

use only

For personal



**NOTICE OF 2015
ANNUAL GENERAL MEETING AND
EXPLANATORY MEMORANDUM**

For personal use only

Energy Action Limited
(ACN 137 363 636)

NOTICE OF 2015 ANNUAL GENERAL MEETING AND
EXPLANATORY MEMORANDUM

For a meeting to be held on Thursday, 12th November 2015
at the Radisson Blu Hotel

27 O'Connell Street
Sydney NSW 2000
at 2.30pm (AEDT)

For personal use only



Contents

1	Chairman’s Letter	4
2	Location	5
3	Conduct of the Meeting	6
4	Voting on Resolutions	7
5	Notice of Meeting	9
6	Explanatory Memorandum	11
7	Glossary	14

Separate Attachment

Proxy Form and Questions for the Chairman or the external auditor.

This is an important document. Please read it carefully.

If you are unable to attend the Meeting please complete the proxy form and return it in accordance with the instructions.

Chairman's Letter



9 October 2015

Dear Shareholder,

It is with pleasure that I invite you to the 2015, and fourth Annual General Meeting (the **Meeting**) of Energy Action Limited (**Energy Action** or the **Company**) as a publicly listed entity. The Meeting is an opportunity for Shareholders to talk to the directors and the senior management team about Energy Action and I encourage you to attend.

The Meeting will be held on Thursday 12th November 2015 at 2.30pm (AEDT) at the Radisson Blu Hotel (Marble Room), 27 O'Connell Street, Sydney NSW.

Please find enclosed the Notice of Meeting, Explanatory Memorandum, proxy form, question form and business reply envelope.

If you are attending the Meeting, please bring the attached proxy form with you as the barcode will assist in the registration process. If you are unable to attend, please complete and return your proxy form to Link Market Services Limited at Level 12, 680 George Street, Sydney NSW 2000, or by facsimile to +612 9287 0309 or online at www.linkmarketservices.com.au to be received no later than 2.30pm (AEDT) on Tuesday 10 November 2015.

Enclosed is a question form to give you the opportunity to submit questions and/or to address questions to me (as Chairman) and/or our external auditor, Ernst & Young, prior to the Meeting. Ernst & Young will be present at the Meeting to respond to any questions received and to answer any additional questions. Please note that written questions for Ernst & Young must be sent to Link Market Services or Energy Action and received no later than 5.00pm on Thursday, 5 November 2015.

If you require further information or have questions, please contact Energy Action's Registry on 1800 451 641 (within Australia) or +61 2 8280 7786 (outside Australia).

I look forward to your attendance at the Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Ronald Watts".

Dr Ronald Watts
CHAIRMAN

Energy Action Limited, Level 5, 56 Station Street, Parramatta NSW 2150
1300 553 551 | info@energyaction.com.au | www.energyaction.com.au

Location



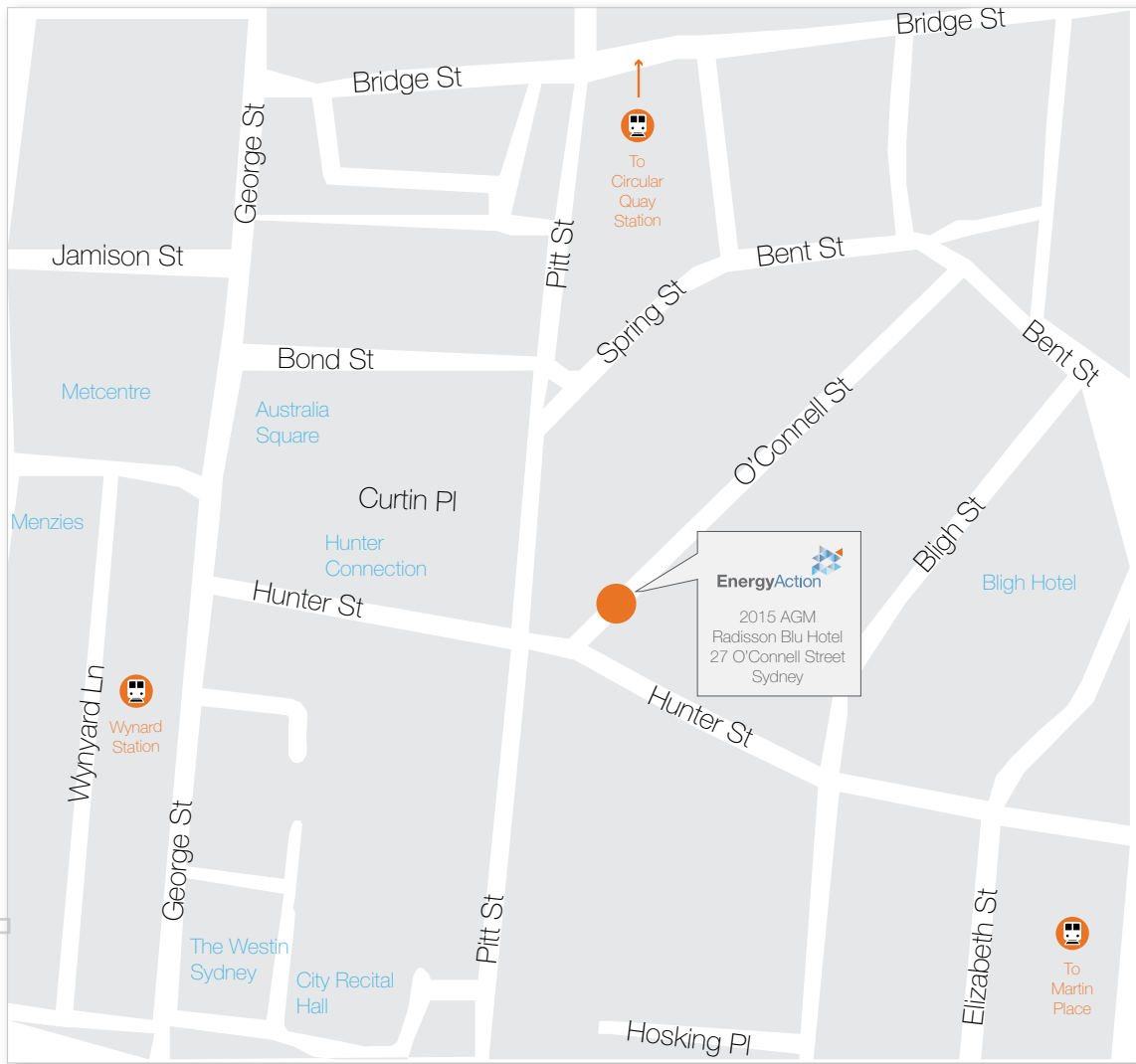
For personal use only

Venue

The Meeting of the Shareholders of Energy Action will be held at: Radisson Blu Hotel, 27 O'Connell Street, Sydney (Marble Room)

Commencing

2.30 pm, Thursday 12th November 2015



Agenda

Thursday 12th November 2015

- | | |
|--------|--------------------------------------|
| 1.30pm | Registration begins |
| 2.00pm | Light refreshments |
| 2.30pm | Annual General Meeting commences |
| | Welcome to Shareholders by Chairman |
| | Chief Executive Officer presentation |
| | Items of Business |

Conduct of the Meeting

The Annual General Meeting is an important event and we encourage Shareholders to actively participate. Important information about the conduct of the Meeting is set out below.

Discussion and Asking Questions

Discussion will take place on all the items of business as set out on pages 9-10.

The Explanatory Memorandum also provides further information relating to the items of business.

Shareholders will have the opportunity to ask questions at the Meeting (including an opportunity to ask questions of the Auditor).

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following guidelines:

- Please keep questions as brief as possible and relevant to the matters being discussed.
- If you have more than one question, please ask all questions at the one time.

Shareholders who are unable to attend the Meeting or who may prefer to register written questions in advance are invited to do so. A question form is enclosed.

An opportunity for discussion will be provided on each item of business prior to Shareholders being asked to vote.

Webcast and Photography

For those that may not be able to attend the Meeting we expect to make a live and a recorded broadcast available via a webcast viewable at www.energyaction.com.au.

For the safety and security of all those present at the Meeting, cameras and recording devices are not permitted.

Voting on Resolutions



For personal use only

Shareholders who are entitled to vote

For the purposes of this Meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that a person's entitlement to vote at Meeting will be the entitlements of that person set out in the register of members as at 7.00pm (AEDT) on Tuesday 10 November 2015.

At the Meeting, each Shareholder is entitled to:

- a. 1 vote on a show of hands; and
- b. 1 vote for each Share they hold, on a poll.

Voting by Proxy

A Shareholder is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. A proxy need not be a Shareholder of Energy Action and may be an individual or body corporate.

Shareholders wishing to appoint a Director (including the Chairman of the Meeting) or other member of the KMP of Energy Action as their proxy should read carefully the instructions on the proxy form and mark the relevant voting box to ensure their votes are not disregarded.

A Shareholder entitled to cast two or more votes at the Meeting may appoint two proxies and specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, then each proxy may exercise half of the votes. Where two proxies are appointed, neither proxy may vote on a show of hands. A Shareholder wishing to appoint a second proxy can obtain an additional proxy form by contacting Link Market Services Limited, or can copy the proxy form, and return them together.

A proxy form is enclosed with this Notice of Meeting. To be valid proxy forms and any authority (or certified copy of that authority) under which any proxy form is signed, must be received:

1. by facsimile number to Link Market Services Limited +61 2 9287 0309; or
2. by mail to Locked Bag A14 Sydney South NSW 1235; or

3. by hand delivery to 1A Homebush Bay Drive, Rhodes NSW 2138,

by no later than 2.30pm (AEDT) on Tuesday, 10 November 2015.

Alternatively, a Shareholder may vote online at www.linkmarketservices.com.au, by entering their holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

If you return your proxy form but do not nominate a representative, the Chairman of the Meeting will be your proxy and will vote on your behalf as you direct on the proxy form. If your nominated representative does not attend the Meeting then your proxy will revert to the Chairman of the Meeting and he may vote as he thinks fit in relation to any motion or resolution other than those (if any) in respect of which an indication of the manner of voting is given on your proxy form.

KMP – Undirected Proxies

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution in the Notice of Meeting.

If a Shareholder appoints the Chairman as their proxy (or the Chairman becomes the Shareholder's proxy by default) but does not complete any of the boxes "For", "Against" or "Abstain" opposite Resolution 1 on the proxy form, the Shareholder will be giving express authority for the Chairman to vote on Resolution 1 in accordance with the Chairman's stated voting intention, even though the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company. The Chairman intends to cast all such proxies **FOR** Resolution 1.

If a Shareholder wishes to appoint the Chairman as proxy with a direction to vote *against*, or *abstain from voting* on Resolution 1, the Shareholder must specify this by ticking the “Against” or “Abstain” boxes opposite Resolution 1 on the proxy form.

If a Shareholder appoints a member of KMP (other than the Chairman of the Meeting) or a Closely Related Party of any such member of KMP, as its proxy and such Shareholder does not direct that person how to vote on Resolution 1 (by marking the appropriate “For”, “Against” or “Abstain” box), that Shareholder’s proxy will not be able to vote on their behalf on Resolution 1.

Voting by Attorney

A Shareholder may appoint an attorney to vote on his/her behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by Energy Action at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Meeting.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of sections 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to Energy Action. A form for this purpose may be obtained from Link Market Services Limited (refer also to the “Corporate Representatives” section of the Proxy Form).

Notice of Meeting

Notice is hereby given that the Annual General Meeting of Energy Action Limited will be held on Thursday, 12 November 2015 at 2.30pm (AEDT) at the Radisson Blu Hotel (Marble Room), 27 O'Connell Street, Sydney NSW.

Important Information:

1. The Resolutions set out in this Notice should be read in conjunction with the Explanatory Memorandum.
2. Certain capitalised terms and abbreviations used below are defined in the Glossary at page 14.
3. Certain Shareholders are excluded from voting in relation to particular Resolutions and the Company must disregard votes cast by or on behalf of those Shareholders. Please do not vote if your vote must be disregarded or if you must not vote as outlined in the paragraphs below.

The business of the Meeting is as follows:

Ordinary Business

Item 1. Receipt of Annual Financial Report

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015.

Note: There is no requirement for Shareholders to approve these reports.

Item 2. Adoption of Remuneration Report (Resolution 1)

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

"That for the purpose of Section 250R(2) of the Corporations Act 2001, and for all other purposes, approval is given for the adoption of the Remuneration Report for the year ended 30 June 2015."

Note: The vote on this resolution is advisory only and does not bind the Company or the Directors.

Voting Exclusion Statement for Resolution 1

The following persons may not vote, and the Company will disregard any votes cast by or on behalf of the following persons, on Resolution 1:

- a. Any KMP whose remuneration details are included in the Remuneration Report (and any Closely Related Party of such a KMP, and any person voting on behalf of such a KMP or Closely Related Party), unless the person does so as a proxy and:
 - i. the vote is not cast on behalf of any KMP whose remuneration details are included in the Remuneration Report (or any Closely Related Party of such KMP); and
 - ii. either:
 - (A) that person is appointed as a proxy by writing that specifies how the proxy is to vote on the resolution; or
 - (B) that person is the Chair, the proxy appointment does not specify the way the proxy is to vote on the resolution and the proxy appointment expressly authorises the Chair to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a KMP.
- b. Any KMP whose remuneration details are not included in the Remuneration Report (and any Closely Related Party of such a KMP) that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on the resolution, unless:
 - i. the proxy is the Chair of the Meeting; and
 - ii. the proxy appointment expressly authorises the Chair to exercise the proxy even if that resolution is connected directly or indirectly with the remuneration of a KMP.

For personal use only

Item 3. Re-election of Paul Meehan (Resolution 2)

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

"That Mr Paul Meehan, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of Energy Action."

Item 4. Re-election of Murray Bleach (Resolution 3)

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

"That Mr Murray Bleach, who retires by rotation and being eligible offers himself for re-election, be re-elected as a Director of Energy Action."

Item 5. Election of Mr Nitin Singhi (Resolution 4)

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

"That Mr Nitin Singhi, who having been appointed as a Director of the Company by the Board on 12 August 2015 in accordance with clause 45.1 of the Company's Constitution and who will hold office until the end of this Meeting, be elected as a Director of the Company."

Item 6. Election of Mr Mark de Kock (Resolution 5)

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

"That Mr Mark de Kock, who having been appointed as a Director of the Company by the Board on 17 August 2015 in accordance with clause 45.1 of the Company's Constitution and who will hold office until the end of this Meeting, be elected as a Director of the Company."

For more information on the proposed resolutions, please refer to the accompanying Explanatory Memorandum attached to this Notice of 2015 Annual General Meeting in relation to agenda items 1 to 6.

By order of the Board



Dr Ronald Watts
Chairman

9 October 2015

Explanatory Memorandum



The information below is an explanation of the business to be considered at the Meeting.

Ordinary Business

Item 1: Financial Report, Directors' Report and Auditor's Report

As required by the Corporations Act, the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2015 will be laid before the Meeting. There is no requirement for a formal resolution on this item. However, the Chair of the Meeting will allow a reasonable opportunity for the Shareholders as a whole at the Meeting to ask questions about, or make comments on, those reports.

A copy of the Company's 2015 Annual Report (which includes the Financial Report, the Directors' Report and the Auditor's Report) is available at www.energyaction.com.au. A copy of the 2015 Annual Report will be sent to those Shareholders that requested one. Shareholders who wish to receive a hard copy of the 2015 Annual Report should contact Link Market Services.

During this item of business an opportunity will be given to Shareholders to ask questions about, or make comments on, the 2015 Annual Report and management of Energy Action.

Similarly, a reasonable opportunity will be given to Shareholders, as a whole, to ask the Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by Energy Action in relation to the preparation of its financial statements and the independence of the Auditor in relation to the audit for the year ended 30 June 2015.

Shareholders may also submit written questions directed to the Auditor using the form enclosed. Relevant written questions for the Auditor must be received by no later than 5.00pm (AEDT) on Thursday, 5 November 2015.

Item 2: Adoption of Remuneration Report (Resolution 1)

As required by the Corporations Act, the Board is presenting the Remuneration Report to Shareholders for consideration and adoption.

The Resolution is advisory only and does not bind the Directors. However, in accordance with the provisions of the Corporations Act (known generally as the 'two strikes rule'), if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting (constituting the first strike), and then again at the 2016 annual general meeting (constituting the second strike), Energy Action will be then required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the re-election of all of the Directors of Energy Action (**Spill Resolution**).

Under the Corporations Act, if more than 50% of those present and voting at the 2016 annual general meeting vote in favour of a Spill Resolution, Energy Action must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the 2016 annual general meeting. All of the Directors who were in office when the 2016 Directors' Report was approved by the Board will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of Energy Action.

The Remuneration Report provides Shareholders with an understanding of:

- the Company's remuneration policies as they relate to KMP as defined under the Corporations Act;
- the link between remuneration and the Company's performance; and
- individual outcomes for the Company's executives and Directors.

A copy of the Remuneration Report, which is part of the 2015 Preliminary Final Report, lodged with the ASX on 18 August 2015, is available on the Company's website.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

For personal use only

Item 3: Re-election of Mr Paul Meehan as a director (Resolution 2)

Principal of Meehans Solicitors, Paul Meehan has been practicing law in the Macarthur area for over 20 years, specialising in Conveyancing/Property Investment/Commercial Law/Leases/Investment and Tax Advice. Meehans Solicitors is now one of the largest in the Macarthur area.

Directors' recommendation

The Directors (other than Mr Meehan) unanimously recommend you vote in favour of Resolution 2.

Item 4: Re-election of Mr Murray Bleach as a director (Resolution 3)

Murray Bleach has over 35 years' experience in the accounting and finance industry. He originally worked as a Chartered Accountant for KPMG Peat Marwick in Sydney and Dallas, Texas. His move into financial services came in 1987, when he joined Bankers Trust Australia.

Murray joined Macquarie Group as part of Macquarie's acquisition of Bankers Trust Australia. During this time he was CEO of Macquarie's US business and led the building of its US infrastructure business.

He was previously CEO of listed toll road group, Intoll Group, was a Non-Executive Director of Eraring Energy and Zanbato Inc, and was Chairman of SocietyOne Pty Ltd.

Murray is Chairman of Suicide Prevention Australia and the Board Investment Committee of Industry Funds Management (IFM). He is a partner in Alfred Street Investment Partners, a Non-Executive Director of Carlton Investments Limited, Strongform Group and Together Let's and is also a member of the Advisory Board for Derwent Executive.

Murray holds a Bachelor of Arts (Financial Studies) and a Masters in Applied Finance from Macquarie University. He is also a Graduate of the Australian Institute of Company Directors and a Chartered Accountant.

Directors' recommendation

The Directors (other than Mr Bleach) unanimously recommend you vote in favour of Resolution 3.

Item 5: Election of Mr Nitin Singhi as a director (Resolution 4)

Nitin has over 20 years' experience in corporate transactions and mergers and acquisitions. He originally worked as a corporate lawyer in Sydney and London at Allens and Lovells respectively, focussing on IPO's, takeovers and private equity. After a stint as a Director of Finance/Legal in an online retail venture in 1999, he returned to Australia to join the Colonial First State Private Equity division in 2001.

As an Investment Director, he was involved in numerous transactions and Board roles with Colonial until 2008 including Mincom, Ambertech, Goodlife Healthclubs, Technisyst and the infrastructure vehicle Colonial First State Private Capital, which was listed on the ASX.

Since 2008 Nitin has been Managing Director of Horizon Private Capital Partners, a corporate advisory firm that specialises on servicing non-bank financial institutions and IT related companies. Its client base includes ASX listed and large firms that provide funding to finance assets including IT equipment and energy related infrastructure. He is also a Board Member of TiE Sydney, a not for profit association dedicated to fostering entrepreneurship.

Nitin holds a Bachelor of Economics and a Master of Laws from the University of Sydney. He is also member of the Australian Institute of Company Directors.

Directors' recommendation

The Directors (other than Mr Singhi) unanimously recommend you vote in favour of Resolution 4.

For personal use only

Item 6: Election of Mr Mark de Kock as a director (Resolution 5)

Mark de Kock has over 20 years' experience in driving superior commercial outcomes through strategy and technology in companies such as Vocus Communications, Optus, Vodafone, Trident Subsea Cable and HP (Tandem/Compaq).

Mark started his career designing and developing money market and stock exchange trading systems including the Helsinki Money Market System, full automation of the Dhaka Stock Exchange, and the design of the 3rd generation of the Hong Kong Stock Exchange. From there Mark focussed on eCommerce systems, managing the development of the qantas.com.au platform as GM eCommerce IT for Qantas in 2000/1, which delivered \$230m of 3 year NPV.

After several subsequent roles in IT with BT Financial group, Optus and Vodafone, Mark joined Vocus Communications in its infancy as Head of Strategy. Mark was responsible for setting strategy, the IPO of Vocus and the required acquisitions to execute against the stated strategy. During Mark's tenure on the Board of Vocus Communications, the Company grew from having a \$25m market capitalisation to becoming an ASX500 Company. Five years from listing, Vocus is now an ASX200 Company.

Mark holds a Bachelor of Science (First class honours) in Electronic Engineering from University College London, an Executive MBA from the Australian Graduate School of Management, and is a Member of the Institute of Engineering and Technology.

Directors' recommendation

The Directors (other than Mr de Kock) unanimously recommend you vote in favour of Resolution 5.

Glossary



For personal use only

Annual Report	means the annual report of Energy Action that includes the financial report, the Directors' report and the independent audit report for the period ended 30 June 2015.
ASX	means ASX Limited or the Australian Securities Exchange, as the context requires.
Auditor	means Ernst & Young, the Company's external auditor.
Board	means board of Directors of Energy Action Limited.
Closely Related Party	In relation to a member of the KMP, means the member's spouse, child or dependant (or a child or dependant of the member's spouse), anyone else in the member's family who may be expected to influence or be influenced by the member in the member's dealing with Energy Action (or the Company Group), and any company the member controls.
Company or Energy Action	means Energy Action Limited (ACN 137 363 636).
Company Group	means all of the Company and its subsidiaries (as defined in the section 46 of the Corporations Act) or any one of them as the context requires.
Constitution	means the constitution of Energy Action Limited.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the directors of the Company.
KMP	means key management personnel having authority and responsibility for planning, directing or controlling the activities of the Company, whether directly or indirectly including any director (whether executive and non-executive) of the entity.
Meeting	means the meeting the subject of this Notice of Meeting to be held on Thursday, 12 November 2015 at the Radisson Blu Hotel 27 O'Connell Street, Sydney NSW at 2.30pm (AEDT).
Notice of Meeting	this notice of Meeting and any notice of any adjournment of the Meeting.
Share	means an ordinary share in the Company.
Shareholder	a registered holder of one or more Shares.




For personal use only


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Energy Action Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **FOR ALL ENQUIRIES CALL:**
Telephone: +61 1800 451 641 (free call within Australia)

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or if the person or body corporate named does not attend the Meeting, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf (in accordance with the directions set out below or, if no directions are set out below and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2:30pm (AEDT) on Thursday, 12 November 2015 in the Marble Room at the Radisson Blu Hotel, 27 O'Connell Street, Sydney NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention in respect of Resolution 1 below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

On a poll, the Chairman of the Meeting intends to vote eligible undirected proxies in favour of each resolution.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Election of Mr Mark de Kock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Paul Meehan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Mr Murray Bleach	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Election of Mr Nitin Singhi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 * If you mark the Abstain box for a particular resolution, 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 SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the *Corporations Act 2001* (Cth).



For personal use only

STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. If you leave Step 1 of the Proxy Form blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the voting intentions of the Chairman of the Meeting set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTING 100% OF YOUR HOLDING

You may direct your proxy how to vote by marking one of the boxes opposite each resolution. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on a resolution your vote will be invalid on that resolution.

VOTING A PORTION OF YOUR HOLDING

You may indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place and delete titles as applicable.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:30pm (AEDT) on Tuesday, 10 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Energy Action Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)


**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**


LODGE YOUR QUESTIONS

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Energy Action Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1800 451 641 (free call within Australia)

Please use this form to submit any questions about Energy Action Limited ("the Company") that you would like us to respond to at the Company's 2015 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **5:00pm on Thursday, 5 November 2015**.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to (please mark the most appropriate box)

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

- | | | |
|---|--|---|
| <input type="checkbox"/> Performance or financial reports | <input type="checkbox"/> A resolution being put to the AGM | <input type="checkbox"/> General suggestion |
| <input type="checkbox"/> Remuneration Report | <input type="checkbox"/> Sustainability/Environment | <input type="checkbox"/> Other |
| <input type="checkbox"/> My question is for the auditor | <input type="checkbox"/> Future direction | |

For personal use only

QUESTIONS