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**BIDENERGY LIMITED**  
**ACN 131 445 335**

**NOTICE OF ANNUAL GENERAL MEETING**

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**The annual general meeting of the Company will be held at Karstens, 123 Queen Street, Melbourne VIC 3000 on Thursday, 28 November 2019 at 12:30pm (AEDT).**

*This Notice should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 9389 3110 or email at [cosec@bidenergy.com](mailto:cosec@bidenergy.com)*

**Shareholders are urged to attend or vote by lodging the proxy form accompanying this Notice.**

For personal use only

**BIDENERGY LIMITED**  
**ACN 131 445 335**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the annual general meeting of shareholders of BidEnergy Limited (**Company**) will be held at Karstens, 123 Queen Street, Melbourne VIC 3000 on Thursday, 28 November 2019 at 12:30pm (AEDT) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 7:00pm (AEDT) on Tuesday, 26 November 2019.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

**AGENDA**

**1. ANNUAL REPORT**

To consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2019, which includes the Financial Report, the Directors' Report and the Auditor's Report.

**2. RESOLUTION 1 - REMUNERATION REPORT**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with section 250R(2) of the Corporations Act and for all other purposes, approval is given by the Shareholders for the adoption of the Remuneration Report on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

A vote on this Resolution must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chairman to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

**3. RESOLUTION 2 - RE-ELECTION OF ANDREW DYER AS DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 14.4, article 12.11 of the Constitution and for all other purposes, Andrew Dyer, Director, retires and being eligible pursuant to article 12.13 of the Constitution, is re-elected as a Director on the terms and conditions set out in the Explanatory Memorandum."*

**4. RESOLUTION 3 - ELECTION OF GEOFFREY KLEEMANN AS DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 14.4, article 12.17 of the Constitution and for all other purposes, Geoffrey Kleemann, Director, who was appointed as an addition to the Board on 1 September 2019, retires and being eligible is elected as a Director on the terms and conditions set out in the Explanatory Memorandum."*

**5. RESOLUTION 4 - RATIFICATION OF ISSUE OF RESTRICTED SHARE UNITS**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 1,073,000 Restricted Share Units on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participated in the issue of the Restricted Share Units; or
- (b) an associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**6. RESOLUTION 5 - RATIFICATION OF ISSUE OF PERFORMANCE RIGHTS**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 110,000 Class F Performance Rights to Darren Knihnicki (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Darren Knihnicki (and/or his nominee); or
- (b) an associate of Darren Knihnicki.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

### **7. RESOLUTION 6 - ISSUE OF OPTIONS TO GUY MAINE**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 1,000,000 Executive Options and 277,611 Director Options to Guy Maine (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Guy Maine (and/or his nominee); or
- (b) an associate of Guy Maine.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

## **8. RESOLUTION 7 - ISSUE OF OPTIONS TO GEOFFREY KLEEMANN**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 208,208 Director Options to Geoffrey Kleemann (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Geoffrey Kleemann (and/or his nominee); or
- (b) an associate of Geoffrey Kleemann.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

**9. RESOLUTION 8 - ISSUE OF OPTIONS TO LEANNE GRAHAM**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 208,208 Director Options to Leanne Graham (and/or her nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Leanne Graham (and/or her nominee); or
- (b) an associate of Leanne Graham.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

**10. RESOLUTION 9 - ISSUE OF OPTIONS TO ANDREW DYER**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 10.11, section 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 277,611 Director Options to Andrew Dyer (and/or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Andrew Dyer (and/or his nominee); or

- (b) an associate of Andrew Dyer.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

#### 11. RESOLUTION 10 - APPROVAL OF 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass with or without amendment, as a special resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."*

##### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Ordinary Securities in the entity); or
- (b) an associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**12. RESOLUTION 11 – ADOPTION OF EMPLOYEE INCENTIVE PLAN**

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

*"That, for the purpose of Listing Rule 7.2 exception 9 and sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the adoption of the 2019 BidEnergy Employee Incentive Plan."*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is an officer or employee of the Company, or a potential officer or employee of the Company, excepting any officers of the Company who are ineligible to participate in any employee share scheme in relation to the Company; or
- (b) an associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

**13. RESOLUTION 12 – SECTION 195 APPROVAL**

To consider and, if thought fit, to pass with or without amendment, the following as an ordinary resolution:

*"That, pursuant to and in accordance with subsection 195(4) of the Corporations Act and for all other purposes, Shareholders approve the transactions contemplated in Resolutions 6 to 9 inclusive."*



**14. RESOLUTION 13 – RATIFICATION OF THE ISSUE OF 8,750,001 PLACEMENT SHARES AND 8,750,001 PLACEMENT OPTIONS**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 8,750,001 Placement Shares and 8,750,001 Placement Options, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**15. RESOLUTION 14 – RATIFICATION OF THE ISSUE OF UP TO 2,586,207 SPP OPTIONS**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,586,207 options to be issued on or around 8 November 2019, under the Company's proposed share purchase plan, on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

**Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an associate of that person (or those persons).

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**16. RESOLUTION 15 – PARTICIPATION IN SPP BY ANDREW DYER**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 51,725 SPP Options under the Company's proposed share purchase plan to Andrew Dyer (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Andrew Dyer (and/or his nominee); or
- (b) an associate of Andrew Dyer.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

**17. RESOLUTION 16 – PARTICIPATION IN SPP BY GUY MAINE**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 51,725 SPP Options under the Company's proposed share purchase plan to Guy Maine (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Guy Maine (and/or his nominee); or
- (b) an associate of Guy Maine.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

**18. RESOLUTION 17 – PARTICIPATION IN SPP BY LEANNE GRAHAM**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 51,725 SPP Options under the Company's proposed share purchase plan to Leanne Graham (or her nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Leanne Graham (and/or her nominee); or
- (b) an associate of Leanne Graham.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or

- (b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

**19. RESOLUTION 18 – PARTICIPATION IN SPP BY GEOFFREY KLEEMANN**

To consider and, if thought fit, pass (with or without amendment) the following resolution as an **ordinary** resolution:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 51,725 SPP Options under the Company's proposed share purchase plan to Geoffrey Kleemann (or his nominee), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Geoffrey Kleemann (and/or his nominee); or  
(b) an associate of Geoffrey Kleemann.

The Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or  
(b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or  
(b) the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Dated: 16 October 2019

By order of the Board



Erlyn Dale  
Company Secretary

**BIDENERGY LIMITED**  
**ACN 131 445 335**

**EXPLANATORY MEMORANDUM**

**1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Karstens, 123 Queen Street, Melbourne VIC 3000 on Thursday, 28 November 2019 at 12:30pm (AEDT).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

A Proxy Form accompanies the Notice.

**2. ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

**2.1 Proxies**

A Proxy Form accompanies this Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 12:30pm (AEDT) on Tuesday, 26 November 2019, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

**2.2 Voting Prohibition by Proxy holders (Remuneration of Key Management Personnel)**

A vote on Resolutions 1, 5, 6, 7, 8, 9, 11, 15, 16, 17 and 18 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or

- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on these Resolutions, and:

- (a) the person is appointed as a proxy that specifies the way the proxy is to vote on these Resolutions; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on these Resolutions, but expressly authorises the Chairman to exercise the proxy even if these Resolutions are connected with the remuneration of a member of the Key Management Personnel.

The Chairman for Resolutions 1, 5, 6, 7, 8, 9, 11,15, 16, 17 and 18 will not be the Director who has an interest in the outcome of the relevant Resolution.

### **3. ANNUAL REPORT**

In accordance with section 317(1) of the Corporations Act the Annual Report must be laid before the annual general meeting. There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at [www.bidenergy.com](http://www.bidenergy.com);
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five business days before the Meeting to the Company Secretary at the Company's registered office.

### **4. RESOLUTION 1 – REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to a vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, a Spill Resolution is not relevant for this Annual General Meeting.

The Chairman will allow reasonable opportunity for Shareholders to ask questions about or comment on the Remuneration Report.

Resolution 1 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### **5. RESOLUTION 2 - RE-ELECTION OF ANDREW DYER AS DIRECTOR**

Article 12.11 of the Constitution requires one third of all Directors, or if their number is not a multiple of three, then the number nearest one-third (rounded down to the nearest whole number) to retire at each annual general meeting.

Article 12.13 of the Constitution states that a Director who retires under article 12.11 is eligible for re-election.

Resolution 2 provides that Andrew Dyer retires by rotation and seeks re-election as a Director.

Details of the qualifications and experience of Andrew Dyer are set out in the Annual Report.

Resolution 2 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

The Board (excluding Andrew Dyer) supports the re-election of Andrew Dyer and recommends that Shareholders vote in favour of Resolution 2.

#### **6. RESOLUTION 3 - ELECTION OF GEOFFREY KLEEMANN AS DIRECTOR**

In accordance with Listing Rule 14.4, a director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting of the entity.

Article 12.16 of the Constitution allows the Directors to appoint a person as an addition to the Board at any time, providing that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office until the next general meeting of members of the Company and is eligible for re-election at that meeting.

Geoffrey Kleemann was appointed on 1 September 2019 as an addition to the Board. Resolution 3 provides that he retires from office and seeks re-election as a Director.

Details of Geoffrey Kleemann's background and experience are set out in the Annual Report.

Resolution 3 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

The Board (excluding Geoffrey Kleemann) supports the election of Geoffrey Kleemann and recommends that shareholders vote in favour of Resolution 3.

## **7. RESOLUTIONS 4 AND 5 - RATIFICATION OF PREVIOUS ISSUES**

### **7.1 Background**

During the course of the calendar year 2019, the Company undertook several issues of securities to employees of the Company for the purposes of providing an equity-based incentive to align the interests of employees with those of shareholders.

Specifically, in February 2019, the Company issued 1,073,000 Restricted Share Units or RSUs to certain employees based in the United States of America. These securities are the subject of Resolution 4.

In August 2019, the Company issued 110,000 Class F Performance Rights to the nominee of the Company's Chief Commercial Officer, Darren Knihnicki. These securities are the subject of Resolution 5.

All of the securities the subject of Resolutions 4 and 5 were issued without Shareholder approval under Listing Rule 7.1 and not in breach of Listing Rule 7.1.

### **7.2 Listing Rules 7.1 and 7.4**

In accordance with Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The effect of passing Resolutions 4 and 5 will be to allow the Company to issue securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1, without obtaining prior Shareholder approval.

Resolutions 4 and 5 are ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 4 and 5.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolutions 4 and 5, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.



### 7.3 Specific information required by Listing Rule 7.5 - Resolution 4

In accordance with Listing Rule 7.5, information is provided in relation to the issue as follows:

- (a) 1,073,000 RSUs were issued on 8 February 2019.
- (b) The RSUs were issued for nil consideration, as an equity-based incentive to align the interests of employees with those of shareholders.
- (c) The RSUs were issued on the terms set out in Schedule 5.
- (d) The RSUs were issued to US-based employees of the Group.
- (e) No funds were raised from the issue of the RSUs.
- (f) A voting exclusion statement is included in the Notice for Resolution 4.

### 7.4 Specific information required by Listing Rule 7.5 - Resolution 5

In accordance with Listing Rule 7.5, information is provided in relation to the issue as follows:

- (a) 110,000 Class F Performance Rights were issued on 5 August 2019.
- (b) The Class F Performance Rights were issued for nil consideration, as they were issued as an equity-based incentive pursuant to the Executive Service Agreement with the Chief Commercial Officer.
- (c) The Class F Performance Rights were issued on the terms set out in Schedule 3.
- (d) The Class F Performance Rights were issued to Claire Knihnicki, as a nominee of Darren Knihnicki.
- (e) No funds were raised from the issue of the Class F Performance Rights.
- (f) A voting exclusion statement is included in the Notice for Resolution 5.

### 7.5 Director Recommendation

The Board recommend that Shareholders vote in favour of Resolutions 4 and 5.

## 8. RESOLUTIONS 6, 7, 8 AND 9 - ISSUE OF OPTIONS TO DIRECTORS

### 8.1 General

In accordance with Listing Rule 10.11 and section 208 of the Corporations Act, Shareholder approval is required for the issue of Options to a related party. Guy Maine, Geoffrey Kleemann, Leanne Graham and Andrew Dyer (the **Directors**) are each a related party of the Company.

Subject to Shareholder approval of Resolutions 6 to 9, the Company seeks to issue the following Options to the Directors (and/or their nominees) in connection with the remuneration arrangements for each Director:

<b>Resolution</b>	<b>Director</b>	<b>No. of Options</b>
6	Guy Maine (and/or his nominee)	1,000,000 Executive Options 277,611 Director Options
7	Geoffrey Kleemann (and/or his nominee)	208,208 Director Options
8	Leanne Graham (and/or her nominee)	208,208 Director Options
9	Andrew Dyer (and/or his nominee)	277,611 Director Options

Resolutions 6 to 9 are all ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 6 to 9.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on any of Resolutions 6 to 9, by signing and returning the Proxy Form, you are giving your express authorisation to allow the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

## **8.2 Listing Rule 10.11**

Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

The effect of passing Resolutions 6 to 9 will be to allow the Company to issue:

- (a) 1,000,000 Executive Options and 277,611 Director Options to Guy Maine (and/or his nominee);
- (b) 208,208 Director Options to Geoffrey Kleemann (and/or his nominee);
- (c) 208,208 Director Options to Leanne Graham (and/or her nominee); and
- (d) 277,611 Director Options to Andrew Dyer (and/or his nominee),

within one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow) without breaching Listing Rule 10.11 or using up the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholder approval is obtained pursuant Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1 (refer to Listing Rule 7.2 exception 14).

## **8.3 Section 208 of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Shareholder approval is required under Chapter 2E of the Corporations Act to issue the Shares to each of the Directors because:

- (a) the issue of the Options is considered a "financial benefit" for the purposes of Chapter 2E of the Corporations Act; and
- (b) each Director is a related party of the Company for the purposes of Chapter 2E of the Corporations Act.

#### **8.4 Specific information required by Listing Rule 10.13 and Section 219 of the Corporations Act**

Information must be provided to Shareholders for the purposes of obtaining Shareholder approval as follows:

- (a) The Options will be issued to:
  - (i) Guy Maine (and/or his nominee);
  - (ii) Geoffrey Kleemann (and/or his nominee);
  - (iii) Leanne Graham (and/or her nominee); and
  - (iv) Andrew Dyer (and/or his nominee).
- (b) The maximum number of Options to be issued is as follows:
  - (i) 1,000,000 Executive Options and 277,611 Director to Guy Maine (and/or his nominee);
  - (ii) 208,208 Director Options to Geoffrey Kleemann (and/or his nominee);
  - (iii) 208,208 Director Options to Leanne Graham (and/or her nominee); and
  - (iv) 277,611 Director Options to Andrew Dyer (and/or his nominee),and the overall maximum number of Options to be issued to the Directors is 1,000,000 Executive Options and 971,638 Director Options.
- (c) The Options will be issued no later than one month after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (d) The Options will be issued for nil cash consideration.
- (e) Executive Options issued to Guy Maine will be issued on the terms set out in Schedule 2.
- (f) Director Options issued to Geoffrey Kleemann, Leanne Graham, Guy Maine and Andrew Dyer will be issued on the terms set out in Schedule 4.
- (g) A voting exclusion statement is included in the Notice for Resolutions 6 to 9.
- (h) No funds will be raised from the issue of the Options as they are being issued for nil cash consideration as part of the remuneration arrangements with the Directors.
- (i) The value of each Executive Option is determined to be **\$0.23**, based on a Valuation Date of 15 October 2019. The value of the Options was determined using the Black

Scholes Pricing Model and in accordance with Australian Accounting Standards Board (AASB) accounting standard AASB 2 *Share-based payment*, based on the following assumptions:

- (i) the risk free rate of 0.70% is the Reserve Bank of Australia's three-year bond rate;
  - (ii) the underlying security spot price of \$0.595 used for the purposes of this valuation is based on the closing share price of the Company on 14 October 2019;
  - (iii) an exercise price of \$1.93 has been used for the purposes of this valuation, which is equal to 145% of the 5-day VWAP of shares in the Company traded on the ASX up to and including 30 January 2019;
  - (iv) the estimated volatility used in the option valuation is 97%;
  - (v) for the purposes of the valuation, no future dividend payments have been forecast; and
  - (vi) for the purposes of the valuation it is assumed that the Options will be issued on date of the valuation, 15 October 2019, and the Options will have a life of four years (expiring 29 January 2023).
- (j) The value of each Director Option is determined to be **\$0.36**, based on a Valuation Date of 15 October 2019. The value of the Options was determined using the Black Scholes Pricing Model and in accordance with Australian Accounting Standards Board (AASB) accounting standard AASB 2 *Share-based payment*, based on the following assumptions:
- (i) the risk free rate of 0.73% is the Reserve Bank of Australia's four-year bond rate;
  - (ii) the underlying security spot price of \$0.588 used for the purposes of this valuation is based on the of 10 day volume weighted average share price of the Company up to and including 10 October 2019;
  - (iii) an exercise price of \$0.85 has been used for the purposes of this valuation, which is equal to 145% of the 5-day VWAP of shares in the Company traded on the ASX up to and including 15 October 2019;
  - (iv) the estimated volatility used in the option valuation is 97%;
  - (v) for the purposes of the valuation, no future dividend payments have been forecast; and
  - (vi) for the purposes of the valuation it is assumed that the Options will be issued on date of the valuation, 15 October 2019, and the Options will have a life of four years (expiring 14 October 2023).

As a result of the above valuations, the total values of Options to be issued to Directors of the Company pursuant to resolutions 6 to 9 are as follows:

Director	Number of Options	Value of Options
Guy Maine	1,000,000 Executive Options	\$234,918
	277,611 Director Options	\$100,000
Geoffrey Kleemann	208,208 Director Options	\$75,000
Leanne Graham	208,208 Director Options	\$75,000
Andrew Dyer	277,611 Director Options	\$100,000
<b>Total:</b>	<b>1,971,638</b>	<b>\$584,918</b>

- (k) The value may change after the date of valuation depending upon any changes to the above assumptions, in particular changes in the Share price.
- (l) The primary purpose of the grant of the Options to the Directors is to provide a performance linked incentive component in the remuneration package for the Directors and to motivate and reward the performance of the Directors in their respective roles as Directors.
- (m) At the date of this Notice, each Director has an interest in the following securities of the Company:

Director	Shares	Options
Guy Maine	160,643	2,205,883
Geoffrey Kleemann	150,000	-
Leanne Graham	200,475	367,648
Andrew Dyer	121,000	294,118

It is proposed that each Director the subject of Resolutions 6 to 9 be issued the Options as set out above, subject to Shareholder approval at the Meeting.

- (n) The remuneration and emoluments from the Company to each of the following Directors for the current and previous years is set out below:

Director	FY20* (estimated)	FY19 (actual)
Guy Maine	\$327,750 <sup>1</sup>	\$433,125 <sup>1</sup>
Geoffrey Kleemann	\$58,542	\$ 0 <sup>2</sup>
Leanne Graham	\$75,500	\$62,404
Andrew Dyer	\$94,875	\$69,499

\*Excludes Share Based Payments and the value of Options proposed to be issued under Resolutions 6 to 9.

<sup>1</sup> Guy Maine is entitled to an annual performance bonus each year, subject to the achievement of certain performance targets. FY19 actual results shown in the table above includes payment of Guy Maine's 2019 bonus, however, no estimate has been included for FY20 as the quantum of any bonus payable for FY20 is unknown at the date of this Notice. The maximum bonus entitlement for FY20 is \$300,000.

<sup>2</sup> Geoffrey Kleemann was appointed on 1 September 2019.

Further details are provided in the Remuneration Report.

- (o) The market price of Shares would normally determine whether each Director will exercise the Options. If the Options are exercised at a price that is lower than the price at which Shares are trading on ASX, there may be a perceived cost to the Company.
- (p) If all 1,971,638 Options were to be exercised, the exercise of the Options will result in a dilution of all other Shareholders' holdings in the Company of 1.58% based on issued Shares as at the date of the Notice and 1.48% on a fully diluted basis.
- (q) Historical quoted price information for the Company's listed securities for the last twelve months is as follows:

Shares	Price	Date
Highest	\$1.76	12 February 2019
Lowest	\$0.45	23 August 2019
Last	\$0.595	14 October 2019

- (r) The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 to 9.

## 8.5 Directors recommendation

Each of the Directors has a material personal interest in the outcome of the relevant Resolutions (Resolutions 6 to 9) on the basis that they (or their nominees) are to be granted Options should the Resolutions be passed. Accordingly each of the Directors decline to make a recommendation to Shareholders.

## 9. RESOLUTION 10 - APPROVAL OF 10% PLACEMENT FACILITY

### 9.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$74.39 million as at 14 October 2019, being the latest practical date prior to the dispatch of this Notice.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c)).

The Directors of the Company believe that Resolution 10 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chairman intends to exercise all available proxies in favour of Resolution 10.

## 9.2 Listing Rule 7.1A

### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being Shares (ASX: BID).

### (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of Shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 125,028,338 Shares. Following recent issues of securities under Listing Rule 7.1 and 7.1A, the Company has the following remaining capacity to issue:

- (i) 7,212,792 Equity Securities under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 11, 2,852,097 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 9.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).



### 9.3 Effect of Resolution

The effect of Resolution 10 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

### 9.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of the Notice.
- (d) The table also shows:
- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
  - (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		50% decrease in Issue Price \$0.298	Issue Price \$0.595	100% increase in Issue Price \$1.19
Current Variable A (125,028,338 Shares)	10% Voting Dilution	12,502,834 Shares	12,502,834 Shares	12,502,834 Shares
	Funds raised	\$3,719,593	\$7,439,186	\$14,878,372
50% increase in Current Variable A (187,542,507 Shares)	10% Voting Dilution	18,754,251 Shares	18,754,251 Shares	18,754,251 Shares
	Funds raised	\$5,579,390	\$11,158,779	\$22,317,558
100% increase in Current Variable A (250,056,676 Shares)	10% Voting Dilution	25,005,668 Shares	25,005,668 Shares	25,005,668 Shares
	Funds raised	\$7,439,186	\$14,878,372	\$29,756,744

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options, Performance Rights or RSUs are exercised into Shares before the date of the issue of the Equity Securities.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
- (vii) The issue price is \$0.595, being the closing price of the Shares on ASX on 14 October 2019.

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- (e) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
  - (f) The Company may seek to issue the Equity Securities for the following purposes:
    - (i) non-cash consideration for the acquisition of complementary assets, businesses or investments or as consideration for services provided to the Company. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
    - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards the ongoing development of the Company's proprietary software technology, general working capital to facilitate the operations of the Company's existing business, as well as the expansion of the Company's operations both domestically and internationally. The Company may also use cash consideration to fund the acquisition of complementary assets, businesses or investments.
  - (g) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
  - (h) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the subscribers of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
    - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
    - (ii) the effect of the issue of the Equity Securities on the control of the Company;
    - (iii) the financial situation and solvency of the Company; and
    - (iv) advice from corporate, financial and broking advisers (if applicable).
  - (i) The subscribers under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.
  - (j) Further, if the Company is successful in acquiring new assets or investments, it is likely that the subscribers under the 10% Placement Facility will be the vendors of the new assets or investments.
  - (k) In the 12 months preceding the date of this Notice of Meeting, the Company issued a total of 17,287,506 Equity Securities which represent approximately 16% of the total number of Equity Securities on issue at 28 November 2018. The Equity Securities issued in the preceding 12 months is set out in Schedule 6.
  - (l) A voting exclusion statement is included in the Notice for Resolution 10.

- (m) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## **9.5 Director Recommendation**

The Directors recommend that Shareholders vote in favour of this Resolution 10.

## **10. RESOLUTION 11 - APPROVAL OF EMPLOYEE INCENTIVE PLAN**

### **10.1 Background**

The Company proposes to implement a new employee incentive plan titled '2019 BidEnergy Employee Incentive Plan'. **(2019 Employee Incentive Plan)**

Shareholder approval is sought for the purposes of Listing Rule 7.2 (exception 9(b)) and for the purposes of sections 259B(2) and 260C(4) of the Corporations Act to approve the 2019 Employee Incentive Plan, and to issue Equity Securities under the 2019 Employee Incentive Plan to Eligible Participants as determined by the Board from time to time.

### **10.2 Regulation**

Listing Rule 7.1 provides that without the approval of holders of ordinary securities, an entity must not issue or agree to issue, equity securities which amount to more than 15% of its issued share capital in any rolling 12 month period.

However, Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1. These exceptions include exception 9, which is an issue under an employee incentive scheme if, within three years before the date of issue, the holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule.

Shareholder approval is now sought for the 2019 Employee Incentive Plan for a three-year period in order that any share issues made in connection with the 2019 Employee Incentive Plan fall within exception 9 under Listing Rule 7.1, as referred to above.

The effect of passing Resolution 11 will be to provide the company with an opportunity to incentivise its employees without affecting its capacity to issue equity securities under Listing Rule 7.1 because Equity Securities issued under the 2019 Employee Incentive Plan during the three years following the date of the meeting will not be taken into account for calculations of the Company's 15% capacity under Listing Rule 7.1.

For the purposes of Listing Rule 7.2 (exception 9(b)), the following information is provided in relation to the 2019 Employee Incentive Plan:

- A summary of the key terms of the 2019 Employee Incentive Plan is set out at Schedule 7. In addition, a copy of the 2019 Employee Incentive Plan may be obtained by any Shareholder upon request from the Company Secretary.
- This is the first time that shareholder approval has been sought for the 2019 Employee Incentive Plan. To date, the Company has not issued any Equity Securities under the 2019 Employee Incentive Plan.

- A voting exclusion statement appears in the Notice of Meeting in connection with Resolution 11. The Chairman intends to vote all available proxies in favour of Resolution 11.

Section 259B(2) of the Corporations Act provides that a company may take security over shares in itself under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

Section 260C(4) provides that a company is exempted from the financial assistance provisions in section 260A if the financial assistance is given under an employee share scheme that has been approved by a resolution passed at a general meeting of the company.

The effect of passing Resolution 11 will be to allow the Company to offer loans to employees (if desired) to acquire securities under the 2019 Employee Incentive Plan (thereby offering financial assistance to employees under the 2019 Employee Incentive Plan without having to obtain further shareholder approval) as well as take security over those securities to secure the repayment of any loans (thereby acquiring an interest in its own securities).

### **10.3 Purpose of the 2019 Employee Incentive Plan**

The purpose of the 2019 Employee Incentive Plan is to:

- assist in the reward, retention and motivation of Eligible Participants;
- link the reward of Eligible Participants to performance and the creation of value for Shareholders;
- align the interests of Eligible Participants more closely with the interests of Shareholders by providing an opportunity for Eligible Participants to receive Equity Securities in the Company;
- provide Eligible Participants with the opportunity to share in any future growth in value of the Company; and
- provide greater incentives for Eligible Participants to focus on the Company's longer-term goals.

### **10.4 Voting Exclusion**

A voting exclusion statement is included in the Notice for Resolution 11.

### **10.5 Directors' Recommendation**

Each of the Directors are eligible to participate in the 2019 Employee Incentive Plan. Accordingly each of the Directors decline to make a recommendation to Shareholders.

## **11. RESOLUTION 12 – SECTION 195 APPROVAL**

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors may have a material personal interest in the outcome of Resolutions 6, 7, 8, 9, 15, 16, 17 and 18.

In the absence of this Resolution 12, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 6, 7, 8, 9, 15, 16, 17 and 18.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

Resolutions 6, 7, 8, 9, 15, 16, 17 and 18 are ordinary resolutions.

## **12. RESOLUTION 13 – RATIFICATION OF THE ISSUE OF 8,750,001 PLACEMENT SHARES AND 8,750,001 PLACEMENT OPTIONS**

On 7 October, the Company announced a placement (**Placement**) of 8,750,001 Shares at an issue price of \$0.58 per Share (**Placement Shares**), together with one free attaching option (**Placement Options**) for every Placement Share subscribed for under the Placement. The Placement was offered by the Company through Canaccord Genuity (Australia) Limited as the lead manager and issued to certain sophisticated and professional investors (**Placement Participants**). None of the Placement Participants are Related Parties.

### **12.1 Listing Rules 7.1 and 7.4**

A summary of Listing Rules 7.1 and 7.4 is set out in Section 7.2 of this Explanatory Memorandum.

The Company is seeking Shareholder approval for the ratification of the issue of the Placement Shares and Placement Options under Listing Rule 7.4.

### **12.2 Specific information required by Listing Rule 7.5**

Pursuant to Listing Rule 7.5, the following information is provided in relation to Resolution 13:

- a) 8,750,001 Placement Shares were issued on 14 October 2019 in respect of the Placement. 8,750,001 Placement Options are expected to be issued on or around 8 November 2019;
- b) the issue price was \$0.58 per Placement Share, together with one free attaching Placement Option for every Placement Share subscribed for under the Placement;
- c) the Placement Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and rank equally with the existing Shares on issue;
- d) the Placement Options have the terms set out in Schedule 8;
- e) the Placement Shares were, and Placement Options will be, allotted and issued to the Placement Participants who are certain new and existing sophisticated and professional investors who were introduced to the Company by Canaccord Genuity (Australia) Limited. None of the Placement Participants are Related Parties; and
- f) the funds raised under the Placement will be used to:
  - Accelerate the Company's expansion in the UK market;
  - Accelerate further development of the Company's RPA platform;
  - Increase investment in sales and marketing in Australia and USA;
  - Fund general working capital requirements; and
  - Fund the expenses of the Placement.

### 12.3 Directors' Recommendations

The Company is seeking approval for the above-mentioned issue of shares and options, such that the Board may issue additional securities up to 15% of issued share capital, being the allowable placement capacity at any time in the next twelve months.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 13.

### 13. RESOLUTION 14 – RATIFICATION OF ISSUE OF UP TO 2,586,207 SPP OPTIONS

On 7 October 2019, the Company announced its intention to undertake a share purchase plan (SPP), under which eligible shareholders will be permitted to subscribe for up to \$30,000 in ordinary shares in the Company at an issue price of \$0.58 (SPP Shares) together with one free attaching option (SPP Options) for every SPP Share subscribed for under the SPP, representing the same terms offered to Placement Participants.

#### 13.1 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not issue or agree to issue equity securities that total more than 15% of its fully paid ordinary shares in a 12 month period without the approval of its shareholders (Placement Capacity), subject to certain exceptions. Specifically, Listing Rule 7.1 (Exception 15) which excludes from the Placement Capacity the issue of securities under an SPP.

This exception is only available in the following circumstances:

- once in any 12 month period; and
- where the securities offered under the SPP:
  - are capable of satisfying the requirements of ASIC Instrument 2019/547 (or such other instrument in force by ASIC in relation to an SPP) as required by the definition of 'security purchase plan' under the Listing Rules;
  - will not exceed 30% of the fully paid ordinary securities on issue; and
  - have an issue price that is at least 80% of the VWAP for the class of securities issued (as calculated over the last 5 trading days before the securities were issued (or announced to be issued)).

The Company has not relied on this exception in the 12 months preceding the proposed date of issue of the SPP Shares.

ASIC Instrument 2019/547 allows a company to undertake an SPP without the need for issuing a prospectus, so long as the SPP complies with certain conditions. The Company is unable to rely on ASIC Instrument 2019/547 to undertake its SPP as ASIC Instrument 2019/547 does not allow for the issue of unlisted options under the SPP. Due to the restrictions in ASIC Instrument 2019/547, the SPP was made under a transaction specific prospectus. Notwithstanding the use of the prospectus, the Company proceeded in offering the SPP Shares in accordance with the terms and conditions expressed in ASIC Instrument 2019/547. As a result, Listing Rule 7.1 (Exception 15), subject to the remaining requirements being met, will apply to the SPP Shares but not the SPP Options.

For the purposes of Listing Rule 7.1 (Exception 15), up to 2,586,207 SPP Shares are expected to be issued on or around 8 November 2019 (SPP Issue Date) under the SPP, at which time it is anticipated this will represent 2% of the fully paid ordinary securities on issue. Further, the issue price for the SPP Shares of \$0.58 represented 96% of the 5 trading day VWAP for the Company's shares immediately prior to the date that the issue was announced, being 7 October 2019.

Accordingly, the Company intends to issue the SPP Shares in reliance on Listing Rule 7.1 (Exception 15).

Listing Rule 7.4 sets out a further exception to Listing Rule 7.1 which provides that an issue of equity securities by a company made under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1, if it is subsequently approved by the company's shareholders.

The Company is seeking Shareholder approval for the ratification of the SPP Options under Listing Rule 7.4.

### 13.2 Specific information required by Listing Rule 7.5

Pursuant to Listing Rule 7.5, the following information is provided in relation to Resolution 14:

- a) up to 2,586,207 SPP Options are expected to be issued on or around 8 November 2019 in respect of the SPP;
- b) the SPP Options will be issued for nil consideration as free attaching options to the SPP Shares (which will be issued at \$0.58 per share);
- c) the terms of the SPP Options to be issued under the SPP are set out in Schedule 8;
- d) the SPP Options will be allotted and issued to eligible Shareholders in the Company as at 5:00pm (AEDT) on 4 October 2019 who participate in the Company's SPP, as well as certain Directors as described in further detail in Resolutions 15 to 18 below; and
- e) No funds will be raised from the issue of the Options given they are being issued for nil cash consideration as part of the SPP.

### 13.3 Directors' Recommendations

The Company is seeking approval for the above-mentioned issue of SPP Options, such that the Board may issue additional securities up to 15% of issued share capital, being the allowable placement capacity at any time in the next twelve months.

The Directors unanimously recommend that the Shareholders vote in favour of Resolution 14.

## 14. RESOLUTION 15 - 18 – PARTICIPATION IN SPP BY DIRECTORS

For the purposes of the SPP, the Company's Directors may elect to apply for SPP Shares and SPP Options (in the proportions set out in the table below) on the same basis as other eligible shareholders, in their capacity as shareholders of the Company and subject to the requisite Shareholder approval being obtained for the purposes of Listing Rule 10.11.

Director	Max Value of SPP Shares	Max Number of SPP Shares	Max Number of SPP Options
Guy Maine	\$30,000	51,725	51,725
Geoffrey Kleemann	\$30,000	51,725	51,725
Leanne Graham	\$30,000	51,725	51,725
Andrew Dyer	\$30,000	51,725	51,725
<b>Total:</b>	<b>\$120,000</b>	<b>206,900</b>	<b>206,900</b>



Listing Rule 10.11 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies. Specifically, Listing Rule 10.12 (Exception 8) states that Shareholder approval under Listing Rule 10.11 is not required where the issue of securities to the relevant related party occurred under an SPP.

This exception is only available in the following circumstances:

- once in any 12 month period; and
- where the securities offered under the SPP:
  - are capable of satisfying the requirements of ASIC Instrument 2019/547 (or such other instrument in force by ASIC in relation to an SPP) as required by the definition of 'security purchase plan' under the Listing Rules;
  - will not exceed 30% of the fully paid ordinary securities on issue; and
  - have an issue price that is at least 80% of the VWAP for the class of securities issued (as calculated over the last 5 trading days before the securities were issued (or announced to be issued)).

ASIC Instrument 2019/547 allows a company to undertake an SPP without the need for issuing a prospectus, so long as the SPP complies with certain conditions. The Company is unable to rely on ASIC Instrument 2019/547 to undertake its SPP as ASIC Instrument 2019/547 does not allow for the issue of unlisted options under the SPP. Due to the restrictions in ASIC Instrument 2019/547, the SPP was made under a transaction specific prospectus. Notwithstanding the use of the prospectus, the Company proceeded in offering the SPP Shares in accordance with the terms and conditions expressed in ASIC Instrument 2019/547. As a result, Listing Rule 10.12 (Exception 18), subject to the remaining requirements being met, will apply to the SPP Shares but not the SPP Options.

For the purposes of Listing Rule 10.12 (Exception 8), up to 206,900 SPP Shares could be issued on the SPP Issue Date to the Directors (as set out in the table above) at which time it is anticipated this will represent 0.16% of the fully paid ordinary securities on issue. Further, the issue price for the SPP Shares of \$0.58, represented 96% of the 5-day VWAP for the Company's shares immediately prior to the date that the issue was announced, being 7 October 2019.

Accordingly, the Company intends to issue the SPP Shares to the Directors in reliance on Listing Rule 10.12 (Exception 8).

Accordingly, the Company is now seeking Shareholder approval for the issue of the SPP Options to the Directors (as set out in the table above).

Shareholder approval is not required under section 219 of the Corporations Act on the basis that the SPP Options are offered on arm's length terms to the Directors on the same basis that they have been offered to all eligible Shareholders under the SPP.

#### **14.1 Information required by Listing Rule 10.13**

Pursuant to and in accordance with Listing Rule 10.13 the following information is provided in relation to Resolution 15-18:

- (a) up to a maximum of 206,900 SPP Options will be issued in aggregate to the specified Directors and in the proportions, as set out in the table above, on or around 28 November 2019 and in any event no later than 1 month after the date of this Meeting;

- For personal use only
- (b) the SPP Options will be issued for nil consideration as free attaching options to the SPP Shares (which are to be issued at \$0.58 per share);
  - (c) the terms of the SPP Options to be issued under the SPP are set out in Schedule 8; and
  - (d) No funds will be raised from the issue of the Options as they are being issued for nil cash consideration as part of the SPP.
  - (e) A voting exclusion statement is included in the Notice for Resolutions 15 - 18.

#### **14.2 Directors' recommendation**

Failure to approve the issue of SPP Options to the Directors would result in those Directors being unable to participate in the SPP thereby limiting the alignment of their interests with that of the Company and the Shareholders.

All the Directors (other than those listed in the table above, due to his material personal interest in the outcome of these Resolutions, as they relate to the proposed grant of SPP Options to the relevant directors individually (or their nominee)) recommend that the Shareholders vote in favour of Resolution 15-18.

The Board (other than the Directors receiving the SPP Options) is not aware of any other information that would be reasonably required by the Shareholders to allow them to make a decision regarding the financial benefit the subject of Resolutions 15-18 or whether it is in the best interests of the Company to pass those Resolutions.

## SCHEDULE 1: DEFINITIONS

In the Notice and this Explanatory Memorandum, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 9.1.

**10% Placement Period** has the meaning given in Section 9.2.

**2019 Employee Incentive Plan** means the 2019 BidEnergy Employee Incentive Plan pursuant to Resolution 11.

**AEDT** means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2019.

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

**ASX** means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

**Listing Rules** means the listing rules of the ASX.

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of Directors.

**Chairman** means the person appointed to chair the Meeting, or any part of the Meeting, convened by the Notice.

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**Company** means BidEnergy Limited (ACN 131 445 335).

**Constitution** means the constitution of the Company as at the commencement of the Meeting.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Directors** means the directors of the Company.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

**Eligible Participants** means employees of the Company eligible to participate in the 2019 Employee Incentive Plan.

**Equity Security** has the same meaning as in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Financial Report** means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listed Option** means an Option listed on ASX.

**Listing Rules** means the listing rules of ASX.

**Managing Director** means the managing director of the Company.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** means the notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

**Office** means office as a Director.

**Option** means an option which entitles the holder to subscribe for a Share.

**Performance Right** means a right to be issued a Share upon satisfaction of certain vesting milestones.

**Proxy Form** means the proxy form accompanying the Notice.

**Related Party** has the meaning given in the Listing Rules or the Corporations Act, as the context requires

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolution** means a resolution contained in the Notice.

**RSU** means restricted stock units which include a right to be issued a Share upon satisfaction of certain vesting milestones.

**Schedule** means a schedule to this Explanatory Memorandum.

**Section** means a section of this Explanatory Memorandum.

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

**Shareholder** means a shareholder of the Company.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means volume weighted average price.

## SCHEDULE 2: TERMS AND CONDITIONS OF EXECUTIVE OPTIONS

### 1. ENTITLEMENT

Each Option entitles the holder (**Holder**) to subscribe for one fully paid ordinary share (**Share**) in BidEnergy Limited (**Company**) upon exercise.

### 2. EXERCISE PRICE AND EXPIRY DATE

Each Option shall have an exercise price equal to \$1.93, being 145% of the volume weighted average price (**VWAP**) of Shares in the Company as traded on the ASX during the 5 trading days leading up to, and including, 30 January 2019 (**Exercise Price**) and expire on 29 January 2023 (**Expiry Date**).

### 3. VESTING CONDITIONS

3.1 The Options shall vest over a period of three years, as follows:

3.1.1 Subject to Clause 4, one quarter of Options held by the holder as at 31 January 2020 shall vest and become exercisable on that date, provided the Holder remains employed as Managing Director of the Company on the date of vesting.

3.1.2 Thereafter, the remaining options will vest quarterly in equal instalments over the subsequent two years, such that one twelfth of the Options shall vest on the end of each three (3) month period following 31 January 2020, and subject to the Holder remaining employed as Managing Director of the Company on the date of vesting.

3.1.3 If the Holder ceases to be employed as Managing Director of the Company, any unvested Options will immediately lapse (in the absence of the Company agreeing otherwise).

### 4. LAPSING CONDITIONS

4.1 The number of Options available to vest at 31 January 2020 in accordance with Clause 3 above will be subject to the Holder's achievement of the key performance indicators set out at Clause 4.3 below.

4.2 The Key Performance Indicators are set out in the following table.

Key Performance Indicator	Threshold	Target	Weighting / Maximum Bonus
KPI 1. ASR as at 31 December 2019	\$10.8 million	\$18.0 million	70%
KPI 2. Customer Churn rate for CY2019	5.0%	3.0%	30%

4.2.1 In respect of **KPI 1**:

4.2.1.1 Where the actual ASR is greater than or equal to the Target ASR, the full weighted amount of options will be awarded (being 70% of 1,000,000 Options), and therefore no options will lapse as at 31 January 2020.

4.2.1.2 Where the actual ASR falls between the Threshold ASR and Target ASR, the number of options awarded will be determined on a fully weighted pro-rata basis, based on the following formula:

$$\frac{(\text{Actual ASR Achieved} - \$10.8m)}{\$7.2m} \times (1,000,000 \times 70\%)$$

Accordingly the number of Options to lapse as at 31 January 2020 will be:

$$(1,000,000 \times 70\%) - \text{Number of Options Awarded per 4.2.1.2}$$

4.2.1.3 Where the actual ASR is less than the Threshold ASR, the full weighted amount of options (being 70% of 1,000,000 Options) will lapse on 31 January 2020.

4.2.2 In respect of **KPI 2:**

4.2.2.1 Where the actual Customer Churn Rate is less than or equal to the Target Customer Churn Rate of 3%, the full weighted amount of options will be awarded (being 30% of 1,000,000 options) and therefore no options will lapse as at 31 January 2020;

4.2.2.2 Where the actual Customer Churn Rate falls between the Threshold and Target Churn Rates, the number of options awarded will be determined on a fully weighted pro-rata basis, based on the following formula:

*Number of Options Awarded:*

$$\frac{(2 - (\text{Actual Churn Rate Achieved}^* - 3)) \times (1,000,000 \times 30\%)}{2}$$

\* where churn achieved is expressed as a number, not a percentage (ie churn of 4.5% would be expressed as 4.5 in the calculation above).

4.2.2.1 Accordingly the number of Options to lapse as at 31 January 2020 will be:

$$(1,000,000 \times 30\%) - \text{Number of Options Awarded per 4.2.2.2}$$

4.2.2.2 Where the actual Customer Churn Rate is greater than or equal to the Threshold Rate of 5%, the full weighted amount of options (being 30% of 1,000,000 Options) will lapse on 31 January 2020.

5. **EXERCISE PERIOD**

Each Option is exercisable at any time on and from the satisfaction of the vesting conditions set out in clause 3 above until the Expiry Date (**Exercise Period**).

6. **NOTICE OF EXERCISE**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

7. **CASHLESS EXERCISE**

7.1 On exercise of the Options, the Board may determine, in its sole discretion, to permit the Holder to exercise the Options by way of Cashless Exercise.

7.2 If the Options are exercised by Cashless Exercise, on exercise of the Options:

7.2.1 the Holder will not be required to pay the Exercise Price for the Options in cleared funds; and

7.2.2 the Company will only issue or transfer that number of Shares to the Holder that have a value equal to the then total market value of the Shares that would have been issued or transferred to the Holder if the Options had been exercised other than by way of Cashless Exercise, less the total amount of the Exercise Price that would otherwise have been payable on exercise of the Options (with the number of Shares rounded down).

8. **SHARES ISSUED ON EXERCISE**

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

9. **QUOTATION OF SHARES ON EXERCISE**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

## 10. **TIMING OF ISSUE OF SHARES AND QUOTATION OF SHARES ON EXERCISE**

Within 5 Business Days after the later of the following:

- 10.1.1 receipt of a notice of exercise given in accordance with these terms and conditions and payment of the exercise price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- 10.1.2 the date the Company ceases to be in possession of excluded information in respect to the Company (if any) following the receipt of the notice of exercise and payment of the exercise price for each Option being exercised by the Company, the Company will:
  - 10.1.2.1 allot and issue the Shares pursuant to the exercise of the Options;
  - 10.1.2.2 give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
  - 10.1.2.3 if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

## 11. **PARTICIPATION IN NEW ISSUES**

- 11.1 There are no participation rights or entitlements inherent in the Options and Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.
- 11.2 However, the Company will use reasonable endeavours to ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the Holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

## 12. **ADJUSTMENT FOR BONUS ISSUES OF SHARES**

- 12.1 If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):
  - 12.1.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of Options had exercised the Option before the record date for the bonus issue; and
  - 12.1.2 no change will be made to the Exercise Price.

## 13. **ADJUSTMENT FOR RIGHTS ISSUE**

- 13.1 If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

14. **ADJUSTMENTS FOR REORGANISATION**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply the Listing Rules which apply to the reconstruction at the time of the reconstruction.

15. **CHANGE OF CONTROL**

The Options automatically vest and may be exercised by the Holder at any time after a Change in Control Event occurs.

16. **QUOTATION OF OPTIONS**

No application for quotation of the Options will be made by the Company.

17. **OPTIONS TRANSFERABLE**

Subject to compliance with the Corporations Act, the Options are only transferrable to a Related Party of the Holder with the Company's written approval.

18. **LODGEMENT INSTRUCTIONS**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

**DEFINITIONS:**

In addition to the definitions provided at Schedule 1 of the Notice, the following definitions apply specifically to the terms and conditions of Executive Options:

**Business Day** means the day on which banks are open for general business in Melbourne, Victoria, excluding Saturdays and Sundays.

**Change in Control Event** means:

- (a) a change in Control (as defined in the Corporations Act) of the Company;
- (b) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning 50% or more of the Shares of the Company;
- (c) where a Takeover Bid is made to acquire 50% or more of the Shares (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to 50% or more of the Shares of the Company) and the Takeover Bid becomes unconditional and the bidder (together with its associates) has a relevant interest in 50% or more of the Shares of the Company;
- (d) where a person (either alone or together with its associates) becomes the legal or the beneficial owner of, or acquires a relevant interest in, 50% or more of the Shares of the Company;
- (e) where a person (either alone or together with its associates) becomes entitled to acquire or acquires an equitable interest in 50% or more of the Shares of the Company; or
- (f) a resolution is passed for the voluntary winding-up of the Company.

**Commencement Date** means the date on which a tranche of Options is issued.

**Employee** means a person who is a full-time or part-time employee of the Company.

**Related Party** has the same meaning as in the Listing Rules.

**Takeover Bid** has the meaning given to that term in section 9 of the Corporations Act.



## SCHEDULE 3: TERMS AND CONDITIONS OF CLASS F PERFORMANCE RIGHTS

### 1. ENTITLEMENT

- 1.1 Each Performance Right entitles the holder (**Holder**) to subscribe for one fully paid ordinary share (**Share**) in BidEnergy Limited (**Company**) upon exercise.
- 1.2 The Holder may be a director, officer, employee or consultant (**Eligible Person**) of the Company or his or her nominee.

### 2. ISSUE PRICE

Each Performance Right will be issued for nil cash consideration.

### 3. EXERCISE PRICE AND EXPIRY DATE

- 3.1 Each Performance Right has a \$nil exercise price (**Exercise Price**) and expires on 5 November 2020, being the date that is 15 months after the date of issue. (**Expiry Date**).
- 3.2 A Performance Right that is not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 4. VESTING CONDITIONS

The Performance Rights shall vest and become exercisable on 27 May 2020, being the date that is 12 months from the date of commencement of employment with the Company, provided that the Holder remains engaged by the Company as an Eligible Person on that date (**Vesting Condition**).

### 5. EXERCISE OF VESTED PERFORMANCE RIGHTS

A vested Performance Right may be exercised by the Holder upon written notice delivered to the Company at any time from the date of vesting until such time as the vested Performance Right expires, lapses or is forfeited.

### 6. CEASING TO BE AN ELIGIBLE PERSON

Where the Holder ceases to be an Eligible Person before the Performance Rights then held by him or her become vested Performance Rights by reason of his or her:

- (a) death or total and permanent disability,
- (b) bona fide redundancy,
- (c) bona fide retirement, or
- (d) removal from a position of Managerial or Executive Office in the Company,

unless the Board determines otherwise, in respect of those Performance Rights which have not satisfied the Vesting Condition but have not lapsed, the Holder will be permitted to continue to hold those Performance Rights as if the Holder was still an Eligible Person.

Where the Holder ceases to be an Eligible Person in any other circumstance or as otherwise determined by the Board, all Performance Rights held will lapse immediately.

### 7. LAPSING OF PERFORMANCE RIGHTS

A Performance Right will lapse upon the earlier to occur of:

- (a) in the case of a vested Performance Right, on the Expiry Date;
- (b) in the case of an unvested Performance Right, on the date that the Board determines that any applicable Vesting Conditions have not been met or cannot be met;
- (c) in the case of an unvested Performance Right, on the date that the Holder ceases to be an Eligible Person.

### 8. SHARES ISSUED ON EXERCISE

All Performance Right Shares will rank equally with all other issued Shares, and will be entitled in full to those dividends which have a record date for determining entitlements after the date of issue.

### 9. QUOTATION OF SHARES ON EXERCISE

The Company will apply for official quotation of all Shares issued upon the exercise of the Performance Rights.

10. **CHANGE OF CONTROL**

Performance Rights which have not expired or lapsed will automatically vest and be deemed to immediately become vested Performance Rights where:

- (a) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
- (b) a Takeover Bid:
  - (i) is announced;
  - (ii) has become unconditional; and
  - (iii) the person making the Takeover Bid has a relevant interest in 50% or more of the Shares; or
- (c) any person acquires a relevant interest in 50.1% or more of the Shares by any other means.

11. **ADJUSTMENT FOR BONUS ISSUES**

If Shares are issued pro rata to the Company's Shareholders generally by way of bonus issue, the number of Performance Rights to which the Holder is entitled shall be increased by that number of securities which he or she would have been issued if the Performance Rights then held by him were excised immediately prior to the record date of the bonus issue.

12. **PRO RATA ISSUES**

The Holder will not be entitled to any adjustment to the number of Performance Right Shares issued that he or she is entitled to or adjustment to any Vesting Condition which is based, in whole or part, on the Company's share price, as a result of the Company undertaking a rights issue.

13. **ADJUSTMENT FOR REORGANISATION**

In the event of any reorganisation (including consolidation or subdivision) of the issued capital of the Company, the number of Performance Rights to which the Holder is entitled will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues as a result of such corporate actions.

14. **TRANSFERABILITY**

Unless determined otherwise by the Board in its absolute discretion or the relevant dealing is effected by force of law on death or legal incapacity to the Eligible Person's legal personal representative, an Eligible Person may not sell, assign, transfer, grant a Security Interest over, directly or indirectly dispose of a legal, beneficial or economic interest in, or otherwise deal with a Performance Right that has been granted to them.

**DEFINITIONS:**

In addition to the definitions provided at Schedule 1 of the Notice, the following definitions apply specifically to the terms and conditions of Class F Performance Rights:

**Managerial or Executive Office** has the meaning given to that term in section 9 of the Corporations Act.

**Performance Rights Share** means, in respect of any Performance Right, the Share an Eligible Person is entitled to subscribe for, or take a transfer of, pursuant to a vested Performance Right, including any Shares resulting from an adjustment made pursuant to these terms and conditions.

**PPSA** means the Personal Properties Securities Act 2009 (Cth).

**Security Interest** means any Security Interest within the meaning of the PPSA and any mortgage, pledge, charge, lien, encumbrance, assignment, security, interest, preferential right, setoff or any other security arrangement

**Takeover Bid** has the meaning given to that term in section 9 of the Corporations Act.

## SCHEDULE 4: TERMS AND CONDITIONS OF DIRECTOR OPTIONS

### 1. ENTITLEMENT

- 1.1 Each Option entitles the holder (**Holder**) to subscribe for one fully paid ordinary share (**Share**) in BidEnergy Limited (**Company**) upon exercise.
- 1.2 The Holder may be a director of the Company or his or her nominee.

### 2. EXERCISE PRICE AND EXPIRY DATE

Each Option shall have an exercise price of \$0.85, being equal to 145% of the volume weighted average price (**VWAP**) of Shares in the Company as traded on the ASX one week leading up to, and including, 15 October 2019 (**Exercise Price**) and expire on 14 October 2023 (**Expiry Date**).

### 3. EXERCISE PERIOD

Each Option is exercisable at any time on and from the satisfaction of the vesting conditions set out in clause 3 above until the Expiry Date (**Exercise Period**).

### 4. NOTICE OF EXERCISE

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

### 5. CASHLESS EXERCISE

- 5.1 On exercise of the Options, the Board may determine, in its sole discretion, to permit the Holder to exercise the Options by way of Cashless Exercise.
- 5.2 If the Options are exercised by Cashless Exercise, on exercise of the Options:
- 5.2.1 the Holder will not be required to pay the Exercise Price for the Options in cleared funds; and
- 5.2.2 the Company will only issue or transfer that number of Shares to the Holder that have a value equal to the then total market value of the Shares that would have been issued or transferred to the Holder if the Options had been exercised other than by way of Cashless Exercise, less the total amount of the Exercise Price that would otherwise have been payable on exercise of the Options (with the number of Shares rounded down).

### 6. LAPSING

- 6.1 Any unexercised Options will lapse at the earlier of:
- 6.1.1 14 October 2023; and
- 6.1.2 if the holder ceases to be a director of the Company, the date that is 12 months from the date the Holder ceases to be a director of the Company.

### 7. SHARES ISSUED ON EXERCISE

Shares issued on exercise of the Options rank equally with the then Shares of the Company.

### 8. QUOTATION OF SHARES ON EXERCISE

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

### 9. TIMING OF ISSUE OF SHARES AND QUOTATION OF SHARES ON EXERCISE

Within 5 Business Days after the later of the following:

- 9.1.1 receipt of a notice of exercise given in accordance with these terms and conditions and payment of the exercise price for each Option being exercised by the Company if the

Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and

9.1.2 the date the Company ceases to be in possession of excluded information in respect to the Company (if any) following the receipt of the notice of exercise and payment of the exercise price for each Option being exercised by the Company,

the Company will:

9.1.2.1 allot and issue the Shares pursuant to the exercise of the Options;

9.1.2.2 give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and

9.1.2.3 if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

## 10. PARTICIPATION IN NEW ISSUES

10.1 There are no participation rights or entitlements inherent in the Options and Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

10.2 However, the Company will use reasonable endeavours to ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the Holder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

## 11. ADJUSTMENT FOR BONUS ISSUES OF SHARES

11.1 If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

11.1.1 the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Holder would have received if the Holder of Options had exercised the Option before the record date for the bonus issue; and

11.1.2 no change will be made to the Exercise Price.

## 12. ADJUSTMENT FOR RIGHTS ISSUE

12.1 If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

13. **ADJUSTMENTS FOR REORGANISATION**

If there is any reconstruction of the issued share capital of the Company, the rights of the Holder may be varied to comply the Listing Rules which apply to the reconstruction at the time of the reconstruction.

14. **CHANGE OF CONTROL**

The Options automatically vest and may be exercised by the Holder at any time after a Change in Control Event occurs.

15. **QUOTATION OF OPTIONS**

No application for quotation of the Options will be made by the Company.

16. **OPTIONS TRANSFERABLE**

Subject to compliance with the Corporations Act, the Options are only transferrable to a Related Party of the Holder with the Company's written approval.

17. **LODGEMENT INSTRUCTIONS**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's Registry.

**DEFINITIONS:**

In addition to the definitions provided at Schedule 1 of the Notice, the following definitions apply specifically to the terms and conditions of Director Options:

**Business Day** means the day on which banks are open for general business in Melbourne, Victoria, excluding Saturdays and Sundays.

**Cashless Exercise** means the Holder exercising Options without making any cash payment.

**Change in Control Event** means:

- (a) a change in Control (as defined in the Corporations Act) of the Company;
- (b) where members of the Company approve any compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other body corporate or bodies corporate (other than a scheme that does not involve a change in the ultimate beneficial ownership of the Company), which will, upon becoming effective, result in any person (either alone or together with its associates) owning 50% or more of the Shares of the Company;
- (c) where a Takeover Bid is made to acquire 50% or more of the Shares (or such lesser number of Shares that when combined with the Shares that the bidder (together with its associates) already owns will amount to 50% or more of the Shares of the Company) and the Takeover Bid becomes unconditional and the bidder (together with its associates) has a relevant interest in 50% or more of the Shares of the Company;
- (d) where a person (either alone or together with its associates) becomes the legal or the beneficial owner of, or acquires a relevant interest in, 50% or more of the Shares of the Company;
- (e) where a person (either alone or together with its associates) becomes entitled to acquire or acquires an equitable interest in 50% or more of the Shares of the Company; or
- (f) a resolution is passed for the voluntary winding-up of the Company.

**Related Party** has the same meaning as in the Listing Rules.

**Takeover Bid** has the meaning given to that term in section 9 of the Corporations Act.

## SCHEDULE 5: TERMS AND CONDITIONS OF RESTRICTED STOCK UNITS

### 1. ENTITLEMENT

- 1.1 Each Restricted Stock Unit (**Unit**) entitles the Participant to receive one fully paid ordinary share (**Share**) in BidEnergy Limited (**Company**) upon the Settlement Date.
- 1.2 The Participant may be a director, employee or consultant (**Eligible Person**) of the Company or his or her nominee.

### 2. ISSUE PRICE

Each Unit will be issued for nil cash consideration.

### 3. EXERCISE PRICE AND SETTLEMENT DATE

- 3.1 Each Unit has a \$nil exercise price (**Exercise Price**) and the Settlement Date will be on or as soon as practicable following the Vesting Date (as shown on the Notice of Grant) applicable to such Unit but in any event no later than the 15th day of the third month following the end of the Applicable Year in which the Unit becomes a Vested Unit (**Settlement Date**).

### 4. TERMINATION OF SERVICE

Unless otherwise provided by the Board and set out in the Participant's Award Agreement, if the Participant's service terminates for any reason, whether voluntary or involuntary (including the Participant's death or disability), then the Participant shall forfeit to the Company any Units pursuant to the Award which remain subject to Vesting Conditions as of the date of the termination of service.

### 5. QUOTATION OF SHARES ON EXERCISE

The Company will apply for official quotation of all Shares issued in relation to the relevant Award.

### 6. CHANGE OF CONTROL

Where:

- (a) the Company announces that its Shareholders have at a Court convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement (excluding a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return) of the issued capital of the Company) and the Court, by order, approves the scheme of arrangement;
- (b) a Takeover Bid:
- (i) is announced;
  - (ii) has become unconditional; and
  - (iii) the person making the Takeover Bid has a relevant interest in 50% or more of the Shares; or
- (c) any person acquires a relevant interest in 50.1% or more of the Shares by any other means (each a **Change in Control**),

then:

- (d) the Board may in its discretion provide for acceleration of the exercisability and/or vesting of each or any outstanding Award or portion thereof and shares acquired pursuant thereto upon such conditions, including termination of the Participant's service prior to, upon, or following the change in control, and to such extent as the Board determines;
- (e) the acquiror may assume or continue the Company's rights and obligations under each or any Award or portion thereof outstanding immediately prior to the Change in Control or

substitute for each or any such outstanding Award or portion thereof a substantially equivalent award with respect to the Acquiror's shares; or

- (f) the Board may in its discretion determine that each and any Award or portion thereof outstanding prior to the Change in Control is canceled in exchange for a payment in cash, shares in the Company or acquirer, or other property, in an amount having fair market value equal to the fair market value of the consideration paid per Share in the Change in Control.

#### 7. **ADJUSTMENT FOR BONUS ISSUES**

If, during the term of any Award, securities are issued pro rata to holders of Shares generally by way of bonus issue, the number of Shares to which each Participant is then entitled pursuant to such Award shall be increased by that number of securities which the Participant would have been issued if the Awards then held by the Participant were settled immediately prior to the record date for the bonus issue.

#### 8. **PRO RATA ISSUES**

- (a) If during the term of any Award, the Company makes a pro rata issue of securities to the holders of Shares by way of a rights issue, a Participant shall not be entitled to participate in the rights issue in respect of any Awards, except with respect to Shares previously issued in settlement of such Awards.
- (b) A Participant will not be entitled to any adjustment to the number of Awards he or she is entitled to or adjustment to any conditions relating to the Award which is based, in whole or in part, upon the Company's Share price, as a result of the Company undertaking a rights issue.

#### 9. **ADJUSTMENT FOR REORGANISATION**

In the event of any reorganisation (including consolidation or subdivision) of the issued capital of the Company, the number of Units subject to the Award to which the Participant is entitled will be adjusted appropriately and proportionally to prevent dilution or enlargement of the Participant's rights under the Award.

#### 10. **TRANSFERABILITY**

The right to receive Shares pursuant to an Award shall not be subject in any manner to anticipation, alienation, sale, exchange, transfer, assignment, pledge, encumbrance, or garnishment by creditors of the Participant or the Participant's beneficiary, except transfer by will or by the laws of descent and distribution. All rights with respect to a Restricted Share Units granted to a Participant hereunder shall be exercisable during his or her lifetime only by such Participant or the Participant's guardian or legal representative.

#### **DEFINITIONS:**

In addition to the definitions provided at Schedule 1 of the Notice, the following definitions apply specifically to the terms and conditions of Restricted Stock Units:

**Applicable Year** means the calendar year or the Company's fiscal year, whichever year ends later.

**Award** means an award of Restricted Share Units granted under the Plan.

**Fair Market Value** means as of any date, the value of a Share or other property as determined by the Board, in its discretion, or by the Company, in its discretion, if such determination is expressly allocated to the Company, subject to the following:

- (a) If, on such date, the Shares are listed or quoted on a national or regional securities exchange or quotation system, the Fair Market Value of a Share shall be the closing price of a Share as quoted on the national or regional securities exchange or quotation system constituting the primary market for the Shares, as reported in a source the Company deems reliable. If the relevant date does not fall on a day on which the Shares have traded on

such securities exchange or quotation system, the date on which the Fair Market Value shall be established shall be the last day on which the Shares were so traded or quoted prior to the relevant date, or such other appropriate day as shall be determined by the Board, in its discretion.

- (b) If, on such date, the Shares are not listed or quoted on a national or regional securities exchange or quotation system, the Fair Market Value of a Share shall be as determined by the Board in good faith without regard to any restriction other than a restriction which, by its terms, will never lapse, and in a manner consistent with the requirements of Section 409A of the United States Internal Revenue Code of 1986, if applicable.

**Managerial or Executive Office** has the meaning given to that term in section 9 of the Corporations Act.

**Notice of Grant** means the notice of grant provided by the Company to Participants setting out the particulars of the Award.

**Participant** means any Eligible Person who has been granted one or more Awards.

**Performance Rights Share** means, in respect of any Performance Right, the Share an Eligible Person is entitled to subscribe for, or take a transfer of, pursuant to a vested Performance Right, including any Shares resulting from an adjustment made pursuant to these terms and conditions.

**Plan** means the BidEnergy Limited 2019 Restricted Share Units Plan.

**PPSA** means the Personal Properties Securities Act 2009 (Cth).

**Security Interest** means any Security Interest within the meaning of the PPSA and any mortgage, pledge, charge, lien, encumbrance, assignment, security, interest, preferential right, setoff or any other security arrangement

**Service** means a Participant's employment or service with the Company, whether as an employee, a director or a consultant.

**Takeover Bid** has the meaning given to that term in section 9 of the Corporations Act.

**Vesting Date** is the date on which the Units under an Award vest, as set out in the Notice of Grant.



**SCHEDULE 6: LISTING RULE 7.3A.6 DISCLOSURE**

**Issues of Equity Securities during the 12 months preceding the date of the Meeting**

No.	Date of Issue	Number	Class <sup>1</sup>	Persons to whom the securities were issued	Issue price (A\$)	Discount (if any) to market price <sup>2</sup> on date of issue	Consideration
1.	10 January 2019	357,353	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	91%	Cash Consideration: Shares were issued upon the exercise of 357,353 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$243,000.
							Use of funds: Refer to note 4.
2.	18 January 2019	181,334	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	117%	Cash Consideration: Shares were issued upon the exercise of 181,334 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$123,307.
							Use of funds: Refer to note 4.
3.	18 January 2019	239,415	Fully Paid Ordinary Shares	Holders of Class C Options	\$1.02	45%	Cash Consideration: Shares were issued upon the exercise of 239,415 Class C Options (\$1.02, 1 Jul 2019), representing a total cash consideration of \$244,203.
							Use of funds: Refer to note 4.
4.	1 February 2019	16,500	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	96%	Cash Consideration: Shares were issued upon the exercise of 16,500 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$11,220.
							Use of funds: Refer to note 4.

No.	Date of Issue	Number	Class <sup>1</sup>	Persons to whom the securities were issued	Issue price (A\$)	Discount (if any) to market price <sup>2</sup> on date of issue	Consideration	
5.	8 February 2019	1,073,000	Unlisted Restricted Share Units	US Employees of the Company	Nil.	100%	Non-cash consideration:	A performance linked incentive component to the remuneration package of existing US employees.
							Current value of non-cash consideration:	\$638,435 <sup>3</sup>
6.	8 February 2019	38,499	Fully Paid Ordinary Shares	Holders of Class C Options	\$1.02	52%	Cash Consideration:	Shares were issued upon the exercise of 38,499 Class C Options (\$1.02, 1 Jul 2019), representing a total cash consideration of \$39,269.
							Use of funds:	Refer to note 4.
7.	15 February 2019	52,800	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	150%	Cash Consideration:	Shares were issued upon the exercise of 52,800 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$35,904.
							Use of funds:	Refer to note 4.
8.	15 February 2019	275,510	Fully Paid Ordinary Shares	Holders of Class C Options	\$1.02	67%	Cash Consideration:	Shares were issued upon the exercise of 275,510 Class C Options (\$1.02, 1 Jul 2019), representing a total cash consideration of \$281,020.
							Use of funds:	Refer to note 4.
9.	18 March 2019	29,000	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	43%	Cash Consideration:	Shares were issued upon the exercise of 29,000 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$19,720.
							Use of funds:	Refer to note 4.

No.	Date of Issue	Number	Class <sup>1</sup>	Persons to whom the securities were issued	Issue price (A\$)	Discount (if any) to market price <sup>2</sup> on date of issue	Consideration	
10.	10 May 2019	112,566	Fully Paid Ordinary Shares (escrowed to 10 May 2020)	Vendors of RealWinWin, Inc.	Nil.	100%	Non-cash Consideration:	Earn Out Shares as part of the consideration for the business acquisition of RealWinWin, Inc.
							Current value of non-cash consideration:	\$66,977 <sup>3</sup>
11.	17 May 2019	98,989	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	27%	Cash Consideration:	Shares were issued upon the exercise of 98,989 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$67,313.
							Use of funds:	Refer to note 4.
12.	24 May 2019	160,232	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	13%	Cash Consideration:	Shares were issued upon the exercise of 160,232 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$108,958.
							Use of funds:	Refer to note 4.
13.	31 May 2019	230,001	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	23%	Cash Consideration:	Shares were issued upon the exercise of 230,001 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$156,401.
							Use of funds:	Refer to note 4.
14.	7 June 2019	198,721	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	13%	Cash Consideration:	Shares were issued upon the exercise of 198,721 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$135,130.
							Use of funds:	Refer to note 4.

No.	Date of Issue	Number	Class <sup>1</sup>	Persons to whom the securities were issued	Issue price (A\$)	Discount (if any) to market price <sup>2</sup> on date of issue	Consideration
15.	14 June 2019	103,693	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	1%	<p>Cash Consideration: Shares were issued upon the exercise of 103,693 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$70,511.</p> <p>Use of funds: Refer to note 4.</p>
16.	21 June 2019	91,493	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	3%	<p>Cash Consideration: Shares were issued upon the exercise of 91,493 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$62,215.</p> <p>Use of funds: Refer to note 4.</p>
17.	28 June 2019	954,630	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	2%	<p>Cash Consideration: Shares were issued upon the exercise of 954,630 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$649,148.</p> <p>Use of funds: Refer to note 4.</p>
18.	3 July 2019	655,201	Fully Paid Ordinary Shares	Holders of BIDO Options	\$0.68	3%	<p>Cash Consideration: Shares were issued upon the exercise of 655,201 BIDO Options (\$0.68, 30 June 2019), representing a total cash consideration of \$445,537.</p> <p>Use of funds: Refer to note 4.</p>
19.	9 July 2019	1,051,016	Fully Paid Ordinary Shares	Subscribers under the Underwriting Agreement between the Company and Canaccord Genuity	\$0.68	13%	<p>Cash Consideration: Shortfall Shares issued at \$0.68 per Share, pursuant to the BIDO Option Underwriting Agreement between the Company and Canaccord Genuity, representing a total cash consideration of \$714,691.</p> <p>Use of funds: Refer to note 4.</p>

No.	Date of Issue	Number	Class <sup>1</sup>	Persons to whom the securities were issued	Issue price (A\$)	Discount (if any) to market price <sup>2</sup> on date of issue	Consideration	
20.	26 July 2019	1,227,727	Fully Paid Ordinary Shares	Holders of Class E Performance Rights	Nil.	100%	Non-cash consideration:	Conversion of Class E Performance Rights upon satisfaction of agreed performance milestones.
							Current value of non-cash consideration:	\$730,498 <sup>3</sup>
21.	5 August 2019	353,540	Fully Paid Ordinary Shares	Holders of Class E Performance Rights	Nil.	100%	Non-cash consideration:	Conversion of Class E Performance Rights upon satisfaction of agreed performance milestones.
							Current value of non-cash consideration:	\$210,356 <sup>3</sup>
22.	5 August 2019	110,000	Unquoted Class F Performance Rights	Chief Commercial Officer of the Company	Nil.	100%	Non-cash consideration:	A performance linked incentive component to the remuneration package of the Chief Commercial Officer.
							Current value of non-cash consideration:	\$65,450 <sup>3</sup>
23.	13 August 2019	114,005	Fully Paid Ordinary Shares	Holders of Class E Performance Rights	Nil.	100%	Non-cash consideration:	Conversion of Class E Performance Rights upon satisfaction of agreed performance milestones.
							Current value of non-cash consideration:	\$67,833 <sup>3</sup>
24.	11 September 2019	812,280	Fully Paid Ordinary Shares	Holders of Class E Performance Rights	Nil.	100%	Non-cash consideration:	Conversion of Class E Performance Rights upon satisfaction of agreed performance milestones.
							Current value of non-cash consideration:	\$511,736 <sup>3</sup>

No.	Date of Issue	Number	Class <sup>1</sup>	Persons to whom the securities were issued	Issue price (A\$)	Discount (if any) to market price <sup>2</sup> on date of issue	Consideration				
25.	14 October 2019	8,750,001	Fully Paid Ordinary Shares	Sophisticated Investors	\$0.58	3%	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Cash Consideration:</td> <td>Shares issued at \$0.58 per Shares, pursuant to a placement with sophisticated investors, representing a total cash consideration of \$5,075,001.</td> </tr> <tr> <td>Use of funds:</td> <td>Refer to note 4.</td> </tr> </table>	Cash Consideration:	Shares issued at \$0.58 per Shares, pursuant to a placement with sophisticated investors, representing a total cash consideration of \$5,075,001.	Use of funds:	Refer to note 4.
Cash Consideration:	Shares issued at \$0.58 per Shares, pursuant to a placement with sophisticated investors, representing a total cash consideration of \$5,075,001.										
Use of funds:	Refer to note 4.										

**Notes:**

**1. Terms of Securities**

All Shares issued during the 12 months preceding the date of this Meeting were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares (terms are set out in the Constitution of the Company).

The material terms and conditions of unquoted Securities issued during the 12 months preceding the date of this Meeting are set out below:

- Unquoted Class F Performance Rights will vest on 27 May 2020 and may be converted for nil consideration into one fully paid ordinary Share on or before 5 November 2020, subject to the holder remaining employed by the Company on the vesting date.
- Unquoted Restricted Share Units will vest and convert on 8 March 2020 for nil consideration into one fully paid ordinary Share, subject to the holder remaining employed by the Company on the vesting date.

**2. Market Price** means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue of the relevant Equity Securities.

**3. Current Value:**

In respect of quoted Shares, the value is based on the closing price of the Shares (\$0.595) as the context requires on the ASX on 14 October 2019.

In respect of unquoted Equity Securities, the current value of the Restricted Share Units is measured using the underlying Share price on 14 October 2019 (\$0.595) and the assumption that all the Restricted Share Units will vest.

**4. Use of Funds:** During the 12 months preceding the date of this Meeting, the Company received a total cash consideration of approximately \$8.5 million (before costs and excluding any funds raised from the Companies proposed Share Placement Plan) from the issue of Equity Securities, of which \$1.2M was used towards the further development of the Company's proprietary software technology, general working capital to facilitate the operations of the Company's existing business, as well as the expansion of the Company's operations both domestically and internationally in the UK, Europe and USA.

The Company intends to apply remaining funds of \$7.3M towards the further development of the Company's proprietary software technology, general working capital to facilitate the operations of the Company's existing business, as well as the expansion of the Company's operations both domestically and internationally in the UK and USA.

This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

## SCHEDULE 7: SUMMARY OF KEY TERMS OF THE 2019 EMPLOYEE INCENTIVE PLAN

<b>Eligibility</b>	<p>Employees of the Company are eligible to participate in the 2019 Employee Incentive Plan (<b>Plan</b>) if they are:</p> <ul style="list-style-type: none"><li>(a) an “eligible participant” in relation to the Company or an "associated body corporate", where that person is located in Australia;</li><li>(b) a person located in the United States who is entitled to receive securities without registration pursuant to the exemption under Rule 701 of the US Securities Act of 1933; or</li><li>(c) a person who has been determined or selected by the Board to be eligible to participate in the Plan from time to time,</li></ul> <p><b>(Eligible Employees).</b></p>
<b>Operation of Plan</b>	<p>The Plan is administered by the Board of the Company. The Board may from time to time offer an Eligible Employee participation in the Plan and provide details of any conditions of vesting (<b>Vesting Conditions</b>). After accepting that offer by completing the Application Form, the Company may grant to the Eligible Employee the Plan Securities the subject of the Application Form. The Eligible Employee shall become a Plan Participant when the Plan Securities have been granted.</p>
<b>Vesting Conditions</b>	<p>Vesting Conditions required to be satisfied before a Participant can exercise a Plan Security are to be determined by the Board and notified to Eligible Employees in the notice of Offer.</p>
<b>Rank of Shares</b>	<p>Plan Shares (issued on exercise or conversion of a Plan Security) rank equally with all existing Shares on and from the date on which the Board issues the Plan Share to the Eligible Employee (<b>Date of Issue</b>) in respect of all rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the Date of Issue.</p>
<b>Lapse of Plan Securities</b>	<p>A Plan Security lapses on the earliest of:</p> <ul style="list-style-type: none"><li>(a) the date of exercise or conversion;</li><li>(b) a change of control event occurring;</li><li>(c) seven years from the date of grant or any earlier date determined by the Board and set out in the Offer;</li><li>(d) the date the Board determines that the Plan Security should lapse because the Participant (in the Board's opinion):<ul style="list-style-type: none"><li>• is a bad leaver;</li><li>• has breached a material obligation under the Plan or any other staff equity participation arrangement;</li></ul></li></ul>

- has breached any restraint of trade obligations binding on the Participant in favour of a Group Company;
  - has breached any obligation of confidence binding on the Participant in favour of a Group Company; or
  - has done any act which brings a Group Company into disrepute;
- (e) the date the Board determines that the Plan Security is incapable of vesting; and
- (f) if the Participant who ceases to be an Employee in circumstances where the Participant is a Good Leaver, 180 days after the date the Participant ceases to be employed or engaged by a member of the Group.

**Loans**

The Board may, from time to time in its absolute discretion, offer Participants (except a Participant who is a resident in the United States of America) a loan for the purposes of paying the Exercise Price of any Plan Securities capable of exercise.

**Restriction on Dealings**

Plan Securities held by a Participant are personal to the Participant and may not be exercised by any other person without the consent of the Board (unless the dealing relates to a reorganisation or change in control of the Company).

**Amendment**

The Board may at any time amend the terms of the 2019 Employee Incentive Plan, or waive or modify the application of the terms in relation to any Participant, provided that:

- to the extent that any other amendment of the terms of a Participant's Offer would trigger the requirement for shareholder approval under the Corporations Act or the Listing Rules, the Company will use reasonable endeavours to obtain that shareholder approval as promptly as possible, and the exercise of the discretion or other amendments will be conditional upon shareholder approval being obtained; and
- if a proposed amendment to these Rules would adversely affect the rights of Participants in respect of any Plan Securities and/or Plan Shares then held by them, the Board must obtain the consent of Participants holding not less than 75% of the Plan Securities and/or Plan Shares (as the case may be) affected adversely by the proposed amendment (except in relation to compliance with law, correcting a mistake or addressing Tax consequences for the Company).



## SCHEDULE 8: TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND SPP OPTIONS

### 1. Entitlement

Each option (**Option**) entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**), subject to adjustment under these terms.

The Holder has no right to, or interest in, a Share unless and until it is issued to the Holder on exercise of the Option.

### 2. Issue price

No amount is payable on issue of the Options.

### 3. Exercise price

The exercise price of each option is A\$0.75, subject to adjustment under these terms (**Exercise Price**).

### 4. Option period

Each Option may be exercised in whole or in part at any time before the date that is 12 months after the date on which the Option is issued (**Expiry Date**). An Option not exercised, automatically expires at 5.00pm, Melbourne time, on the Expiry Date.

### 5. Certificate

The Company must give each Holder a certificate or holding statement stating:

- (a) the number of Options issued to the Holder;
- (b) the exercise price of the Options; and
- (c) the date of issue of the Options.

### 6. Transferability

Each Option (and any interest in it) may be transferred by the Holder only in accordance with these terms.

Any unauthorised transfer will not be recognised by the Company.

The Options will not be admitted to trading on ASX, and as a result may only be traded via a transaction which is not 'on-market' in accordance with the ASX Operating Rules and which is otherwise in a form acceptable to the Company.

### 7. Participation rights, bonus issues, rights issues and reorganisations

#### 7.1 Participation

A Holder is not entitled to participate in any new issue to existing holders of securities in the Company except to the extent they:

- (a) have exercised their Options before the record date for determining entitlements to the new issue of securities; and
- (b) participate as a result of holding Shares on exercise of those Options or otherwise hold Shares.

#### 7.2 Notice of new issue

In accordance with the ASX Listing Rules, the Company must give a Holder notice of:

- (a) the proposed terms of any issue or offer proposed under clause 7.1; and
- (b) the right to exercise their Options under clause 7.1.

### 7.3 Bonus issues

If the Company makes a bonus issue of Shares or other securities to shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Holder would have received if the Holder had exercised the Option before the record date for determining entitlements to the issue. No change will be made to the Exercise Price.

### 7.4 Pro rata issues

If the Company makes a pro rata issue of Shares (except a bonus issue) to existing shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the exercise price of each Option shall be adjusted in accordance with ASX Listing Rule 6.22.2.

### 7.5 Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Holder (including the number of Options to which each Holder is entitled to and the exercise price) shall be adjusted to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

### 7.6 Calculations and adjustments

Any calculations or adjustments which are required to be made under this clause 7 will be made by the Board of the Company and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Holder.

## 8. Notice of change

The Company must within a reasonable period and otherwise in accordance with ASX Listing Rules, give to each Holder notice of any change under clause 7 to the exercise price of any Options held by the Holder or the number of Shares which the Holder is entitled to subscribe for on exercise of an Option.

## 9. No breach

Notwithstanding anything in these terms, the Company shall not be required to take any action which would be in breach of any applicable law, regulation or if applicable, the ASX Listing Rules.

## 10. Method of exercise of Options

- (a) To exercise Options, the Holder must give the Company or its share registry, at the same time:
  - (i) a written notice (in the form attached to these terms or otherwise approved by the board of the Company from time to time) (**Exercise Notice**) specifying the number of Options being exercised (**Exercise Options**);
  - (ii) payment of the Exercise Price for the Exercise Options by way of electronic funds transfer, bank cheque or by other means of payment approved by the Company; and
  - (iii) the certificate (if any) for the Exercise Options.
- (b) Options will be deemed to have been exercised on the latest of the date:
  - (i) the Exercise Notice;
  - (ii) the Exercise Price; or
  - (iii) the Option certificate (if any),

is received by the Company or the share registry.

**11. Option certificates**

If a Holder exercises less than the total number of Options registered in the Holder's name:

- (a) the Holder must surrender their Option certificate (if any); and
- (b) the Company must cancel the Option certificate (if any) and issue the Holder a new Option certificate or holding statement stating the remaining number of Options held by the Holder.

**12. Issue of shares**

Within 10 days after receiving an Exercise Notice and payment by the Holder of the Exercise Price, the Company must issue the Holder the number of Shares specified in the Exercise Notice.

**13. Ranking of shares issued on exercise of Options**

Subject to the Company's constitution, all Shares issued on the exercise of Options rank in all respects (including rights relating to dividends) *pari passu* with the existing Shares as at the date of issue.

**14. Quotation**

The Company will not apply to ASX Limited for official quotation of the Options.

The Company will apply to ASX Limited for official quotation of Shares issued on the exercise of Options.

**15. Governing law**

These terms and the rights and obligations of Holders are governed by the laws of Victoria. Each participant irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria.

For personal use only

**Need assistance?****Phone:**1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)**Online:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **12:30pm (AEDT) Tuesday, 26 November 2019.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. 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 an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities 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%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 183004****SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

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

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of BidEnergy Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of BidEnergy Limited to be held at Karstens, 123 Queen Street, Melbourne, Victoria on Thursday, 28 November 2019 at 12:30pm (AEDT) (and at any adjournment or postponement of that meeting). **Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 5 - 9, 11 and 15 - 18 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 5 - 9, 11 and 15 - 18 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 5 - 9, 11 and 15 - 18 by marking the appropriate box in step 2.

## STEP 2 Items of Business

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

ORDINARY BUSINESS		For	Against	Abstain			For	Against	Abstain
Item 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 10	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Andrew Dyer as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 11	Adoption of Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Geoffrey Kleemann as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 12	Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Ratification of Issue of Restricted Share Units	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 13	Ratification of the Issue of 8,750,001 Placement shares and 8,750,001 Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Ratification of Issue of Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 14	Ratification of the Issue of up to 2,586,207 SPP Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Issue of Options to Guy Maine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 15	Participation in SPP by Andrew Dyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Issue of Options to Geoffrey Kleemann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 16	Participation in SPP by Guy Maine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 8	Issue of Options to Leanne Graham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 17	Participation in SPP by Leanne Graham	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 9	Issue of Options to Andrew Dyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 18	Participation in SPP by Geoffrey Kleemann	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

<b>Individual or Securityholder 1</b> <input type="text"/>	<b>Securityholder 2</b> <input type="text"/>	<b>Securityholder 3</b> <input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_/\_\_\_\_/\_\_\_\_