

# ENERGY ONE LIMITED

ABN 37 076 583 018

## NOTICE OF ANNUAL GENERAL MEETING

**Date** Thursday 18 October 2012  
**Time** 9:00 am  
**Place** Level 14, 71 Macquarie Street  
Sydney NSW 2000

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

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

# NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Energy One Limited [ABN 37 076 583 018] ("the Company") will be held at Level 14, 71 Macquarie Street on Thursday 18 October 2012 at 9.00am.

## AGENDA

### 1. Financial Statements and Reports

To consider the Directors' Report, Financial Statements and Independent Audit Report for the financial year ended 30 June 2012.

### 2. Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2012 be adopted."

### 3. Amendment to Constitution – Quorum

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

"That Item 10.3(b) of the constitution is amended to reduce the quorum necessary for the transaction of business at a general meeting from 25 Members to 10 Members."

### 4. Election of Directors – Ian Ferrier

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

"That Mr. Ian Ferrier, a Director of the Company who retires by rotation at this Annual General Meeting in accordance with rule 11.3 of the Company's Constitution and, being eligible, offers himself for re-election, be elected as a Non-executive Director of the Company."

### 5. General Business

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



**Reena Minhas**  
**Company Secretary**

Dated this 13<sup>th</sup> day of September 2012

A proxy form accompanies this Notice of Annual General Meeting.

# VOTING INSTRUCTIONS

## **Voting entitlement**

For the purposes of the Annual General Meeting, only those persons holding Shares on 30 June 2012 will be treated as shareholders. This means that if you are not the registered holder of a relevant Share at that time you will not be entitled to vote in respect of that Share.

## **How to vote**

You may vote by attending the meeting in person or by proxy or a body corporate can appoint a corporate representative.

## **Voting in person**

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

## **Voting by proxy**

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

A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint not more than two proxies to attend and vote on behalf of the shareholder.

Where two proxies are appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

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

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

If you wish to vote by proxy, please complete and sign the proxy form included with this notice of meeting and return it to the company secretary, Energy One Limited so that it is received no later than 48 hours before the time for holding the meeting:

<b>By email:</b>	rminhas@energyone.com.au
<b>By facsimile:</b>	02-8252-9888
<b>By mail:</b>	Reply paid envelope attached
<b>By delivery:</b>	Level 14, 71 Macquarie Street, Sydney, NSW 2000

Proxy forms received after the time stated above will not be accepted or valid.

## **Corporate Representatives**

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

## **EXPLANATORY NOTES**

### **Note 1: Financial Statements and Reports**

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

The Chairman will provide an opportunity for shareholders to ask questions and make comment on the reports.

### **Note 2: Adoption of Remuneration Report**

The Remuneration Report is set out in the Directors' Report of the Annual Report on pages 14 through 21.

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

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

Shareholders are asked to consider and adopt the Remuneration Report.

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

Important instructions Resolution 2: If the Chairman of the meeting is your proxy and you have not directed him how to vote on Resolution 2, the Chairman will vote all undirected proxies in favour of the Resolution 2 even though he has an interest in the outcome of the resolution.

### **Note 3: Amendment to Constitution – Quorum**

Chapter 10 of the Company's constitution currently states:

The quorum necessary for the transaction of business at a general meeting is:

- a) if there are less than 50 Members on the Register, 5 Members entitled to vote at the meeting present in person or by proxy, attorney or Representative; and
- b) otherwise, 25 Members entitled to vote at the meeting present in person or by proxy, attorney or Representative.

Shareholder approval is sought to reduce the Quorum under option b) to 10 Members.

Under The Corporations Act 2001 a company may modify or repeal its constitution, or a provision of its constitution, by special resolution. A special resolution must be passed by at least 75% of the votes cast by shareholders of the company entitled to vote on the resolution and who vote at the meeting in person or by proxy (if proxies are allowed).

### **Note 4: Election of Directors - Mr. Ian Ferrier**

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

## GLOSSARY

### In this Explanatory Memorandum:

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means Australian Securities Exchange Limited ACN 008 624 691.

**Board** means the board of Directors of the Company.

**Company** or **Energy One** means Energy One Limited (ABN 37 076 583 018)

**Constitution** means the constitution of the Company.

**Corporations Act** or **Corporations Regulations** means the Corporations Act 2001

**Director** means Director of the Company

**Listing Rules** means the listing Rules of ASX and **Rules** means a particular rule of the Listing Rules as applicable.

**Member** is a shareholder entitled to vote at general meetings of the Company.

**Resolutions** means the resolutions referred to in the Notice of Annual General Meeting and **Resolution** means any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means the holder of a Share.

«NameAddress\_1»  
«NameAddress\_2»  
«NameAddress\_3»  
«NameAddress\_4»

**Please return your Proxy forms to:**  
Energy One Limited  
GPO Box 3968, Sydney NSW 2001  
Telephone: +61 2 8252 9898  
Facsimile: +61 2 8252 9888  
ASX Code: EOL

SRN Holder ID: «Holder\_Id»

## APPOINTMENT OF PROXY

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

The Chairman of the Meeting (mark with an 'X')

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am on Thursday, 18 October 2012 and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from Energy One Limited. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.

The Chair will vote all undirected proxies in favour of resolution 2.

**VOTING DIRECTIONS TO YOUR PROXY**

– PLEASE MARK  TO INDICATE YOUR VOTE

**Item 2**

To adopt the Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Item 3**

To approve changes to the Constitution

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Item 4**

To re-elect Mr. Ian Ferrier

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED**

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Energy One Limited is an environmentally friendly company. **Please note that we do not currently hold an email address for you.** Please provide your email address below so we can update our database and send correspondence by electronic mail in the future.

Email address: .....