the Chairman and CEO; ■ Review and recommend to the Board the criteria for Board membership, including assessment of necessary and desirable competencies of Board members; ■ Review Board membership and make recommendations to the Board regarding its membership; and, ■ Assist the Board as required in relation to the performance evaluation of the Board, its committees and individual Directors, and in developing and implementing plans for identifying, assessing and enhancing Director competencies.
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Composition	The committee is chaired by an independent non-executive Director. In June 2016, Dr Ronald Watts stepped down as Chairman and Nitin Singhi, independent non-executive Director was appointed to
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the committee and appointed Chairman. Please refer to the Directors' Report for more information on members, including attendance at committee meetings.

Consultation	The committee may obtain information from, and consult with, management and external advisers, as it considers appropriate.
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Charter	The Nomination Committee's charter which sets out further details on the role and duties of the committee is available in the corporate governance section of the Group's website.
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3. Performance evaluation and remuneration

3.1 Performance Evaluation

The Nominations Committee is responsible for determining the process for evaluating Board Performance. Evaluations are normally undertaken annually and the process led by the Chairman. The results of the current review are being reviewed at the date of this report.

The annual performance review involves all Directors completing a questionnaire including allowance for additional comments or raising any issues relating to the Board's or a committee's operation. The results of the review will be compiled by the Chairman and discussed with Board members as a whole at an appropriate Board meeting. The purpose of the review is to assess the strengths and weakness of the Board and Committees, and identify areas that might be improved. The findings of the performance review are considered by the Board and continue to be taken into account in identifying and nominating new candidates for appointment as Director, and in planning and conducting Board and committee matters. Directors are able to raise concerns regarding an individual Director's performance with the Chairman at any time during the year.

The performance of the Chief Executive Officer (CEO) is reviewed by the Board on a periodic basis. The Chairman co-ordinates the comments of all directors to provide a written assessment to the CEO. This is supported by half year verbal reviews by the Chairman.

The performance of the Company's senior executives is reviewed by the Chief Executive Officer as part of the annual remuneration review process and reported to the Remuneration Committee. The reviews usually take place in July/August of each year. Further details regarding the remuneration review process are set out in the Remuneration Report.

3.2 Director and Executive Remuneration

Remuneration levels are competitively set to attract and retain appropriately qualified and experienced personnel. Performance, duties and responsibilities, market comparison and independent advice are all considered as part of the remuneration process. The total remuneration paid to Directors and key management personnel for the year ended 30 June 2016 is set out in the Remuneration Report.

Directors' fees are reviewed annually and are benchmarked against fees paid to Directors of similar organisations. Non-executive Directors are not provided with retirement benefits other than statutory superannuation and do not participate in employee incentive schemes or bonus payments. Executive Directors', as well as senior executives' remuneration packages comprise salary and short-term incentives (i.e. bonus).

To ensure that Energy Action's senior executives properly perform their duties, the following procedures are in place:

- Performance is formally assessed twice each year as part of Energy Action's formal employee performance review process; the full year achievement review takes place in July at the end of the financial year;
- All employees were assessed in terms of their achievement of agreed KPI's (both financial and non-financial) for the period;
- There is a strong link between the outcomes of this performance review process and the subsequent remuneration review as outlined in the Remuneration Report; and,
- Executives are provided with access to continuing education to update and enhance their skills and knowledge.

4. Risk Management and internal controls

4.1 Risk Management Framework

Energy Action has a formalised risk management framework. The identification and effective management of risk, including calculated risk taking is viewed as an essential part of the Company's approach to creating long term shareholder value. Compliance with risk management policies is monitored by the ARMC. The Risk Management and Audit Policy is included on the Groups website. As part of its risk monitoring duties, the ARMC is required to:

- Oversee and approve risk management, internal compliance and control policies and procedures of the Company;
- Oversee the design and implementation of the risk management and internal control systems
- Regularly monitor risk management reports provided by management; and,
- Assess at regular intervals whether Energy Action's internal financial control systems, risk management policies and risk management systems are adequate.

4.2 Internal controls framework

Energy Action has a robust risk management framework in place for identifying, assessing, monitoring and managing its risks. A key component of the framework is a periodical Operational Risk Self-Assessment (ORSA) whereby management workshop key risks and controls in place and their effectiveness. Findings resulting from this assessment are reported to the ARMC, which in turn reports on this to the Board. During the year, management has reported to the ARMC as to the manner in which it manages its material risks, the effectiveness of the framework and the results of the annual ORSA.

Considerable importance is placed on maintaining a strong control environment through an organisation structure with clearly drawn lines of accountability and authority.

At this point in time, the Board is of the opinion that the structure of the Company does not warrant an internal audit function. This policy is subject to ongoing review.

The Board of Energy Action has received assurance from the CEO and CFO that their confirmation given to the Board in respect of the integrity of financial statements is founded on a sound system of risk management and internal control which implements the policies adopted by the Board and that the system is operating in all material respects in relation to financial reporting risks.

5. Energy Action governance policies

5.1 Integrity, ethical standards and compliance

Energy Action is committed to being a good corporate citizen and has a robust framework of policies to achieve this. These include:

- The practices necessary to maintain confidence in the company's integrity;
- The practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders; and,

- The responsibility and accountability of individuals for reporting and investigating reports of unethical practices.

Energy Action has established a Code of Conduct for its Directors and employees which forms the basis for ethical behaviour and is the framework that provides the foundation for maintaining and enhancing the Company's reputation. The objective of the Code is to ensure that all stakeholders and the broader community can be confident that the Company conducts its affairs honestly in accordance with ethical values and practices.

The Code sets the standards for dealing ethically with employees, investors, customers, regulatory bodies and the financial and wider community, and the responsibility and accountability of individuals for reporting and investigating reports of unethical behaviour.

A full copy of the Code of Conduct is posted on the Corporate Governance section of the Group's website.

Directors are provided with Board reports in advance of Board meetings which contain sufficient information to enable informed discussion of all agenda items.

The Board has the responsibility for the integrity of Energy Action's financial reporting. To assist the Board in fulfilling its responsibility, the processes discussed below have been adopted with a view to ensuring that the Company's financial reporting is a truthful and factual presentation of Energy Action's financial performance and position.

5.2 Dealing in Securities

The Company has in place a formal Security Trading Policy which regulates the manner in which Directors and staff involved in the management of the Company can deal in Company securities. It requires that they conduct their personal investment activities in a manner that is lawful and avoids conflicts between their own interests and those of the Company and contains all contents suggested in the ASX Corporate Governance Principles and Recommendations.

The policy specifies trading blackouts as the periods during which trading securities cannot occur. Trading is always prohibited if the relevant person is in possession of non-public price sensitive information regarding the Company. A copy of the current Security Trading Policy is available on the Company's website.

5.3 Diversity & Inclusion

The September 2011 Diversity Policy was updated and renamed the Diversity & Inclusion Policy in July 2016. The Policy includes requirements for the Board to establish measurable objectives for achieving gender diversity and for the Board to assess annually both the objectives and progress in achieving them. The objectives set by the Board, which are included in the Policy, are as follows:

- Selecting and appointing Directors from a diverse pool of talent by developing an appointment process for future Directors that takes diversity of background into account, in addition to previous Board and leadership experience and experience in a specified field.
- Considering the Diversity & Inclusion Policy when assessing, selecting and making recommendations to the Board on senior executive appointments. In considering these recommendations the Board is also required to take into account the objectives of this policy.
- Implementing policies and training which address impediments to diversity in the workplace.
- Implementing initiatives designed to identify, support and develop talented individuals with leadership potential to prepare them for senior management and Board positions. For example, in the case of gender diversity, such initiatives include:
 - mentoring programs; and,
 - supporting the promotion of talented women into management positions.
- Networking opportunities.
- Identifying ways to entrench diversity as a cultural priority across the group.
- Setting targets for women's participation in the Board, senior management and across all employees and report such in the Annual Report.

Energy Action strives for diversity and respects the unique contributions that may be made by employees with diverse backgrounds, experiences and perspectives. Energy Action strongly believes diversity allows the provision of exceptional customer service to an equally diverse community. In order to attract and retain a diverse workforce and, in turn, a broad and varied customer base, Energy Action is committed to providing an environment in which all employees are treated with fairness and respect, and have equal access to opportunities available in the workplace.

Energy Action's approach is about being flexible in the way we think, act and work. It is part of our on-going commitment to develop an inclusive workforce by recognising and accommodating individual circumstances and our work commitments.

Diversity in general:

- Energy Action currently has specific flexible working arrangements with 16 employees representing 11 % of total staff (male & female employees).
- Energy Action has in its employment staff from 19 different cultural backgrounds.

The Board set the following measurable objectives for achieving diversity for the reporting year:

- Ensuring the Remuneration Committee actively monitors all aspects of diversity at each meeting and where elements of diversity need improvement that improvement targets are met.
- Ensure that our merit-based system remains the only mechanism adopted when employees, managers, senior managers, national managers, senior executives and Directors are appointed.
- Ensure that applicants continue to be selected from diverse candidate pools and continue to be interviewed by a diverse selection interview panel.

All of the above items were successfully in operation during the year ended 30 June 2016. As at 30 June 2016, there were no women on the Board, 27% of management positions were filled by women and 41% of employees are female. A copy of the Code of Conduct, Trading Policy and Diversity & Inclusion Policy is available on the Company's Website.

5.4 Health, safety and environment

The Company has continued its emphasis on health and safety in the workplace with the aim of ensuring that people achieve outcomes in a safe manner, thereby contributing to operational effectiveness and business sustainability. The Company has an occupational health and safety policy and a new management system in place. MANGO, a web based safety management tool for housing safety information, record keeping and incident reporting was introduced across the PAS division. The Company's safety performance is reported regularly to the Board to assist the Board in monitoring compliance with the Company's policy and the relevant regulatory requirements.

During FY2016 there were no reported environmental incidents and one day incurred on a Lost Time Injury.

5.5 Continuous disclosure and communications with shareholders

The Company is committed to providing relevant and timely information to its shareholders and to the broader market, in accordance with its obligations under the ASX continuous disclosure regime. The Board has a Disclosure Policy, details of which are accessible in the Corporate Governance section on the Company's website. The policy includes procedures for dealing with potentially price-sensitive information which includes referral to the CEO, CFO and Company Secretary and sometimes the Board for a determination as to disclosure required. The ASX liaison person is the Company Secretary of Energy Action. Energy Action has adopted a Communication Policy. The cornerstone of this policy is the delivery of timely and relevant information as described below:

- Investors receive an annual report and updates which keep them informed of Energy Action's performance and operations.

- Shareholders are able to provide their email address to Energy Action's share registry, Link Market Services Limited to enable all communications from the company to be received electronically. Contact details for Link Market Services Limited are on the company's website.
- After lodging market-sensitive information with ASX, Energy Action's policy is to place the information on its website, including annual and half year results announcements and investor presentations as soon as practically possible. Energy Action's website (energyaction.com.au) contains recent announcements, presentations and past and current reports to shareholders.
- Domestic investor roadshows are held periodically throughout Australia. Where they contain new information, investor and roadshow presentations are released to the ASX and included on the Group's website.
- For formal meetings, an explanatory memorandum on the resolutions is included with the notice of meeting. Presentations by the chairman and CEO are webcast.
- Full copies of notices of meetings are placed on the Energy Action website. Unless specifically stated in the notice of meeting, all holders of fully paid securities are eligible to vote on all resolutions. In the event that shareholders cannot attend formal meetings, they are able to lodge a proxy on line in accordance with the Corporations Act.

ASX Corporate Governance Council's Principles and Recommendations

ASX Principle		Reference^	Compliance
PRINCIPLE 1 – LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT			
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its Board and management; and, (b) those matters expressly reserved to the Board and those delegated to management.	1.1	Comply
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a Director; and, (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a Director.	1.4	Comply
1.3	A listed entity should have a written agreement with each Director and senior executive setting out the terms of their appointment.	1.4 and 2016 Remuneration Report	Comply
1.4	The Company Secretary of a listed entity should be accountable directly to the Board, through the Chair, on all matters to do with the proper functioning of the Board.	1.2	Comply
1.5	A listed entity should: (a) have a diversity policy which includes requirements for the Board or a relevant committee of the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them; (b) disclose that policy or a summary of it; and, (c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the Board or a relevant Committee of the Board in accordance with the entity's diversity policy and its progress towards achieving them, and either: (1) the respective proportions of men and women on the Board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or (2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act	5.3	Comply

1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the Board, its committees and individual Directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process</p>	3.1	<p>As at 30 June 2016, do not comply for 1.6(b) however a Board and Committee performance evaluation was undertaken in August 2016.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and,</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	3.2	Comply
PRINCIPLE 2 – STRUCTURE THE BOARD TO ADD VALUE			
2.1	<p>The Board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director,</p> <p>and disclose:</p> <p>(3) the charter of the committee</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings</p>	2.3	<p>As at 30 June 2016, the Committee has four Directors, two are independent Directors.</p>
2.2	<p>A listed entity should have and disclose a Board skills matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its membership</p>	1.2	Comply
2.3	<p>A listed entity should disclose:</p> <p>(a) the names of the Directors considered by the Board to be independent Directors;</p> <p>(b) if a Director has an interest, position, association or relationship of the type described in Box 2.3 but the Board is of the opinion that it does not compromise the independence of the Director, the nature of the interest, position, association or relationship in question and an explanation of why the Board is of that opinion; and</p> <p>(c) the length of service of each Director</p>	1.2	<p>Details disclosed in the 2016 Directors Report</p>

2.4	A majority of the Board of a listed entity should be independent Directors.	1.3	As at 30 June 2016, the Board has five Directors, two are independent Directors.
2.5	The chair of the Board of a listed entity should be an independent Director and, in particular, should not be the same person as the CEO of the entity.	1.2	Comply
2.6	A listed entity should have a program for inducting new Directors and provide appropriate professional development opportunities for Directors to develop and maintain the skills and knowledge needed to perform their role as Directors effectively.	1.4	Comply
PRINCIPLE 3 – ACT ETHICALLY AND RESPONSIBLY			
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its Directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	5.1	Comply
PRINCIPLE 4 – SAFEGUARD INTEGRITY IN CORPORATE REPORTING			
4.1	<p>The Board of a listed entity should:</p> <p>(a) have an Audit Committee which:</p> <p>(1) has at least three members, all of whom are non-executive Directors and a majority of whom are independent Directors; and</p> <p>(2) is chaired by an independent Director, who is not the chair of the Board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings.</p>	2.1	Comply

4.2	The Board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	4.2	Comply
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	2.1	Comply
PRINCIPLE 5— MAKE TIMELY AND BALANCED DISCLOSURE			
5.1	A listed entity should: (a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and, (b) disclose that policy or a summary of it.	5.5	Comply
PRINCIPLE 6—RESPECT THE RIGHTS OF SECURITY HOLDERS			
6.1	A listed entity should provide information about itself and its governance to investors via its website.	5.5	Comply
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	5.5	Comply
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	5.5	Comply
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	5.5	Comply

PRINCIPLE 7—RECOGNISE AND MANAGE RISK			
7.1	The Board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;	4.1, 4.2	Comply
7.2	The Board or a committee of the Board should: (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and (b) disclose, in relation to each reporting period, whether such a review has taken place.	4.2	Comply
7.3	A listed entity should disclose: (a) if it has an internal audit function, how the function is structured and what role it performs; or (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	4.2	Comply – The Company's internal audit function is carried out by the Company's Audit and Risk Management Committee.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	4.1, 4.2	Comply
PRINCIPLE 8—REMUNERATE FAIRLY AND RESPONSIBLY			
8.1	The Board of a listed entity should: (a) have a remuneration committee which: (1) has at least three members, a majority of whom are independent Directors; and (2) is chaired by an independent Director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and	2.2	As at 30 June 2016, do not comply for 8.1(a) (1) as the Remuneration Committee comprised two independent and two non-independent Directors.

	the individual attendances of the members at those meetings.		
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive Directors and the remuneration of executive Directors and other senior executives.	2.2	Comply
8.3	<p>A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	5.2 and 2016 Remuneration Report	Comply

All references are to sections of this Corporate Governance Statement unless otherwise stated

Financial Statements

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2016

	Note	Consolidated Group	
		2016	2015
		\$	\$
Revenue	6	33,577,492	31,653,926
Other income	6	401,216	395,289
Total Revenue		33,978,708	32,049,215
Cost of goods and services sold		(6,172,886)	(5,413,726)
Employee benefits expense	6	(16,193,083)	(15,963,591)
Deferred consideration on acquisitions	4	(3,850,327)	(3,749,245)
Acquisition, transaction and restructuring related costs	6	(169,399)	(920,126)
Rental expense	6	(1,141,438)	(1,227,606)
Travel costs	6	(567,281)	(669,742)
Administration expenses	6	(3,359,613)	(4,005,358)
EBITDA*		2,524,681	99,821
Depreciation and amortisation expense	6	(1,319,921)	(1,158,077)
EBIT**		1,204,760	(1,058,256)
Financing costs	6	(462,725)	(302,341)
Profit / (loss) before income tax		742,035	(1,360,597)
Income tax expense	7	(1,191,434)	(786,981)
Loss for the period attributable to owners of the parent entity		(449,399)	(2,147,578)
Other comprehensive loss net of income tax that may be reclassified subsequently to profit and loss			
Exchange differences on translation of foreign operations		(18,889)	(14,897)
Total comprehensive loss for the period attributable to owners of the parent entity		(468,288)	(2,162,475)
Loss per share:		Cents	Cents
Basic loss per share for the year attributable to ordinary equity holders of the parent	8	(1.73)	(8.28)
Diluted loss per share for the year attributable to ordinary equity holders of the parent	8	(1.73)	(8.28)

*EBITDA = Earnings before Interest, Tax, Depreciation & Amortisation

** EBIT = Earnings before Interest & Tax

Consolidated Statement of Financial Position

As at 30 June 2016

	Note	Consolidated Group	
		2016	2015
		\$	\$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	10	1,207,046	1,740,288
Cash held in escrow	10	-	1,000,000
Trade and other receivables	11	4,969,770	5,868,825
Other assets	14	1,468,736	1,168,986
TOTAL CURRENT ASSETS		7,645,552	9,778,099
NON-CURRENT ASSETS			
Trade and other receivables	11	85,509	93,098
Property, plant and equipment	12	801,237	896,782
Other assets	14	868,944	898,941
Other Intangible assets	13	2,805,478	2,175,485
Goodwill	13	9,944,796	9,942,429
Customer relationships	13	1,645,257	1,884,351
TOTAL NON-CURRENT ASSETS		16,151,221	15,891,086
TOTAL ASSETS		23,796,773	25,669,185
CURRENT LIABILITIES			
Trade and other payables	15	5,567,651	6,202,921
Current tax liabilities	16	47,052	-
Short-term provisions	17	1,312,597	1,277,525
TOTAL CURRENT LIABILITIES		6,927,300	7,480,446
NON-CURRENT LIABILITIES			
Other long-term provisions	17	357,270	372,667
Loans and Borrowings	18	3,973,358	3,759,538
Deferred tax liability	16	532,566	557,981
TOTAL NON-CURRENT LIABILITIES		4,863,194	4,690,186
TOTAL LIABILITIES		11,790,494	12,170,632
NET ASSETS		12,006,279	13,498,553
EQUITY			
Issued capital	19b	6,537,906	6,537,906
Share based payments reserve		530,998	553,154
Retained earnings		4,971,505	6,422,739
Foreign currency translation reserve		(34,130)	(15,246)
TOTAL EQUITY		12,006,279	13,498,553

The accompanying notes form part of these financial statements

Consolidated Statement of Changes in Equity

For the year ended 30 June 2016

Consolidated Group	Note	Ordinary Issued Share Capital	Share Based Payments Reserve	Retained Earnings	Foreign currency translation reserve	Total
		\$	\$	\$	\$	\$
Balance at 30 June 2014		6,160,906	258,947	10,181,587	(349)	16,601,091
Loss attributable to owners of parent entity		-	-	(2,147,583)	-	(2,147,583)
Foreign currency translation reserve		-	-	-	(14,892)	(14,892)
Total comprehensive income		-	-	(2,147,583)	(14,892)	(2,162,475)
Transaction with owners						
<i>Net share capital issued in the year</i>	19	377,000	-	-	-	377,000
Share based payments	19	-	294,207	-	-	294,207
Dividends paid or provided for		-	-	(1,611,270)	-	(1,611,270)
Balance at 30 June 2015		6,537,906	553,154	6,422,734	(15,241)	13,498,553
Loss attributable to owners of parent entity		-	-	(449,399)	-	(449,399)
Foreign currency translation reserve		-	-	-	(18,889)	(18,889)
Total comprehensive income		-	-	(449,399)	(18,889)	(468,288)
Transaction with owners						
Share based payments	19	-	(22,156)	-	-	(22,156)
Dividends paid or provided for		-	-	(1,001,830)	-	(1,001,830)
Balance at 30 June 2016		6,537,906	530,998	4,971,505	(34,130)	12,006,279

The accompanying notes form part of these financial statements

Consolidated Statement of Cash Flow

For the year ended 30 June 2016

	Note	Consolidated Group	
		2016	2015
		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers (inclusive of GST)		36,388,976	34,560,207
Payments to suppliers and employees (inclusive of GST)		(29,738,629)	(28,633,361)
Payments for deferred consideration	4	(4,142,000)	(1,000,000)
Acquisition and transaction related costs	4	-	(360,668)
Restructuring costs		(169,399)	(112,305)
Interest received		39,053	98,009
Interest paid		(338,115)	(226,998)
Income tax paid		(1,093,603)	(1,760,364)
Net cash provided by operating activities	21	946,283	2,564,520
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	12	(296,453)	(398,203)
Acquisition of Energy Advice Pty Limited	4	-	(5,803,045)
Acquisition of Exergy Holdings Pty Limited	4	-	(138,623)
Software development costs	13	(1,331,243)	(1,053,699)
Net cash used in investing activities		(1,627,696)	(7,393,570)
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends paid by parent entity	9	(1,001,829)	(1,611,270)
Bank loan	18	150,000	4,100,000
Debt establishment fees		-	(438,248)
Bank guarantee fees		-	(37,702)
Net cash provided by/ (used in) financing activities		(851,829)	2,012,780
Net (decrease)/increase in cash held		(1,533,242)	(2,816,270)
Cash (including restricted cash) at beginning of financial year	10	2,740,288	5,556,558
Cash (including restricted cash) at end of financial year	10	1,207,046	2,740,288

The accompanying notes form part of these financial statements

Notes to the Financial Statements for year ended 30 June 2016

Note 1: Corporate Information

The consolidated financial statements and notes represent those of Energy Action Limited and its Controlled Entities (the "consolidated group" or "group" or "EAX") for the year ended 30 June 2016. The financial statements were authorised for issue in accordance with a resolution of the directors on 18 August 2016.

Energy Action Limited ("the Parent") is a company limited by shares incorporated in Australia whose shares are publicly traded on the Australian Securities Exchange. The Group is a for profit entity.

The nature of the operation and principal activities of the Group are described in the directors' report.

Note 2: Summary of Significant Accounting Policies

2.1 Basis of Preparation

The financial statements are general purpose financial statements that have been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the *Corporations Act 2001*.

Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless otherwise stated.

The financial statements have been prepared on an accruals basis and are based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities. The financial report is presented in Australian dollars and all values. The functional currency is also Australian dollars.

The financial report also complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board.

Where necessary, comparatives have been reclassified for consistency with disclosures at 30 June 2016.

2.2 New Accounting Standards and interpretations

(i) Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

The group has adopted the following new and amended Australian Accounting Standards and AASB Interpretations as of 1 July 2015; none of which had a material impact on the financial statements:

- AASB 2015-3 *Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality*
- AASB 2013-9 *Amendments to Australian Accounting Standards – Conceptual Framework, Materiality and Financial Instruments*

(ii) Accounting Standards and Interpretations issued but not yet effective

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective and have not been adopted by the Group for the annual reporting period ending 30 June 2016 are outlined in the table below:

Standard/Interpretation	Effective for the annual reporting period beginning on	Expected to be initially applied in the financial year ending
AASB 2014- 4 Clarification of Acceptable Methods of Depreciation and Amortisation (Amendments to AASB 116 and AASB 138)	January 1, 2016	June 30, 2017
AASB 1057 Application of Australia Accounting Standards	January 1, 2016	June 30, 2017
Annual Improvements 2012-2015 Cycle	January 1, 2016	June 30, 2017
AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle	January 1, 2016	June 30, 2017
AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101	January 1, 2016	June 30, 2017
AASB 2015-9 Amendments to Australian Accounting Standards – Equity Method in Separate Financial Statements	January 1, 2016	June 30, 2017
AASB 2016-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107	January 1, 2017	June 30, 2018
AASB 2016-1 Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses [AASB 112]	January 1, 2018	June 30, 2019
AASB 9 Financial Instruments	January 1, 2018	June 30, 2019
AASB 15 Revenue from Contracts with Customers	January 1, 2018	June 30, 2019
AASB 16 Leases	January 1, 2019	June 30, 2020

The Directors have not yet assessed whether the above amendments and interpretations will have a material impact on the financial report of the Group in the year or period of initial application.

Impact of AASB15 on future reporting periods:

Adoption of AASB15, to apply in FY2019, will require revenue from certain procurement activities to be recognised in the period in which the procurement activity is undertaken. Procurement revenue currently recognised over the term of the underlying energy contract will be brought forward and recognised on inception of the energy procurement contract. This will result in a one-off acceleration of revenue together with the associated commission expense. Management is in the process of calculating this impact.

Impact of AASB16 on future reporting periods:

Adoption of AASB16, to apply in FY2020, will require leases currently treated as operating leases, such as rental of office premises, to be recognised on the balance sheet. This change will impact the classification of certain expenses such as rental expense, depreciation and financing costs. Consequently, non IFRS measures such as EBITDA and EBIT will also be impacted. Management is considering the financial impact of this change.

Note 2: Summary Of Significant Accounting Policies (Continued)**2.3 Key Accounting Policies****a. Principles of Consolidation**

The consolidated financial statements comprise of the financial statements of the Group and its subsidiaries as at 30 June 2016. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the statement of comprehensive income from the date the Group gains control until the date the Group ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- De-recognises the assets (including goodwill) and liabilities of the subsidiary
- De-recognises the carrying amount of any non-controlling interests
- De-recognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities

Subsidiaries are recorded as a component of other revenues in the separate income statement of the parent entity, and do not impact the recorded cost of the investment. Upon receipt of dividend payments from subsidiaries, the parent will assess whether any indicators of impairment of the carrying value of the investment in the subsidiary exist. Where such indicators exist, to the extent that the carrying value of the investment exceeds its recoverable amount, an impairment loss is recognised.

Note 2: Summary Of Significant Accounting Policies (Continued)**b. Business combinations**

Business combinations occur where an acquirer obtains control over one or more businesses.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The business combination will be accounted for from the date that control is attained, whereby the fair value of the identifiable assets acquired and liabilities (including contingent liabilities) assumed is recognised (subject to certain limited exemptions).

When measuring the consideration transferred in the business combination, any asset or liability resulting from a contingent consideration arrangement is also included. Subsequent to initial recognition, contingent consideration classified as equity is not remeasured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or liability is remeasured each reporting period to fair value, recognising any change to fair value in profit or loss, unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the statement of comprehensive income.

The acquisition of a business may result in the recognition of goodwill or a gain from a bargain purchase.

c. Goodwill

Goodwill is carried at cost less accumulated impairment losses. Goodwill is calculated as the excess of the sum of:

- (i) the consideration transferred;
- (ii) any non-controlling interest; and
- (iii) the acquisition date fair value of any previously held equity interest;

over the acquisition date fair value of net identifiable assets acquired.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements.

Fair value uplifts in the value of pre-existing equity holdings are taken to the statement of comprehensive income. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill is tested for impairment annually and is allocated to the Group's cash-generating units or groups of cash-generating units, representing the lowest level at which goodwill is monitored not larger than an operating segment. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity disposed of.

d. Income Tax and other taxes

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expense (income).

Current income tax expense charged to profit or loss is the tax payable on taxable income. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax asset and deferred tax liability balances during the year as well as unused tax losses.

Note 2: Summary Of Significant Accounting Policies (Continued)

Except for business combinations, no deferred income tax is recognised from the initial recognition of an asset or liability, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled and their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where: (a) a legally enforceable right of set-off exists; and (b) the deferred tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

Other taxes

Revenues, expenses and assets are recognised net of the amount of GST except:

- When the GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable
- Receivables and payables, which are stated with the amount of GST included

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flows on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority is classified as part of operating cash flows.

Commitments and contingences are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

e. Plant and Equipment

Each class of plant and equipment is carried at cost or fair value as indicated less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a re-valued asset.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Note 2: Summary Of Significant Accounting Policies (Continued)

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the consolidated group commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Computer equipment	25%-33.3%
Furniture and fittings	10%– 33.3%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When re-valued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

f. Leases

Leases of fixed assets where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership that is transferred to entities in the consolidated group, are classified as finance leases.

Finance leases are capitalised by recognising an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual values. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight-line basis over the shorter of their estimated useful lives or the lease term.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are recognised as expenses in the periods in which they are incurred. Lease incentives under operating leases are recognised as a liability and amortised on a straight-line basis over the lease term. Estimated remediation costs at the conclusion of a lease are accrued on a straight-line basis over the lease term.

Note 2: Summary Of Significant Accounting Policies (Continued)

g. Financial Instruments

Initial recognition and measurement

Financial assets within the scope of AASB 139 are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge as appropriate. The Group determines the classification of its financial assets at initial recognition. The financial assets held by the Group during the past two years only included loans and receivables and available-for-sale financial assets.

Amortised cost is the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the *effective interest method*.

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

The *effective interest method* is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying value with a consequential recognition of an income or expense item in profit or loss.

(i) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Loans and receivables are included in current assets, where they are expected to mature within 12 months after the end of the reporting period.

(ii) *Available-for-sale financial assets*

Available-for-sale financial assets are non-derivative financial assets that are either not suitable to be classified into other categories of financial assets due to their nature, or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments. The only investments held by the Parent are in investments in its subsidiaries.

As the investments are subsidiaries they are measured at cost. When the financial asset is derecognised, the cumulative gain or loss pertaining to that is recognised in the profit or loss.

Available-for-sale financial assets are included in non-current assets where they are expected to be sold within 12 months after the end of the reporting period. All other financial assets are classified as current assets.

(iii) *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

Note 2: Summary Of Significant Accounting Policies (Continued)

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged, cancelled or expired. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

h. Impairment of Non-financial Assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations, are recognised in the income statement in expense categories consistent with the function of the impaired asset.

For assets excluding goodwill, an assessment is made at each reporting date whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the assets or CGUs recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the income statement unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

The following assets have specific characteristics for impairment testing:

Goodwill

Goodwill is tested for impairment annually (as at 30 June) and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets

Intangible assets with indefinite useful lives are tested for impairment annually as at 30 June either individually or at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

Note 2: Summary Of Significant Accounting Policies (Continued)

Intangible assets with finite lives are amortised over the useful life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for any intangible asset with a finite useful life is reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate, which is a change in accounting estimate. The amortisation expense on intangible assets with finite lives is recognised in the Statement of Comprehensive Income in the expense category consistent with the function of the intangible asset.

i. Intangible assets other than Goodwill

Software, research and development costs

Research costs are expensed as incurred. Development expenditures including website development costs on an individual project are recognised as an intangible asset when the Group can demonstrate:

- The technical feasibility of completing the intangible asset so that it will be available for use or sale
- Its intention to complete and its ability to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation is expensed through the profit and loss. During the period of development, the asset is tested for impairment annually.

The useful life of development costs is finite. It is amortised on a straight line basis over its expected useful life. The development costs are internally developed. The amortisation rates are as follows:

Software development costs 20%

Customer relationships

The useful life of customer relationships is finite. It is amortised on a straight line basis over its expected useful life, which is between six and twelve years.

j. Employee Benefits

Provision is made for the Group's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wages increases and the probability that the employee may satisfy vesting requirements. Those cash flows are discounted using market yields on high quality corporate bonds with terms to maturity that match the expected timing of cash flows.

Note 2: Summary Of Significant Accounting Policies (Continued)**k. Provisions**

Provisions are recognised when the Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to any provision is present in the income statement net of any reimbursement. Provisions are measured using the best estimate of the amounts required to settle the obligation at the end of the reporting period.

Onerous contracts

An onerous contract is considered to exist where the company has a contract under which the unavoidable cost of meeting the contractual obligations exceed the economic benefits estimated to be received. Present obligations arising under onerous contracts are recognised as a provision to the extent that the present obligation exceeds the economic benefits estimated to be received.

Restructuring

A restructuring provision is recognised when Energy Action has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. Future operating losses are not provided for.

l. Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are reported within short-term borrowings in current liabilities in the statement of financial position.

m. Revenue and Other Income

Revenue is measured at the fair value of the consideration received or receivable after taking into account any trade discounts and volume rebates allowed.

Revenue recognition relating to the provision of services is recognised in accordance with the contract terms, which matches the commission terms.

Procurement and Monitoring revenue is recognised progressively over the term of the contract (typically over 2-3 years for Procurement and 4-5 years for Monitoring). A portion of the Procurement commission is recognised upfront with the balance recognised over the contract term. Project and Advisory Services (PAS) revenue is recognised in the accounting period in which services are rendered, in accordance with the percentage of completion of the project.

Revenue from cancellation fees are recognised upon receipt.

Interest revenue is recognised using the effective interest rate method.

Dividend revenue is recognised when the right to receive a dividend has been established.

All revenue is stated net of the amount of goods and services tax (GST).

n. Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions will be met. Grants relating to expense items are recognised as income over the periods necessary to match the grant to the costs they are compensating. Grants relating to assets are credited to deferred income at fair value and are credited to income over the expected useful life of the asset on a straight-line basis.

Note 2: Summary Of Significant Accounting Policies (Continued)**o. Contract Acquisition Costs**

The sales commission paid to sales employees is an incremental cost directly related to obtaining or acquiring energy supply, monitoring or PAS agreements. Sales employees are paid a base salary and an additional commission for successfully executed agreements. The commission paid to sales employees is calculated as a percentage of the commission or fee paid to EAX. This commission is capitalised and is being amortised over the term of the customer contract.

p. Foreign Currency Transaction

The Group's consolidated financial statements are presented in Australian dollars, which is also the Parent's functional currency. For each entity the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and has elected to recycle the gain or loss that arises from using this method.

i) Transactions and balances

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss are also recognised in other comprehensive income or profit or loss, respectively).

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on the acquisition are treated as assets and liabilities of the foreign operation and translated at the spot rate of exchange at the reporting date.

ii) Group companies

On consolidation, the assets and liabilities of foreign operations are translated into dollars at the rate of exchange prevailing at the reporting date and their statements of profit or loss are translated at exchange rates prevailing at the dates of the transactions. The exchange differences arising on translation for consolidation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

q. Work-in-progress

When the outcome of a contract can be estimated reliably, contract revenue and contract costs are recognised as revenue and expenses respectively by reference to the stage of completion of the contract activity at the balance sheet date. When the outcome of a contract cannot be estimated reliably, contract revenue is recognised to the

extent of contract costs incurred that are likely to be recoverable. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

At the end of each accounting period the long term contracts percentage completion is assessed individually and any unbilled percentage completion is recognised as work in progress income for the period. In the next period, the amount recognised as income will be reversed and the position of work in progress will be recalculated.

r. Share based payments

The Group provides benefits to employees in the form of equity settled share based payments, whereby employees render services in exchange for shares or rights over shares. The fair value of rights granted to eligible employees under the Energy Action Performance Rights & Options Plan (PROP) is recognised as an employee benefits expense, with a corresponding increase in the employee equity benefits reserve. The fair value is measured at grant date and recognised over the period in which the employee becomes entitled to the PROP grant. The fair value at grant date is determined by an independent valuer. Details of the fair value of share based payment plans are set out in Note 19.

At the end of each reporting period, the Group revises its estimate of the numbers of rights expected to vest. The amount recognised as an expense is only adjusted when the rights do not vest due to non-market related conditions.

Note 3: Significant Accounting Judgements, Estimates and Assumptions

In the application of Energy Action's accounting policies, management is required to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. The estimates and assumptions are based on historical experience and other factors that are considered relevant. Actual results may differ from these estimates.

The estimates and assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Impairment of goodwill and other intangible assets

The Group assesses impairment at the end of each reporting period by evaluating conditions and events specific to the Group that may be indicative of impairment triggers. Recoverable amounts of relevant assets are reassessed using value-in-use calculations which incorporate various key assumptions.

Share-based payment transactions

The Group measures the cost of equity-settled transactions with suppliers with reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 19.

Development costs

Development costs are capitalised in accordance with the accounting policy in Note 2(i). Initial capitalisation of costs is based on management's judgement that technological and economic feasibility is confirmed, usually when a product development project has reached a defined milestone according to an established project management model. In determining the amounts to be capitalised, management makes assumptions regarding the expected future cash generation of the project, discount rates to be applied and the expected period of benefits. This includes significant investments in the development of software. The software is being enhanced and /or developed for use within the business, improving operational efficiency.

Note 3: Significant Accounting Judgements, Estimates and Assumptions (Continued)***Provision for impairment of receivables***

Collectability of trade receivables is assessed on an ongoing basis. An allowance for doubtful debts is established when there is objective evidence the Energy Action will not be able to collect all amounts due. Management uses its judgement in determining the level of doubtful debt provisioning, considering historical analysis of bade debts trends and prevailing economic circumstances.

Business Combinations

Acquisitions of businesses are accounted for using the acquisition method. This method requires the application of fair values for both the consideration and the assets and liabilities acquired. The calculation of fair value is often based on estimates and judgements including future cash flows, revenue streams and value in use calculations.

Onerous Contracts

Energy Action's policy for onerous contracts is stated in Note 2(k). The application of this policy requires management to make certain estimates and assumptions as to future events and circumstances in relation to costs to meet contractual obligations.

Employee benefits

Employee benefits are predominantly annual leave and long service leave. In determining these provisions, management makes assumptions in regards to future wage increases, and the probability that employees may satisfy vesting requirements for long service leave

Work in progress

Energy Action performs services under contracts that last longer than one reporting period. For these contracts, revenue and costs are recognised on a percentage of completion basis. Percentage of completion by project is estimated by the project relevant project manager based on their assessment of completion versus milestones.

Note 4: Business Combinations**4.1 Information on prior year acquisition****Acquisition of Energy Advice**

On 18 August 2014, Energy Action Limited ("EAX") acquired 100% of the voting shares of Energy Advice Pty Ltd ("Energy Advice"). Trading as Energy Advice, and established in 1997 by the late Mr Phil Randall, Energy Advice is a highly regarded energy consultancy business with a core competency energy procurement, contract management services and specialty consultancy services. Its operations complement EAX's energy procurement and contract management offering, and significantly strengthen the EAX's access to large energy load customers. Energy Advice provides comprehensive energy management, procurement, reporting, auditing, energy efficiency, advisory and project management services across a broad range of energy commodities including electricity, gas, LPG, fuels and renewables. The company employs over 30 staff and has offices in Melbourne, Sydney and Brisbane.

Consideration is comprised of the following:

Initial Consideration (paid) - \$6,536,235 paid as cash and shares

- \$2,765,000 cash payment on 18 August 2015
- \$377,000 in EAX shares issued on 18 August 2015 (123,356 shares @\$3.0562)
- \$3,142,000 cash payment on 1 October 2015; and
- \$252,235 as a working capital adjustment on 22 October 2015

Deferred Consideration (payable) - \$6,284,000 cash payable to the vendors as follows:

- \$3,142,000 on 18 August 2015; and,
- \$3,142,000 on 18 August 2016

The deferred payments are subject to the continued employment of the vendors. Due to the direct link to continued employment of the vendors the deferred consideration of \$6,284,000 is required to be expensed to the Profit and Loss Statement evenly over the 2 year period ended 18 August 2016. The expense recognised in the 12 month period to 30 June 2016 was \$2,749,247 and this has been emphasised as a Significant Item in the Directors Report. The deferred payments are covered by bank guarantees.

The acquisition was provisionally accounted at 31 December 2014 with the final acquisition accounting completed in June 2015. The provisional and final fair value of the identifiable assets and liabilities of Energy Advice as at the date of acquisition were:

Note 4: Business Combinations (Continued)

	Note	Fair value recognised on acquisition- provisional	Adjustments to provisional fair value	Fair value recognised on acquisition – final
Assets				
Cash		356,190		356,190
Trade receivables		597,968		597,968
Prepayments		555,738	(18,567)	537,171
Property, plant and equipment		271,177		271,177
Customer relationship		1,500,000	(1,069,000)	431,000
Total Assets		3,281,073	(1,087,567)	2,193,506
Liabilities				
Provisions		970,252		970,252
Tax payable		215,623	26,590	242,213
Deferred tax liabilities		450,000	(281,262)	168,738
Total Liabilities		1,635,875	(254,672)	1,381,203
Total identifiable net assets at fair value		1,645,198	(832,895)	812,303
Goodwill arising on acquisition	13	4,891,039	832,895	5,723,934
Purchase consideration		6,536,235		6,536,235
Issue of shares	19	377,000		377,000
Analysis of cash flows on acquisition:				
Net cash acquired		356,190		356,190
Cash paid		(6,159,235)		(6,159,235)
Net cash outflow		(5,803,045)		(5,803,045)

The transaction costs of \$320,892 have been expensed in the income statement and emphasised as a Significant Item in the Directors Report and are part of operating cash flows in the statement of cash flows.

The goodwill is attributed to the expected synergies and other benefits from combining the activities of Energy Advice to the Group. An allocation of intangibles has been undertaken with \$431,000 allocated to Customer relationships with the remainder allocated to goodwill.

4.2 Total amounts of deferred consideration expense and acquisition expense

Consolidated Group		
	2016	2015
	\$	\$
Deferred consideration		
Exergy	708,333	1,000,000
Energy Advice	2,141,994	2,749,245
Total deferred consideration expense	3,850,327	3,749,245
Acquisition costs		
Exergy	-	39,776
Energy Advice	-	320,892
Total acquisition costs expensed	-	360,668

Note 5: Segment information

Identification of reportable segments

The Group has identified one reportable operating segment, which provides electricity and gas procurement services, energy monitoring services, and sustainability services in Australia. The types of services provided are detailed below.

Types of Services

Energy Action's principal activities are providing integrated energy management services to a diverse base of commercial and industrial customers. Its core services are:

- Energy procurement: specialised buying and negotiation strategies, utilising reverse auctions, bespoke tender models and advising on structured products.
- Energy monitoring, assessment and contract management (Energy Metrics); and,
- Energy efficiency and sustainability; Projects and Advisory Services (PAS).

The Australian Energy Exchange (AEX) electricity and gas procurement service is an online, real time and reverse auction platform for business customers which provides the opportunity to competitively obtain energy supply contracts from various energy providers.

Energy Metrics is an independent energy monitoring contract management platform which transforms energy data into usable business intelligence that is easy to understand and essential for improving overall business efficiency.

The types of energy monitoring services include energy consumption monitoring and costing, energy emissions monitoring, contract administration, detailed technical reporting, desktop energy efficiency review and additional reporting and monitoring.

Projects & Advisory Services (PAS) is the energy efficiency and sustainability partnering service, which aims to improve and manage on site level of energy efficiency, through the use of innovative energy efficiency and energy management methodologies. The various services include metering intelligence, sub metering, carbon footprint measurement and reduction advice, Australian Standard Level 2 compliance energy audits, project feasibility studies and supporting onsite power generation projects such as co-generation and tri-generation units from prefeasibility through to commissioning.

In the table below revenue is analysed by service line, however overall the performance of the business is monitored as one.

Accounting Policies and inter-segment transaction

The accounting policies used by the Group in the reporting segment internally are the same as those contained in note 2 to the accounts.

Revenue by customer

There is no revenue with a single external customer that contributes more than 10%.

Note 5: Segment Information (Continued)

Year-ended	30 June 2016	Procurement	Monitoring	Project Advisory Services	Total
		\$	\$	\$	\$
Sales to external customers		7,586,787	18,059,913	7,930,792	33,577,492
		7,586,787	18,059,913	7,930,792	33,577,492

Year-ended	30 June 2015	Procurement	Monitoring	Project Advisory Services	Total
		\$	\$	\$	\$
Sales to external customers		8,263,626	16,691,706	6,698,594	31,653,926
		8,263,626	16,691,706	6,698,594	31,653,926

Note 6: Revenue, Other Income and Expenses

	Consolidated Group	
	2016	2015
	\$	\$
Revenue		
Sales revenue	33,577,492	31,653,926
Other income	401,216	395,289
Total Revenue	33,978,708	32,049,215

Note 6: Revenue, Other Income and Expenses (continued)

	Note	Consolidated Group	
		2016	2015
		\$	\$
Employee benefits			
Salaries	12,441,628	12,063,684	
Commissions	1,076,991	1,188,026	
Superannuation	1,466,826	1,454,458	
Share based payment expense	(22,156)	294,207	
Other	1,229,794	963,216	
Total Employment benefits	16,193,083	15,963,591	
Administrative costs			
Accounting, audit and tax fees	207,414	204,683	
Advertising	213,337	411,260	
Legal and professional fees	181,695	89,640	
Telephone and internet	472,125	490,056	
Computer maintenance costs	761,687	536,944	
Bad debt expense	134,946	550,201	
Recruitment Costs	157,602	151,403	
Travel costs	567,281	669,742	
Rental expense	1,141,438	1,227,606	
Other expenses	1,230,806	1,571,171	
Total Administrative costs	5,068,332	5,902,706	
Depreciation and amortisation			
Depreciation	379,577	305,757	
Amortisation - Software	701,250	619,230	
Amortisation - Customer relationships	239,094	233,091	
Total Depreciation & Amortisation	1,319,921	1,158,077	
Significant Item Costs			
Deferred payments for acquisitions	3,850,327	3,749,245	
Acquisition costs	-	360,668	
Onerous lease	-	153,059	
Restructure costs	169,399	419,700	
Total Significant Items	4,019,726	4,682,672	
Financing costs / (income)			
Interest income	(39,053)	(70,442)	
Interest expenses	378,728	274,998	
Borrowing costs	123,050	97,785	
Total Financing costs / (income)	462,725	302,341	

Note 7: Income Tax Expense

	Note	Consolidated Group	
		2016	2015
		\$	\$
a. The components of tax expense comprise:			
Current tax		1,238,705	1,192,817
Current tax – under/(over) prior year		(11,290)	7,928
Deferred tax	16	(35,981)	(413,764)
		<u>1,191,434</u>	<u>786,981</u>
b. The prima facie tax on profit from ordinary activities before income tax is reconciled to the income tax as follows:			
Prima facie tax (benefit) / payable on profit / (loss) from ordinary activities before income tax at 30% (2015: 30%)		222,611	(408,179)
Add Tax effect of :			
Permanent Differences			
— Deferred consideration		1,155,098	1,124,774
— Acquisition costs		-	108,200
— Share based payments/trust		(43,969)	88,262
— Other permanent differences		(18,215)	(37,722)
— Accounting R&D		208,804	126,013
— Prior year adjustments		(54,490)	(46,350)
Less Tax effect of :			
Deductible Expense			
— R&D		(278,405)	(168,017)
Income tax attributable to entity		<u>1,191,434</u>	<u>786,981</u>
The applicable weighted average effective tax rates are as follows:		160.56%	-57.84%

Energy Action Limited and its 100% owned subsidiaries formed a tax consolidated group with effect from 3 March 2009. Energy Action Limited is the head entity of the tax consolidated group.

Note 8: Earnings per Share

Basic earnings per share amounts are calculated by dividing net profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted earnings per share amounts are calculated by dividing the net profit attributable to ordinary equity holders of the parent (after adjusting for interest on the convertible preference shares) by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares.

The following reflects the income and share data used in the basic diluted earnings per share computations:

	2016	2015
	\$	\$
Net profit / (loss) attributable to ordinary equity holders of the parent from continuing operations	(449,399)	(2,147,581)
Net profit / (loss) attributable to ordinary equity holders of the parent for basic earnings	(449,399)	(2,147,581)
Net profit attributable to ordinary equity holders of the parent adjusted for the effect of dilutions	(449,399)	(2,147,581)
	2016	2015
	No.	No.
Weighted average number of ordinary shares for basic earnings per share	25,954,117	25,934,821
Effect of dilution:		
Share options and performance rights	-	30,678
Weighted average number of ordinary shares adjusted for the effect of dilution	25,954,117	25,965,499

There have been no other transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of completion of these financial statements

Under the accounting standards, losses are not diluted. This is correct for Statutory EPS calculations. The dilution calculation has been performed to enable users of these financial statements to determine the impact of the dilution on Operating NPAT per share. Refer also to the Directors Report for further information on the calculation of Operating NPAT.

Note 9: Dividends

		Consolidated Group	
	Note	2016 \$	2015 \$
<u>Dividends paid:</u>			
Final 2014 franked dividend of 3.62 cents per share			939,059
Interim 2015 franked dividend of 2.59 cents per share			672,211
Final 2015 franked dividend of 1.06 cents per share		275,114	
Interim 2016 franked dividend of 2.80 cents per share		726,715	
		1,001,829	1,611,270
a. Proposed final 2016 franked dividend of 3.52 cents per share (Final 2015 franked dividend of 1.06 cents per share)	26	913,585	275,114
b. Balance of franking account at year end adjusted for franking credits arising from:			
— Opening balance		5,427,430	4,320,749
— Opening balance adjustment		-	(57,004)
— Energy Advice franking account balance		-	93,865
— Payment of provision for income tax		1,093,603	1,760,364
— Dividends recognised as receivables and franking debits arising from payment of proposed dividends, and franking credits that may be prevented from distribution in subsequent financial years		(429,355)	(690,544)
		6,091,677	5,427,430
Subsequent to year end, the franking account would be reduced by the proposed dividend reflected per (a) as follows:		(391,536)	(117,906)
		5,700,141	5,309,524

Tax rates

The tax rate at which paid dividends have been franked is 30% (2015: 30%). Dividends proposed will be franked at the rate of 30% (2015: 30%).

Note 10: Cash and Cash Equivalents

	Consolidated Group	
	2016	2015
	\$	\$

Cash at floating rates	1,142,046	1,740,288
Restricted cash*	65,000	1,000,000

*Refers to Exergy acquisition (2015), Employee Share Trust (2016)

Cash at bank earns interest at floating rates based on daily bank deposit rates. Short-term deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the Group, and earn interest at the respective short-term deposit rates.

Note 11: Trade and Other Receivables

	Consolidated Group	
	2016	2015
	\$	\$

CURRENT

Trade receivables	5,184,333	6,171,937
Provision for impairment	(214,563)	(303,112)
Total current trade receivables	4,969,770	5,868,825

NON-CURRENT

Bonds and security deposits	85,509	93,098
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a. Provision for Impairment of Receivables

Current trade and term receivables are non-interest bearing and generally on 30 to 90-day terms.

Credit risk

The Group has no significant concentration of credit risk with respect to any single counterparty or group of counterparties other than those receivables specifically provided for and mentioned within Note 11. The class of assets described as "trade and other receivables" is considered to be the main source of credit risk related to the Group.

The following table details the Group's trade and other receivables exposed to credit risk (prior to collateral and other credit enhancements) with ageing analysis and impairment provided for thereon. Amounts are considered as "past due" when the debt has not been settled, with the terms and conditions agreed between the Group and the customer or counterparty to the transaction. Receivables that are past due are assessed for impairment by ascertaining solvency of the debtors and are provided for where there are specific circumstances indicating that the debt may not be fully repaid to the Group.

The balances of receivables including overdue are considered to be fully recoverable. Customers have trading terms varying between 30 - 90 days.

Note 11: Trade and Other Receivables (Continued)

Past due but not impaired (days overdue)							Within Initial
	Net Amount	Past due and Impaired	< 30	31–60	61–90	91+	Trade Terms
	\$	\$	\$	\$	\$	\$	\$
2016							
Trade and term receivables	4,969,770	214,563	1,281,746	375,723	317,177	173,288	3,036,399
2015							
Trade and term receivables	5,868,825	303,112	1,824,508	394,748	832,930	999,598	2,120,153

Neither the Group nor parent entity holds any financial assets with terms that have been renegotiated, which would otherwise be past due or impaired.

b. Collateral Held as Security

Current trade and term receivables are non-interest bearing and generally on 30 to 90-day terms.

No collateral or security is held by the company for loans or receivables.

Note 12: Property Plant and Equipment

	Note	Consolidated Group	
		2016	2015
		\$	\$
<u>Computer equipment:</u>			
At cost		1,716,633	1,632,207
Accumulated depreciation		(1,484,463)	(1,337,232)
		232,171	294,975
<u>Furniture and fittings:</u>			
At cost		1,415,552	1,241,540
Accumulated depreciation		(846,485)	(639,734)
		569,067	601,806
Total Plant and Equipment		801,237	896,782

a. Movements in Carrying Amounts

Movement in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year

	Note	Computer Equipment	Furniture and Fittings	Total
		\$	\$	\$
Consolidated Group:				
Balance at 1 July 2014		291,240	272,680	563,920
Additions		187,473	210,730	398,203
Assets acquired from acquisition	4	35,225	235,953	271,178
Assets disposed		(30,765)	-	(30,765)
Depreciation expense		(188,198)	(117,558)	(305,755)
Balance at 30 June 2015		294,975	601,806	896,782
Additions		110,920	185,534	296,453
Assets disposed		(12,420)	-	(12,420)
Depreciation expense		(161,304)	(218,273)	(379,577)
Balance at 30 June 2016		232,171	569,066	801,237

Note 13: Intangible Assets

	Consolidated Group	
	2016	2015
	\$	\$
Goodwill	9,944,796	9,942,429
Customer relationships	2,438,000	2,438,000
Accumulated amortisation	(792,743)	(553,649)
Net carrying value – customer relationships	1,645,257	1,884,351
Software development costs	6,268,543	4,940,729
Adjustment	3,429	-
Accumulated amortisation	(3,466,494)	(2,765,244)
Net carrying value –software development costs	2,805,478	2,175,485
Total intangibles	14,395,531	14,002,265

	Goodwill	Customer relationships	Software Development costs	Total Intangibles
	\$	\$	\$	\$
Consolidated Group:				
Year ended 30 June 2015				
Balance at the beginning of year	4,140,313	1,686,442	1,741,016	7,567,771
Acquisition of a subsidiary	5,802,116	431,000	-	6,233,116
Internal development	-	-	1,053,699	1,053,699
Amortisation charge	-	(233,091)	(619,230)	(852,321)
	9,942,429	1,884,351	2,175,485	14,002,265
Year ended 30 June 2016				
Balance at the beginning of year	9,942,429	1,884,351	2,175,485	14,002,265
Acquisition of a subsidiary	2,367	-	-	2,367
Internal development	-	-	1,327,815	1,327,814
Adjustment	-	-	3,429	3,429
Amortisation charge	-	(239,094)	(701,251)	(940,345)
Closing value at 30 June 2016	9,944,796	1,645,257	2,805,478	14,395,531

Intangible assets, excluding goodwill, have finite useful lives. The current amortisation charges for intangible assets are included under depreciation and amortisation expense in the statement of comprehensive income.

Refer to Note 2 for capitalisation policy.

Note 13: Intangible Assets (continued)

13 (a) Impairment testing of goodwill

For the year ended 30 June 2016, Goodwill acquired through business combinations with indefinite lives has been allocated to one Cash Generating Unit (CGU).

Energy Action has one reportable operating segment, being 'the provision of electricity procurement services, energy monitoring services, and project advisory services in Australia'. Therefore goodwill will be allocated across Energy Action's sole operating segment.

The recoverable amount of Goodwill has been determined on a value in use calculation using cash flow projections based on the Board approved budget for the year ended 30 June 2017 extrapolated for 4 years.

The discount rate applied to cash flow projections is a pre-tax rate of 23.9% (post tax 16.7%) and the cash flows beyond the approved budgets are extrapolated using 2% growth rate and terminal growth rate of 1%.

Note 14: Other Assets

	Consolidated Group	
	2016	2015
	\$	\$
CURRENT		
Prepayments	400,983	569,879
Work in progress	765,216	163,684
Tax receivable	-	76,193
Contract acquisition costs	302,537	359,230
	<u>1,468,736</u>	<u>1,168,986</u>
NON CURRENT		
Contract acquisition costs	868,944	898,941
	<u>868,944</u>	<u>898,941</u>

Contract acquisition costs represent sales commissions paid to sales employees. Sales commissions are calculated and paid on a monthly basis to sales employees. These costs are recognised progressively in line with revenue from procurement and contract management services, typically over two to five years.

Note 15: Trade and Other Payables

		Consolidated Group	
		2016	2015
		\$	\$
CURRENT			
<u>Unsecured liabilities:</u>			
Trade payables		695,463	801,978
Deferred consideration payable – Energy Advice		2,749,189	2,749,195
Deferred consideration payable – Exergy		-	291,667
Other payables and accrued expenses		2,122,999	2,360,081
		<u>5,567,651</u>	<u>6,202,921</u>
a. Financial liabilities at amortised cost classified as trade and other payables			
Trade and other payables:			
–	total current	5,567,651	6,202,921
–	total non-current	-	-
		<u>5,567,651</u>	<u>6,202,921</u>
Financial liabilities as trade and other payables	23	<u>5,567,651</u>	<u>6,202,921</u>

Terms and conditions of the above financial liabilities:

- Trade payables are non-interest bearing and are normally settled on 60 day terms
- Other payables are non-interest bearing and have an average term of six months

Note 16: Tax

Consolidated Group					
				2016	2015
				\$	\$
CURRENT					
Income tax payable				47,052	-
NON-CURRENT					
	Opening Balance	Charged to Income	Acquired	Charged directly to Equity	Closing Balance
	\$	\$	\$	\$	\$
Consolidated Group					
Deferred Tax 2016					
Provisions	599,032	(24,634)	-	-	574,398
Accruals	205,879	64,339	-	-	270,219
Fixed assets	(418,511)	95,756	-	-	(322,755)
Equity raising costs	45,428	(45,428)	-	-	-
Customer relationships	(565,305)	71,728	-	-	(493,577)
Prepaid commissions	(376,741)	25,297	-	-	(351,444)
Work in progress	(49,105)	(180,460)	-	-	(229,565)
Share Based Payments	-	20,159	-	-	20,159
Other	1,342	(1,342)	-	-	-
	(557,981)	25,416	-	-	(532,565)
Deferred Tax 2015					
Provisions	344,227	254,806	-	-	599,032
Accruals	46,498	159,381	-	-	205,879
Fixed assets	(302,022)	(116,489)	-	-	(418,511)
Equity raising costs	97,088	(51,660)	-	-	45,428
Customer relationships	(505,933)	109,365	(168,738)	-	(565,305)
Prepaid commissions	(435,360)	58,619	-	-	(376,741)
Work in progress	(49,046)	(59)	-	-	(49,105)
Other	1,541	(199)	-	-	1,342
	(803,007)	413,764	(168,738)	-	(557,981)

Note 17: Provisions and other liabilities
Analysis of total provisions

	Consolidated Group	
	2016	2015
	\$	\$
Current		
Annual leave	929,782	874,526
Long service leave	378,887	359,014
Deferred grant income	3,929	43,985
	<u>1,312,597</u>	<u>1,277,525</u>
Non-current		
Long service leave	357,270	358,722
Deferred grant income	-	13,945
	<u>357,270</u>	<u>372,667</u>

Provision for Long-term Employee Benefits

A provision has been recognised for employee entitlements relating to long service leave. In calculating the present value of future cash flows in respect of long service leave, the probability of long service leave being taken is based on historical data. The measurement and recognition criteria relating to employee benefits have been included in Note 2.

Note 18: Loans and Borrowings

	Consolidated Group	
	2016	2015
	\$	\$
Multi-Option Facility Agreement	4,250,000	4,100,000
Less capitalised debt establishment fees	(276,642)	(340,462)
	<u>3,973,358</u>	<u>3,759,538</u>

During the year ending 30 June 2015, Energy Action entered into \$12 million multi-option secured debt facility. The facility has a five year term and is available to fund future purchase price instalments of the Energy Advice acquisition and for general corporate purposes. Funds can be utilised in the form of loans, bank guarantees and letters of credit.

Funds advanced under the facility are secured by a charge over the assets of the Group, and includes Interest Cover and Gearing ratios.

Debt establishment fees are capitalised and amortised over the life of the loan facility.

Utilization of the facility is summarised in the following table:

Note 18: Loans & Borrowings cont.

Financing facilities

	Consolidated Group	
	2016	2015
	\$	\$
Loan facilities	12,000,000	12,000,000
Amounts used		
Borrowings	4,250,000	4,100,000
Bank guarantees	3,270,620	6,381,297
Total Amounts Used	7,520,620	10,481,297
Total Amounts Unused	4,479,380	1,518,703

Note 19: Issued Capital and Reserves

	Consolidated Group	
	2016	2015
	\$	\$
Fully paid ordinary shares	6,537,906	6,537,906
	6,537,906	6,537,906

	Consolidated Group	
	2016	2015
	No.	No.
a. Ordinary Shares (number)		
At the beginning of the reporting period:	25,954,117	25,817,498
Movement in the year:		
- Shares issued under long term incentive plans	-	13,263
- Share issue – Energy Advice acquisition	-	123,356
At the end of the reporting period	25,954,117	25,954,117

	Consolidated Group	
	2016	2015
	\$	\$
b. Ordinary Shares (\$)		
At the beginning of the reporting period:	6,537,906	6,160,906
Movement in the year		
- Share issue – Energy Advice acquisition	-	377,000
At the end of the reporting period	6,537,906	6,537,906

Ordinary shares participate in dividends and the proceeds on winding-up of the parent entity in proportion to the number of shares held.

At the shareholders' meetings each ordinary share is entitled to one vote when a poll is called, otherwise each shareholder has one vote on a show of hands.

c. Share based payments reserve
Share-based payment transactions:

The share-based payment reserve is used to recognise the value of equity-settled share-based payment provided to employees.

On 16 October 2015, 446,956 performance rights were granted to senior executives and certain other employees under the Performance Rights & Options Plan (PROP). Vesting only occurs when and if service and performance conditions are met.

The service condition is such that the employee must be employed by Energy Action at the time any performance rights vest.

The Performance Conditions comprise two tests, the Earnings per Share (EPS) and Total Shareholder Return (TSR) tests, which are described below.

The number of Performance Rights allocated to an individual which may vest will be determined by reference to:

Note 19: Issued Capital and Reserves (Continued)

- an Earnings Per Share (EPS) component achieved by comparing the Company's Actual Operating EPS for the year ending on the relevant test date to the Company's Budget Operating EPS for the year ending on the relevant test date (Target 1); and
- a Total Shareholder Return (TSR) component achieved by comparing the Company's total compounded return to the total compounded return of the S&P/ASX300 (Index) for the year ending on the relevant test date (Target 2).

75% of Performance Rights Earnings Per Share Target (EPS) ("Target 1 Entitlement")		25% of Performance Rights Total Shareholder Return (TSR) ("Target 2 Entitlement")	
Target 1	Available Performance Rights	Target 2	Available Performance Rights
Actual Operating EPS LESS THAN Budget Operating EPS	Nil	Company Total Compounded TSR LESS THAN Total Compounded TSR of the Index	0%
Actual Operating EPS EQUALS (OR GREATER THAN) Budget Operating EPS	Nil	Company Total Compounded TSR EQUALS Total Compounded TSR of the Index	50%
		Company Total Compounded TSR BETWEEN EQUAL TO AND 1.10 TIMES Total Compounded TSR of the Index	Vesting will occur on a linear basis between 50% and 100%
		Company Total Compounded TSR 1.10 TIMES Total Compounded TSR of the Index	100%

Note 19: Issued Capital and Reserves (Continued)

Awards have been granted with either a 2 or 3 year vesting period ending 30 June 2016 or 30 June 2017. The details and fair values of each of the performance rights granted during the year was as follows:

	Retesting	EPS \$	TSR \$	Description
2 year	No	1.13 – 1.18	0.66 – 0.99	No retesting feature
3 Year	No	1.07 – 1.18	0.64 – 0.99	No retesting feature
3 year service only	N/A	N/A	N/A	Fair value per right is \$1.07

A Monte Carlo simulation valuation technique has been adopted to value the performance rights at grant date. The fair value of performance rights granted during the year ended 30 June 2016 was estimated on the date of grant using the following assumptions:

Dividends	FY15 3.65 cents, 20% pa growth thereafter
Expected volatility (%)	45
Risk-free interest rate (%)	1.84% (2 year), 1.86% (3 year)
Share price (\$)	1.22

For the year ended 30 June 2016, the Group has recognised (\$22,156) of share-based payment expense in the statement of comprehensive income (30 June 2015: \$294,207). Share based payments expense is net of reversals due to non-achievement of targets (EPS targets) and forfeitures in the case of terminated employees.

d. Foreign currency translation reserve

Exchange differences arising on translation of the foreign controlled entity are taken to the foreign currency translation reserve, as described in note 2. The reserve is recognised in profit or loss when the net investment is disposed of.

e. Capital Management

The Group's capital includes ordinary share capital. Management controls the capital of the Group in order to maintain a prudent debt to equity ratio, provide the shareholders with adequate returns and ensure that the Group can fund its operations and continue as a going concern. This includes adjusting dividend payments to shareholders and equity attributable to the entity holders of the parent.

There is an externally imposed capital requirement of \$50,000 to be held in cash, as a requirement of holding an Australian Financial Services Licence.

The way management controls Group's capital is by assessing the Group's financial risks and adjusting its capital structure in response to changes in those risks and in the market. The responses include the management of debt levels, distributions to shareholders and share issues.

Note 19: Issued Capital and Reserves (Continued)

There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year. The Group includes within net debt, trade and other payables including provision for income tax, less cash and cash equivalents. Bank guarantees are excluded from this calculation. The gearing ratios for the year ended 30 June 2016 and 30 June 2015 are as follows:

Consolidated Group			
	Note	2016 \$	2015 \$
Bank loans	18	3,973,358	3,759,538
Less cash and cash equivalents	10	(1,207,046)	(1,740,288)
Net debt / (cash)		2,766,313	2,019,250
Total Equity		12,006,279	13,498,553
Gearing percentage (%)		23%	15%

Gearing as measured by total net debt divided by total equity was 23% as at 30 June 2016 and 15% at 30 June 2015.

Note 20: Capital and Leasing Commitments

Consolidated Group			
	Note	2016 \$	2015 \$
a. Operating Lease Commitments			
Non-cancellable property operating leases contracted for but not recognised in the financial statements			
Payable – minimum lease payments:			
– not later than 12 months		822,452	737,059
– between 12 months and 5 years		1,782,224	2,158,660
		2,604,677	2,895,719

The property leases are non-cancellable leases with a maximum 5 year term with rent payable monthly in advance. Contingent rental provisions within the lease agreement require the minimum lease payments shall be increased by the lower of CPI or between 4-5% per annum. An option exists to renew a number of leases at the end of the term for a maximum of five years.

b. Bank Guarantees

The Group has provided a bank guarantee to the Energy Advice vendors for deferred consideration totalling \$3,142,000. This is payable on 18 August 2016.

The Group has provided the following bank guarantees at 30 June 2016 for regional offices:

Consolidated Group			
	Note	2016 \$	2015 \$
– Parramatta office		97,297	97,297
– Sydney office		126,210	126,210
– Brisbane office		31,323	18,354
– Melbourne office		33,232	45,562
		288,062	287,423

Note 21: Cash Flow Information

		Consolidated Group	
		2016	2015
		\$	\$
a.	Reconciliation of Cash Flow from Operations with Profit after Income Tax		
	Profit after income tax	(449,399)	(2,147,578)
	– Depreciation and amortisation	1,319,921	1,158,077
	– Share based payments expense	(22,156)	294,207
	– Other non-cash items	54,984	-
Changes in assets and liabilities, net of the effects of purchase and disposal of subsidiaries:			
	– (increase)/decrease in trade and term receivables	906,644	771,656
	– (increase)/decrease in prepayments and other assets	(269,753)	(158,622)
	– increase/(decrease) in trade payables and accruals	(588,218)	3,095,583
	– increase/(decrease) in deferred taxes	(25,415)	(219,105)
	– increase/(decrease) in provisions	19,675	(229,699)
	Cash flow from operations	946,283	2,564,519

Note 22: Related Party Disclosures

The financial statements include the financial statements of the Group and the subsidiaries listed in the following table:

a.	Controlled Entities Consolidated	Country of Incorporation	Percentage Owned (%)*	
			2016	2015
	Subsidiaries of Energy Action Limited:			
	Eactive Consulting Pty Limited	Australia	100%	100%
	Energy Action (Australia) Pty Limited	Australia	100%	100%
	EAIP Pty Limited	Australia	100%	100%
	ACN 087 790 770 Pty Limited	Australia	100%	100%
	Exergy Holdings Pty Limited**	Australia	100%	100%
	Exergy Australia Pty Limited**	Australia	100%	100%
	Exergy New Zealand Limited**	New Zealand	100%	100%
	Energy Advice Pty Ltd***	Australia	100%	100%

* Percentage of voting power is in proportion to ownership

** Acquired on 13 March 2014

*** Acquired on 18 August 2014

b. The Group's main related parties are as follows:

i. *Key management personnel:*

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity, are considered key management personnel.

For details of disclosures relating to key management personnel, refer to the Remuneration Report contained in the Director's Report.

ii. *Other related parties:*

Other related parties include entities controlled by the ultimate parent entity and entities over which key management personnel exercise significant influence.

The Group procures legal services on an arms-length basis from Meehan's solicitors. Total fees paid in FY16 were \$1,668.

c. Compensation of Key Management Personnel (KMP)

Refer to the Remuneration Report contained in the Director's Report for details of the remuneration paid or payable to each member of the Group's key management personnel for the year ended 30 June 2016.

The totals of remuneration paid to KMP of the Group during the year are as follows:

	Consolidated Group	
	Note	
	2016	2015
	\$	\$
Short-term employee benefits	1,044,589	877,734
Long-term employee benefits	-	5,688
Share based payments	81,071	46,166
Post-employment benefits – superannuation	72,288	67,728
Total Compensation	1,197,948	997,316

The amounts disclosed in the table are the amounts recognised as an expense during the reporting period relating to KMP.

d. The ultimate parent

Energy Action Limited is the ultimate parent based and listed in Australia.

Note 23: Financial Risk Management

The Group's principal financial liabilities comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group has trade and other receivables, and cash and short-term deposits that arrive directly from its operations.

The totals for each category of financial instruments, measured in accordance with AASB 139 as detailed in the accounting policies to these financial statements, are as follows:

		Consolidated Group	
	Note	2016	2015
		\$	\$
Financial assets			
Cash and cash equivalents, including restricted cash	10	1,207,046	2,740,288
Receivables	11	4,969,770	5,868,825
Bond and security deposits	11	85,509	93,098
Tax Receivable		-	76,194
Total financial assets		6,262,326	8,778,405
Financial liabilities			
Loans and Borrowings	18	3,973,358	3,759,538
Trade & Other payables	15	2,818,462	3,162,059
Deferred cash consideration payable	15	2,749,189	3,040,862
Tax Payable		47,052	-
Total financial liabilities		9,588,061	9,962,459

Financial Risk Management Policies

The Audit and Risk Management Committee (ARMC) has been delegated responsibility by the Board of Directors for, amongst other matters, monitoring and managing financial risk exposures of the Group. The ARMC monitors the Group's financial risk management policies and exposures and approves financial transactions within the scope of its authority. It also reviews the effectiveness of internal controls relating to financing risk and interest rate risk. The ARMC meets at least three times a year and minutes of the ARMC are reviewed by the Board.

The ARMC's overall risk management strategy seeks to assist the consolidated group in meeting its financial targets, while minimising potential adverse effects on financial performance. Its functions include the review of the credit risk policies and future cash flow requirements.

Specific Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are credit risk, liquidity risk and market risk consisting of interest rate risk.

Note 23: Financial Risk Management (continued)**a. Credit Risk**

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily for trade receivables) and from its financing activities, including deposits with banks and financial institutions, and other financial instruments.

Credit risk is managed through the maintenance of procedures (such procedures include the utilisation of systems for the approval, granting and renewal of credit limits, regular monitoring of exposures against such limits and monitoring of the financial stability of significant customers and counterparties), ensuring to the extent possible, that customers and counterparties to transactions are of sound credit worthiness. Such monitoring is used in assessing receivables for impairment. Credit terms are generally 30 to 90 days from the invoice date.

Risk is also minimised through investing surplus funds in financial institutions that maintain a high credit rating. The institutions selected are determined by the Board.

The maximum exposure to credit risk by class of recognised financial assets at the end of the reporting period excluding the value of any collateral or other security held, is equivalent to the carrying value and classification of those financial assets (net of any provisions) as presented in the statement of financial position.

The Group has no significant concentrations of credit risk with any single counterparty or group of counterparties. Details with respect to credit risk of trade and other receivables are provided in Note 11.

Trade and other receivables that are neither past due nor impaired are considered to be of high credit quality. Aggregates of such amounts are as detailed in Note 11.

b. Liquidity risk

Liquidity risk arises from the possibility that the Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. The Group manages this risk through the following mechanisms:

- preparing forward looking cash flow analysis in relation to its operational, investing and financing activities;
- obtaining funding from a variety of sources;
- maintaining a reputable credit profile;
- managing credit risk related to financial assets;
- only investing surplus cash with major financial institutions; and
- comparing the maturity profile of financial liabilities with the realisation profile of financial assets

Note 23: Financial Risk Management (continued)

	Within 1 Year		1 to 5 Years		Over 5 Years		Total	
	2016	2015	2016	2015	2016	2015	2016	2015
Consolidated Group	\$	\$	\$	\$	\$	\$	\$	\$
Financial liabilities due for payment								
Bank loans	-	-	3,973,358	3,759,538	-	-	3,973,358	3,759,538
Deferred consideration	2,749,189	3,040,862	-	-	-	-	2,749,189	3,040,862
Trade and other payables (excluding est. annual leave)	2,818,462	3,162,059	-	-	-	-	2,818,462	3,162,059
Tax	47,052	-	-	-	-	-	47,052	-
Total expected outflows	5,614,703	6,202,921	3,973,358	3,759,538	-	-	9,588,061	9,962,459
Financial assets — cash flows realisable								
Cash and cash equivalents	1,142,046	1,740,288	-	-	-	-	1,142,046	1,740,288
Restricted cash	65,000	1,000,000	-	-	-	-	65,000	1,000,000
Trade, term and loans receivables	4,969,770	5,868,825	-	-	-	-	4,969,770	5,868,825
Bonds and security deposits	-	-	85,509	93,098	-	-	85,509	93,098
Tax	-	76,194	-	-	-	-	-	76,194
Total anticipated inflows	6,176,816	8,685,306	85,509	93,098	-	-	6,262,326	8,778,405
Net (outflow)/inflow on financial instruments	562,114	2,482,385	(3,887,849)	(3,666,440)	-	-	(3,325,736)	(1,184,054)

c. Interest rate risk

Interest rate risk arises as a result of changes in market interest rates and will affect the future cash flows. The Group manages its interest rate risk by having a variety of borrowing terms from 30 days to 180 days. Cash and cash equivalents are all on short term deposits. As at 30 June 2016, the Group had bank loans of \$4.25 million all of which was at 30 day terms at 3.1%. As at 30 June 2015, the Group had bank loans of \$4.1 million comprising of \$2.9 million on 30 day terms at 3.29%, and \$1.2 million on 180 day terms at 3.51%.

d. Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices for Energy Action Limited comprise interest rate risk. Financial instruments affected by interest risk include cash at bank.

i. Interest Rate Risk

Exposure to interest rate risk arises on financial assets recognised at reporting date whereby a future change in interest rates will affect future cash flows or the fair value of fixed rate financial instruments. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings balances with floating interest rates.

Interest rate risk is managed using a mix of terms on the bank borrowings. The company has insignificant other balances that have interest payment terms.

Note 23: Financial Risk Management (continued)
Sensitivity Analysis

The following table illustrates sensitivities to the Group's exposures to changes in interest rates. The table indicates the impact on how profit and equity values reported at balance date would have been affected by changes in the relevant risk variable that management considers to be reasonably possible. These sensitivities assume that the movement in a particular variable is independent of other variables, and the other assumptions remain consistent with prior years.

		Consolidated Group
	Increase/decrease in basis points	Profit before tax
	\$	\$
Year ended 30 June 2016	+/- 100	+/- 73,310
Year ended 30 June 2015	+/- 100	+/- 10,220

The assumed movement in basis points for the interest rate sensitivity analysis is based on currently observable market environment, showing a significantly lower volatility than in prior years.

Fair Values
Fair value estimation

The carrying value of financial assets and financial liabilities is materially the same as the fair value.

The fair values of the following financial assets and liabilities have been determined based on the following methodologies and assumptions:

- (i) Cash and cash equivalents, trade and other receivables and trade and other payables are short-term instruments whose carrying value are deemed to be equivalent to fair value. Trade and other payables exclude amounts provided for relating to annual leave which is not considered a financial instrument.
- (ii) Term receivables generally reprice to a market interest rate every 6 months, and fair value therefore approximates carrying value.

Financial liabilities are classified into Levels:

- Level 1 those items traded with quoted prices in active markets for identical liabilities
- Level 2 those items with significantly observable inputs other than quoted process in active markets
- Level 3 those with unobservable inputs

Fair Values	FY16			FY15		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Liabilities						
Bank loans	-	3,973,358	-	-	3,759,538	-

Note 24: Auditors' Remuneration

	Consolidated Group	
	2016	2015
	\$	\$

The auditor for Energy Action Limited is Ernst & Young

Amounts received or due and receivable by Ernst & Young (Australia) for:

— An audit or review of the financial report of the entity and any other entity in the consolidated group	146,965	159,465
— Other services in relation to the entity and any other entity in the consolidated group	10,500	14,500
— Due diligence services	-	104,831
— Tax services	18,425	24,625
	<u>175,890</u>	<u>303,421</u>

Note 25: Information relating to Energy Action Limited ("the parent entity")

The following information has been extracted from the books and records of the parent and has been prepared in accordance with Accounting Standards.

		Parent	
	Note	2016	2015
		\$	\$
STATEMENT OF FINANCIAL POSITION			
ASSETS			
Current assets		5,647,604	858,655
Non-current assets		15,038,703	15,190,835
Total assets		<u>20,686,307</u>	<u>16,049,491</u>
Current liabilities		(6,858,775)	(3,149,701)
Non-current liabilities		(8,087,501)	(8,093,413)
Total liabilities		<u>(14,946,276)</u>	<u>(11,243,114)</u>
Issued capital		(8,161,626)	(8,161,626)
Reserves		-	-
Retained earnings		2,421,594	3,355,249
Total Equity		<u>5,740,032</u>	<u>4,806,377</u>
Profit of the parent entity		(1,957,779)	(2,918,884)
Total comprehensive income of the parent entity		(1,957,779)	(2,918,884)

Note 26: Events After the reporting period

A fully franked dividend in respect of the 6 months period to 30 June 2016 of 3.52 cents per share was declared on 18 August 2016.

Except for the above issues, no other matters or circumstances have arisen since the end of the financial year which significantly affected or could significantly affect the operations of the consolidated group, the results of those operations, or the state of affairs of the consolidated group in future financial years.

Director's Declaration

In accordance with a resolution of the Directors of Energy Action Limited, I state that:

1. In the opinion of the Directors:
 - a. The financial statements and notes of Energy Action Limited for the financial year ended 30 June 2016 are in accordance with the Corporations Act 2001, including:
 - i. giving a true and fair view of its financial position as at 30 June 2016 and performance
 - ii. complying with Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001
 - b. The financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 2.1
 - c. There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable
2. This declaration has been made after receiving the declarations required to be made to the Directors in accordance with section 295A of the Corporations Act 2001 for the financial year ended 30 June 2016.

On behalf of the board



Murray Bleach
Director

18 August 2016

Independent auditor's report to the members of Energy Action Limited

1.1 Report on the financial report

We have audited the accompanying financial report of Energy Action Limited, which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the year's end or from time to time during the financial year.

1.2 Directors' responsibility for the financial report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

1.3 Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

1.4 Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

1.4.1 Opinion

In our opinion:

- a. the financial report of Energy Action Limited is in accordance with the *Corporations Act 2001*, including:

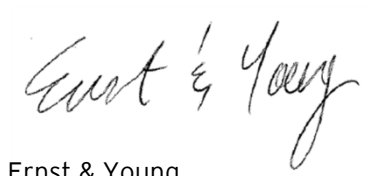
- i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
 - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.

1.5 Report on the remuneration report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2016. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

1.5.1 Opinion

In our opinion, the Remuneration Report of Energy Action Limited for the year ended 30 June 2016, complies with section 300A of the *Corporations Act 2001*.



Ernst & Young



P S Barnard
Partner
Sydney
18 August 2016