



17 October 2019

Dear Shareholder,

It is with pleasure that I invite you to the 2019 Annual General Meeting (the **Meeting**) of Energy Action Limited (**Energy Action** or the **Company**). The Meeting is an opportunity for Shareholders to talk to the directors and the senior management team about Energy Action and I encourage you to attend.

The Meeting will be held on Wednesday, 27 November 2019 at 10.00am (Sydney time) at the offices of DLA Piper, Level 22, 1 Martin Place, Sydney NSW.

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

If you are attending the Meeting, please bring the enclosed proxy form with you as the barcode will assist in the registration process. If you are unable to attend, please complete and return your proxy form by one of the methods set out in this Notice to be received no later than 10.00am (Sydney time) on Monday, 25 November 2019.

If you would like to submit a question to me (as Chairman) and/or our external auditor, Ernst & Young, prior to the Meeting, please email the Company Secretary (anna.sandham@energyaction.com.au). Please note that any written questions must be received by no later than 5.00pm on Wednesday, 20 November 2019.

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

Thank you for your continued support of Energy Action and I look forward to your attendance at the Meeting.

A handwritten signature in black ink, appearing to read "Murray Bleach".

Mr Murray Bleach

CHAIRMAN

ENERGY ACTION LIMITED
ACN 137 363 636
NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Energy Action Limited of Shareholders of Energy Action Limited will be held:

Date: Wednesday, 27 November 2019
Time: 10.00am (Sydney time)
Venue: DLA Piper
Level 22, 1 Martin Place
Sydney NSW.

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on the matters to be considered at the AGM. The Explanatory Memorandum, Entitlement to Attend and Vote section and Proxy Form are part of this Notice of Meeting.

Certain Shareholders are excluded from voting in relation to particular Resolutions and the Company must disregard votes cast by or on behalf of those Shareholders. Please do not vote if your vote must be disregarded or if you must not vote as outlined in the paragraphs below.

The business of the Meeting is as follows:

A CONSIDERATION OF REPORTS

To receive and consider the Company's Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2019.

Shareholders can view the Annual Report which contains the Annual Financial Report for the year ended 30 June 2019 on Energy Action's website at www.energyaction.com.au.

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

B. QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about, or comment on the management of the Company. Shareholders who are unable to attend the Meeting or who may prefer to register written questions in advance are invited to do so by emailing the Company Secretary (Anna.Sandham@energyaction.com.au).

The Chairman will also give Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- a. the conduct of the audit;
- b. the preparation and content of the Independent Auditor's Report;
- c. the accounting policies adopted by 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.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Auditor's Report or the conduct of the audit. A list of relevant written questions submitted by Shareholders to the auditor will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the Meeting.

C ITEMS FOR APPROVAL

Resolution 1. Adoption of Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2019, as set out in the Directors' Report, is adopted."

The Remuneration Report is contained in the 2019 Annual Report (available at www.energyaction.com.au). Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

A vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, the following persons:

- a. a member of the Key Management Personnel (KMP) whose remuneration details are included in the 2019 Remuneration Report; or
- b. a Closely Related Party of such a KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- a. the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against or abstain) on the resolution; or
- b. the vote is cast by the chair of the Meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; and
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

In addition, a vote must not be cast on Resolution 1 as a proxy by a member of the KMP at the date of the meeting, or a closely related party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions.

This restriction on voting undirected proxies does not apply to the Chairman of the Meeting because the proxy appointment expressly authorises the Chairman of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the KMP.

"Key Management Personnel" and "Closely Related Party" have the same meaning as set out in the Corporations Act.

Resolution 2. Re-election of Director Mr Paul Meehan

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

"That Mr Paul Meehan, a Director of Energy Action Limited who retires in accordance with clause 46.1 of the Constitution, and being eligible for re-election, is re-elected as a Director of Energy Action Limited."

Resolution 3. Amendment to Constitution

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

"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Constitution of the Company be amended in the manner described in the Explanatory Memorandum accompanying this Notice of Meeting, with effect from the close of the meeting."

Resolution 4. Change of Auditor

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

"Provided that the Australian Securities and Investments Commission provides its consent for the current auditor to resign as auditor of the Company as at the date of the AGM, that, for the purposes of section 327B(1)(b) of the Corporations Act 2001 and for all other purposes, RSM Australia Partners, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company and that the Directors be authorised to fix the remuneration of the auditor."

Note: Further comments appear in the Explanatory Statement. Also, in accordance with section 328B(3) of the Corporations Act 2001 (Cth) a copy of the notice of nomination of Auditor accompanies this Notice of Meeting.

Resolution 5. Approval of issue of Securities under the Equity Incentive Plan – Exception to Listing Rule 7.1

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

"That, for the purposes of ASX Listing Rule 7.2, Exception 9 and all other purposes, the issue of performance rights, options and restricted securities under the Energy Action Limited Performance Rights and Option Plan (and the issue of the underlying securities that are the subject to those performance rights and options), as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting be approved."

Voting exclusion statement:

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 5 by or on behalf of:

- (a) a Director of the Company (except one who is ineligible to participate in the Energy Action Limited Performance Rights and Option Plan); or
- (b) an Associate of those persons.

However, the Company need 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 person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Non- Executive Directors are not eligible to participate in any employee incentive scheme in relation to the Company.

By order of the Board



Ms Anna Sandham
Company Secretary
17 October 2019

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7.00pm (Sydney time) on Monday, 25 November 2019 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the **Act**) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 10.00am (Sydney time) on Monday, 25 November 2019 (being 48 hours before the AGM). Proxies must be received before that time by one of the following methods:

Online (preferred):	www.linkmarketservices.com.au
By post:	Energy Action Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By facsimile:	02 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)
By delivery in person:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138 (during business hours only)

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 10.00am (Sydney time) on Monday, 25 November 2019, being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolutions 1 and 5, then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto www.linkmarketservices.com.au, select Voting then click 'Ask a Question'.

This includes any questions for the Chairman or Ernst & Young (our external auditor).

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Wednesday, 20 November 2019. Questions will be collated and, during the AGM, the Chairman will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to shareholders.

ENCLOSURES

Enclosed are the following documents:

- a proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Energy Action's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your proxy; and
- a reply paid envelope for you to return the proxy form.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's AGM to be held on Wednesday 27 November 2019.

The purpose of the Explanatory Memorandum is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions.

Subject to the abstentions noted below, the Directors unanimously recommend Shareholders vote in favour of all Resolutions. The Chairman of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolutions 2, 4 and 5 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolutions.

Resolution 3 is to be voted on as a special resolution. For a special resolution to be passed, at least 75% of the votes cast by Shareholders present and entitled to vote on the resolution must be in favour of the resolution.

Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that the section of the Directors' Report dealing with the remuneration of directors and key management personnel (**KMP**) of the Company (**Remuneration Report**) be put to the vote of shareholders for adoption by way of a non-binding vote.

Broadly, the Remuneration Report details the remuneration policy for the Company and:

- explains the structure of and rationale behind the Group's remuneration practices and the link between the remuneration of executives and the Group's performance;
- sets out remuneration details for each Director and for each executive with authority and responsibility for directing the affairs of the Company; and
- discusses the relationship between the policy and the Group's performance.

Shareholders can view the full Remuneration Report in the Annual Report which is available on the Energy Action website at <http://www.energyaction.com.au/>.

Following consideration of the Remuneration Report, the Chairman of the Meeting will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. A resolution that the Remuneration Report be adopted will then be put to the vote. The vote on this resolution is advisory only and does not bind the Directors or the Company. However the Board will take the outcome of the vote into account in setting remuneration policy for future years.

Directors' recommendation

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this Resolution.

Resolution 2: Re-election of Mr Paul Meehan as a director

Mr Paul Meehan was last re-elected a Non-executive Director of Energy Action at the company's Annual General Meeting in 2017. He has been a Non-Executive Director of the private company from its inception in 2003.

Mr Meehan is a practising lawyer with over 25 years' experience and expertise advising in all facets of the law with a range of clients from S&P / ASX 50 ASX listed companies to individuals buying their first home.

Mr Meehan has his own legal practice in the suburban area of Sydney with approximately 25 employees.

Mr Meehan is also a Non-executive Director of First Commercial Realty Pty Ltd (trading as LJ Hooker Commercial Macarthur), one of the largest commercial real estate offices in the South West of Sydney.

Mr Meehan completed his legal studies through the Law Extension Committee, Sydney University (SAB) and holds a Diploma in Law (SAB).

Mr Meehan is a Member of each of the Audit & Risk Management and Nomination & Remuneration Committees.

Directors' recommendation

The Directors (other than Mr Meehan) unanimously support the re-election of Mr Meehan and recommend you vote in favour of Resolution 2.

Resolution 3: Amendment to the Constitution

The Company has a number of Shareholders who hold small holdings of Shares, otherwise known as being less than a 'marketable parcel' within the meaning of the ASX Listing Rules being currently lots of less than \$500 (based on the closing price of Shares on the ASX as of the relevant time). As at 2 October 2019, there were 152 Shareholders holding small holdings.

Resolution 3 seeks Shareholder approval for amendments to the Company's Constitution. The large number of very small shareholdings places a financial burden on the Company as the administrative costs the Company incurs in respect of Shareholders who hold small holdings is the same as the administrative costs the Company incurs in respect of Shareholders who hold marketable parcels. These administrative costs include issuing shareholding statements, distributing annual reports and other shareholder communications and generally maintaining the Company's records. The Company wishes to reduce these administrative costs so as to operate more efficiently.

ASX Listing Rule 15.13 prohibits an entity from divesting shareholders of small holdings unless prescribed matters are included in its Constitution. Energy Action's Constitution does not currently contain these provisions. As such, to implement the proposed facility, Energy Action will need to amend its Constitution to include them. The amendment is consistent with the ASX Listing Rules and the Corporations Act. The amendment sets out the procedure to be followed by the Company if it seeks to utilise the power.

For Shareholders with a small holding, the option of sale through the Company by way of the procedure set out in the new proposed clauses 94-107 is a very efficient and cheap means of sale of their shareholding as it will not involve them in payment of the brokerage or other costs of sale which, in the case of very small shareholdings, will often be a significant percentage (or all) of the total proceeds of sale.

These new provisions would allow the Company to procure the disposal of small holdings. It is important to note that the Company cannot require a Shareholder to sell a small holding. All Shareholders holding a small holding will be given an opportunity to request that it retain its small holding.

The ASX Listing Rules contain a number of safeguards that protect the holders of small holdings (which have been reflected in the proposed amendments to the Constitution). For small holders at the date that the proposed amendments to the Constitution take effect, these include:

- a) the Company may only seek to sell any small holdings once in any 12 month period;
- b) the Company must notify the relevant Shareholder of its intention to sell the small holding;
- c) the Shareholder must be given at least a six week notice period from the date that the notice is sent in which to tell the Company that it wishes to retain its small holding, and if the Shareholder does so inform the Company, the small holding will not be sold;

- d) the sale of the small holding must stop following the announcement of any takeover bid for the Company but may be started again after the close of offers made under the takeover bid;
- e) only the small holdings held by Shareholders who do not respond in writing to the Company during the notice period or who expressly state that they want their small holding sold, may be sold by the Company;
- f) the Company must pay the costs of the sale, although it would not be liable for the income tax and capital gains tax consequences associated with the sale and these remain the responsibility of the relevant Shareholder; and
- g) the proceeds of sale will not be sent until the Company has received any certificate relating to the relevant Shares (or is satisfied that the certificate has been lost or destroyed or that the Shares are uncertificated securities).

It is important to note in relation to Shareholders who become small holders after the date on which the proposed amendments to the Constitution take effect as a result of a transfer of less than a marketable parcel, the Company may give a divestment notice to that new small holder stating that the Company intends to sell those Shares in not less than 7 days. A new small holder does not have the right to give notice to the Company that it wishes to retain the relevant Shares.

If the Shareholders approve Resolution 3, the Company may utilise the power granted to it under clauses 94-107 of the Constitution to reduce or eliminate small holdings in the Company by implementing a procedure whereby it will, subject to the various requirements of the Corporations Act and the ASX Listing Rules (including the safeguards outlined above), sell small holdings on-market on behalf of the Shareholders who do not wish to retain their small holdings.

Under section 136 of the Corporations Act, Shareholders must pass a special resolution to amend a Constitution. Accordingly, Resolution 3 is a special resolution, requiring approval of at least 75% of the votes cast by or on behalf of Shareholders entitled to vote on the resolution in order to be passed.

The text of the amended Constitution is provided at attachment A. The full text of the Constitution with the proposed amendments is set out in mark-up on the Energy Action website (<https://www.energyaction.com.au/about/investors/shareholder-information>). Alternatively, a copy can be obtained by contacting the Company Secretary on anna.sandham@energyaction.com.au

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

Resolution 4: Change of Auditor

Following a competitive tender of external audit services, the Board selected RSM Australia Partners as the proposed new auditor of the Company. Ernst & Young has advised the Company that it has applied to the Australian Securities and Investments Commission (ASIC) for consent to resign as auditor of the Company with effect from the close of the AGM. The consent of ASIC is required under the Corporations Act for Ernst & Young to resign as auditor. If ASIC does not grant its consent to the resignation, Ernst & Young will continue to hold office as the Company's auditor. The Corporations Act requires the Company to obtain the approval of Shareholders for the appointment of RSM Australia Partners as auditor of the Company. In accordance with section 328B of the Corporations Act, Meehanteam Pty Ltd, a shareholder of the Company, has nominated RSM Australia Partners for appointment as auditor of the Company. A copy of the nomination is reproduced at attachment B. RSM Australia Partners has consented to the appointment and, as at the date of the Notice, has not withdrawn its consent.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4

Resolution 5: Approval of Issue of Securities under the Energy Action Limited Performance Rights and Option Plan – Exception to Listing Rule 7.1

Resolution 5 seeks Shareholder approval for the issue of Equity Securities under the Company's Performance Rights and Options Plan (**Plan**) which was previously approved by shareholders at the Company's Annual General meeting in 2016.

The Plan is designed to reward senior executive personnel for the effective implementation of strategies that deliver sustained growth in Shareholder wealth and to attract and retain talented personnel. The Plan is designed to align the interests of executives and senior management with the interests of shareholders by providing an opportunity for the participants to receive any equity interest in the Company.

ASX Listing Rule 7.1 restricts listed companies from issuing more than 15% of their issued share capital in any 12-month period without shareholder approval. Listing Rule 7.2, exception 9 provides an exception to ASX Listing Rule 7.1 such that an issue under an employee incentive scheme is not calculated as part of the 15% limitation if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme were set out in the Prospectus; or
- shareholders approved the issue of securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules.

Shareholder approval is being sought for this purpose.

If the Plan is approved by shareholders, issues of securities under the Plan over the next three years will fall under this ASX Listing Rule exception and will not affect the Company's ability to separately issue up to 15% of its total ordinary securities in any 12-month period (without having to obtain further shareholder approval).

In accordance with ASX Listing Rule 7.2, exception 9(b), the directors advise that:

- a summary of the terms of the Plan is set out in Attachment C;
- since the date of the last shareholder approval of the issue of equity securities under the Plan at the company's Annual General Meeting in 2016, 696,943 Performance Rights were granted under the Plan;
- a voting exclusion statement in respect to Resolution 5 is set out in the Notice of Meeting.

Directors' recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

ATTACHMENT A

Proposed additional clauses in the Energy Action Constitution

Small Holdings

94 DEFINITIONS

In these clauses 94 – 107:

ASX Settlement means ASX Settlement Pty Ltd ACN 008 504 532;

CS Facility has the same meaning as prescribed CS facility in the Corporations Act;

Divestment Notice means a notice given under clause 95 to a Small Holder or a New Small Holder;

Listed means the Company is admitted to the official list of the ASX;

Market Value in relation to a Share means the closing price of the Share on a Trading Platform, if the Share is quoted, or the price paid on issue if the Share is unquoted.

New Small Holder is a Member who is the holder or a joint holder of a New Small Holding;

New Small Holding means a holding of Shares created after the date on which clauses 94 – 107 came into effect by the transfer of a parcel of Shares the aggregate Market Value of which at the time a proper transfer was initiated or a paper based transfer was lodged, was less than a marketable parcel of Shares as provided under the Listing Rules;

Relevant Period means the period specified in a Divestment Notice under clause 96;

Relevant Shares are the Shares specified in a Divestment Notice;

Shares for the purposes of clauses 94 – 107 are shares in the Company all of the same class;

Small Holder is a Member who is the holder or a joint holder of a Small Holding;

Small Holding means a holding of Shares the aggregate Market Value of which at the relevant date is less than a marketable parcel of Shares as provided under the ASX Listing Rules; and

Trading Platform has the meaning given to that term in the ASX Operating Rules.

95 DIVESTMENT NOTICE

If the Directors determine that a Member is a Small Holder or a New Small Holder the Company may give the Member a Divestment Notice to notify the Member:

- (a) that the Member is a Small Holder or a New Small Holder, the number of Shares making up and the Market Value of the Small Holding or New Small Holding and the date on which the Market Value was determined;
- (b) that the Company intends to sell the Relevant Shares in accordance with clauses 94 – 107 after the end of the Relevant Period specified in the Divestment Notice;
- (c) if the Member is a Small Holder, that the Member may at any time before the end of the Relevant Period notify the Company in writing that the Member desires to retain the Relevant Shares and that if the Member does so the Company will not be entitled to sell the Relevant Shares under that Divestment Notice; and
- (d) after the end of the Relevant Period the Company may for the purpose of selling the Relevant Shares that are in a CS Facility holding initiate a holding

adjustment to move those Shares from that CS Facility holding to an Issuer Sponsored Holding or certificated holding for the purposes of divestment by the Company in accordance with clauses 94-107 and the ASX Listing Rules.

If the operating rules of a CS Facility apply to the Relevant Shares, the Divestment Notice must comply with those operating rules.

96 RELEVANT PERIOD

For a Divestment Notice given to a Small Holder, the Relevant Period must be at least six weeks from the date the Divestment Notice was given. For a Divestment Notice given to a New Small Holder, the Relevant Period must be at least seven days from the date the Divestment Notice was given.

97 COMPANY CAN SELL RELEVANT SHARES

At the end of the Relevant Period the Company is entitled to sell on-market or in any other way determined by the Directors:

- (a) the Relevant Shares of a Member who is a Small Holder, unless that Member has notified the Company in writing before the end of the Relevant Period that the Member desires to retain the Relevant Shares, in which event the Company must not sell those Relevant Shares under that Divestment Notice; and
- (b) the Relevant Shares of a Member who is a New Small Holder.

98 NO OBLIGATION TO SELL

The Company is not bound to sell any Relevant Shares which it is entitled to sell but unless the Relevant Shares are sold within 6 months after the end of the Relevant Period the Company's right to sell the Relevant Shares under the Divestment Notice relating to those Shares lapses and it must notify the Member to whom the Divestment Notice was given accordingly.

99 COMPANY AS MEMBER'S ATTORNEY

To effect the sale and transfer by the Company of Relevant Shares of a Member under clauses 94 - 107, the Member appoints the Company and each Director and Secretary jointly and severally as the Member's attorney in the Member's name and on the Member's behalf to do all acts and things which the Company considers necessary or appropriate to effect the sale or transfer of the Relevant Shares and, in particular:

- (a) to initiate a holding adjustment to move the Relevant Shares from a CS Facility holding to an Issuer Sponsored Holding or a certificated holding; and
- (b) to execute on behalf of the Member all deeds instruments or other documents necessary to transfer the Relevant Shares and to deliver any such deeds, instruments or other documents to the purchaser and to take any steps that the directors may consider appropriate to transfer the Relevant Shares.

100 CONCLUSIVE EVIDENCE

A statement in writing by or on behalf of the Company under clauses 94 – 107 is (in the absence of manifest error) binding on and conclusive against a Member. In particular, a statement that the Relevant Shares specified in the statement have been sold in accordance with clauses 94 – 107 is conclusive against all persons claiming to be entitled to the Relevant Shares and discharges the purchaser from all liability in respect of the Relevant Shares.

101 REGISTERING THE PURCHASER

The Company must register a purchaser of Relevant Shares as the holder of the Relevant Shares transferred to the purchaser under clauses 94 – 107. The purchaser is not bound to see to the application of any money paid as consideration. The title of the purchaser to the Relevant Shares transferred to the purchaser is not affected by any irregularity or invalidity in connection with the actions of the Company under clauses 94 – 107.

102 PAYMENT OF PROCEEDS

Subject to clause 103, where:

- (a) Relevant Shares of a Member are sold by the Company on behalf of the Member under clauses 94 – 107; and
- (b) the certificate for the Relevant Shares (unless the Company is satisfied that the certificate has been lost or destroyed or the Relevant Shares are uncertificated securities on the Issuer Sponsored subregister) has been received by the Company,

the Company must, within 60 days of the completion of the sale, send the proceeds of sale to the Member entitled to those proceeds, less any unpaid calls and interest, by sending a cheque payable to the Member through the post to the address of the Member shown in the Register, or in the case of joint holders, to the address shown in the Register as the address of the Member whose name first appears in the Register.

Payment of any money under clauses 94 – 107 is at the risk of the Member to whom it is sent.

103 COSTS

In the case of a sale of the Relevant Shares of a New Small Holder in accordance with clauses 94 – 107, the Company is entitled to deduct and retain from the proceeds of sale, the costs of the sale as determined by the Company. In any other case, the Company or a purchaser must bear the costs of sale of the Relevant Shares.

The costs of sale include all stamp duty, brokerage and government taxes and charges (except for tax on income or capital gains of the Member) payable by the Company in connection with the sale and transfer of the Relevant Shares.

104 REMEDY LIMITED TO DAMAGES

The remedy of a Member to whom clauses 94 – 107 applies, in respect of the sale of the Relevant Shares of that Member is expressly limited to a right of action in damages against the Company to the exclusion of any other right, remedy or relief against any other person.

105 DIVIDENDS AND VOTING SUSPENDED

Unless the Directors determine otherwise, where a Divestment Notice is given to a New Small Holder in accordance with clauses 94 – 107, then despite any other provision in this Constitution, the rights to receive payment of dividends and to vote attached to the Relevant Shares of that Member are suspended until the Relevant Shares are transferred to a new holder or that Member ceases to be a New Small Holder. Any dividends that would, but for clauses 94 – 107, have been paid to that Member must be held by the Company and paid to that Member within 60 days after the earlier of:

- (a) the date the Relevant Shares of that Member are transferred; and
- (b) the date that the Relevant Shares of that Member cease to be subject to a Divestment Notice.

106 TWELVE MONTH LIMIT

If it is a requirement of the ASX Listing Rules and the company is Listed, the Company must not give a Small Holder more than one Divestment Notice in any 12 month period (except as contemplated by clause 107).

107 EFFECT OF A TAKEOVER BID

From the date of the announcement of a takeover bid for the Shares until the close of the offers made under the takeover bid, the Company's powers under clauses 94 – 107 to sell Relevant Shares of a Member cease. After the close of the offers under the takeover bid, the Company may give a Divestment Notice to a Member who is a Small Holder or a New Small Holder, despite clause 106 and the fact that it may be less than 12 months since the Company gave a Divestment Notice to that Member.

ATTACHMENT B

17 October 2019

The Directors
Energy Action Limited
Level 5, 56 Station Street,
Parramatta NSW 2150

Dear Sir / Madam,

**NOMINATION OF RSM AUSTRALIA PARTNERS AS AUDITOR OF ENERGY ACTION LIMITED
(ACN 137 363 636) PURSUANT TO SECTION 328B(1) OF THE CORPORATIONS ACT 2001 (CTH)**

Meehanteam Pty Ltd, being a member of Energy Action Limited, hereby nominate RSM Australia Partnership of Level 13, 60 Castlereagh Street, Sydney NSW 2000 for the appointment as auditor of Energy Action Limited at its 2019 Annual General Meeting.

Meehanteam Pty Ltd consents to the distribution of a copy of this notice of nomination as an attachment to the Notice of Meeting and Explanatory Statement for the 2019 Annual General Meeting of Energy Action Limited as required by section 328B(3) of the Corporations Act 2001 (Cth).

Yours faithfully,



Meehanteam Pty Ltd

ATTACHMENT C

Summary of the key terms of the Equity Incentive Plan

Plan overview	The Board may, from time to time, in its absolute discretion, make or cause to be made invitations to Eligible Persons to participate in the Plan or make offers of Performance Rights or Options to those Eligible Persons.
Eligible Persons	An employee or director of the Company's Group (other than a non-executive Director) or any other person whom the Board determined to be eligible to participate in the Plan from time to time. An Eligible Person who accepted an offer under the Plan will be referred to below as a Participant under the Plan.
Securities offered	Performance Rights and Options may be offered by the Board under the Plan. Each Performance Right or Option will on exercise equate to one Share (ranking equally with all existing Shares).
Source of shares	On exercise: • new Shares may be issued; and/or • existing Shares may be transferred and/or purchased on market, by the Company.
Consideration for grant	For each offer made under the Plan, the Board will determine the amount (if any) payable by the Participant to acquire the Performance Rights or Options.
Consideration for exercise of options	For each offer made under the Plan, the Board will determine the amount (if any) of the exercise price payable to acquire the Company's Shares.
Conditions to vesting	Vesting of securities shall occur in accordance with the terms of the relevant offer of the Performance Rights or Options which the Board has the discretion to determine. The Board may waive, amend or replace any condition attaching to a Performance Right or Option if the Board determined the original condition is no longer appropriate or applicable provided the interests of the relevant Participant is not (in the Board's opinion) materially prejudiced or in a superior position to that at the date of grant.
Lapsing of Performance Rights and Options	A Performance Right or Option, issued under the Plan, but subject to disposal restrictions (if any), will lapse at the earlier of: • the expiry date (if any); • failure to meet a condition to vesting within the applicable performance period; • the occurrence of a forfeiture condition (if any); and • the Participant is determined by the Board, to have acted fraudulently or dishonestly or is in breach of his or her obligations to the Company Group; • cessation of employment with the Company Group (unless the Board determines otherwise); • the Participant commits an act or omission justifying summary dismissal in relation to the Company Group. Where due to reasons of death, permanent disability or bona fide redundancy, a Participant ceases to be employed by the Group before any conditions to vesting are achieved, the Board has an absolute discretion to accelerate and vest any unvested Performance Rights or Options.

Plan Limit	The maximum number of Performance Rights and/or Options that may be offered under the Plan (or any other plan or similar arrangement) will not, when aggregated with the number of Shares on issue, exceed the 5% threshold set out in ASIC Class order 03/184 or 14/1000 (as applicable), such that the Company would need to create and lodge a prospectus or offer information statement with ASIC in order to offer or issue the securities.
Disposal Restrictions	Unless the Board determines otherwise, a Participant must not assign to any other person any of their legal or equitable rights to securities, except a Participant's legal personal representative to be delivered Shares upon vesting of Performance Rights or exercise of Options.
Administration	The Plan will be administered by the Board, which has absolute discretion to determine appropriate procedures for the Plan's administration, resolve any questions of fact or interpretation, determine matters falling for determination and delegate to any person (including to appoint an administrator).
Change of control	If there is a control event, the Board may in its discretion: • vest all or any of the Performance Rights whether or not the Vesting Conditions have been met; and/or • permit the exercise of some or all Options whether or not the Vesting Conditions have been met; and/or • remove any disposal restrictions whether or not all requirements have been met. Control event means any person: • acquiring 50% or more of the votes in the Company; • acquiring the right to appoint or remove directors who possess 50% or more of the votes that may be cast at a meeting of the Board; • acquiring the right to 50% or more of the profits or distributions of the entity or its net liquidation proceeds; or • any other event which the Board reasonably considers should be regarded as a control event.
Amendments	The Board may at any time amend the Plan in a manner which does not materially prejudice the rights of the Plan's Participants in respect of their Performance Rights or Options issued under the Plan (unless otherwise agreed) or the terms and conditions on which Performance Rights or Options have been issued under the Plan, subject to the ASX Listing Rules.
Termination or suspension of the Plan	The Board may terminate or suspend the operation of the Plan at any time provided that the termination or suspension does not affect or prejudice the existing rights of Participants at that time.
Reorganisation	The Board may, from time to time, in its absolute discretion, make or cause to be made invitations to Eligible Persons to participate in the Plan or make offers of Performance Rights or Options to those Eligible Persons.

LODGE YOUR VOTE

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

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

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **FOR ALL ENQUIRIES CALL:**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am on Wednesday, 27 November 2019 at the offices of DLA Piper, Level 22, 1 Martin Place, Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Resolutions

1 Adoption of Remuneration Report

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

2 Re-election of Director
Mr Paul Meehan

☐	☐	☐
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3 Amendment to Constitution

☐	☐	☐
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4 Change of Auditor

☐	☐	☐
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5 Approval of issue of Securities under the Equity Incentive Plan – Exception to Listing Rule 7.1

For Against Abstain*

☐	☐	☐
--------------------------	--------------------------	--------------------------

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Monday, 25 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

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

QR Code



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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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

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