CHAIRMAN'S LETTER

6 October 2022

Dear Shareholder,

It is with pleasure that I invite you to the 2022 Annual General Meeting (**AGM** or **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 in person on Wednesday, 9 November 2022 at 10.00am (Sydney time) at Suite 2, Level 19, 88 Phillip Street, Sydney NSW (*Venue*).

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

If you are attending the Meeting, please bring your 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 the Notice of Meeting to be received no later than 10.00am (Sydney time) on Monday, 7 November 2022. There will be limited space at the Venue, to register your attendance please email the Company Secretary (kim.bradley-ware@energyaction.com.au).

If you would like to submit a question to me (as Chairman) and/or our external auditor, RSM, prior to the Meeting, please log onto www.linkmarketservices.com.au and select Voting and click 'Ask a Question', or otherwise email the Company Secretary (kim.bradley-ware@energyaction.com.au). Please note that any written questions must be received by no later than 5.00pm on Wednesday, 2 November 2022.

If you require further information or have questions, please contact Energy Action's Share Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

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

Mr Murray Bleach
CHAIRMAN

ENERGY ACTION LIMITED
ACN 137 363 636
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM** or **Meeting**) of shareholders (**Shareholders**) of Energy Action Limited (**Energy Action** or the **Company**) will be held:

Date:	Wednesday, 9 November 2022
Time:	10.00am (Sydney time)
Venue:	Suite 2, Level 19, 88 Phillip Street, Sydney NSW**.**

The Explanatory Memorandum accompanying this Notice of Meeting provides additional information on 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.

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 2022 (the **Reports**).

All Shareholders can view the Annual Report which contains the Annual Financial Report, the Directors' Report and the Independent Auditor's Report for the year ended 30 June 2022 on Energy Action's website at https://energyaction.com.au/about/investors/annual-general-meetings/

Shareholders are not required to approve the Reports.

B. QUESTIONS AND COMMENTS

The Chair will give Shareholders a reasonable opportunity to ask questions about, or comment on, the Reports and the management of the Company.

The Company's external auditor, RSM Australia Partners (**Auditor**) will attend the Meeting and there will be 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 Chair 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.

All Shareholders present at the Meeting will have a reasonable opportunity to ask questions during the AGM.

Shareholders who prefer to register questions in advance of the AGM are invited to do so. Please log onto www.linkmarketservices.com.au and select Voting and click 'Ask a Question', or otherwise email any questions to the Company Secretary (Kim.Bradley-ware@energyaction.com.au). To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (Sydney time) on Wednesday, 2 November 2022.

Questions received in advance by email or online will be collated and, during the AGM, the Chair 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.

C. ITEMS FOR APPROVAL

Resolution 1. Re-election of Director Mr Murray Bleach
To consider, and if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

"That Mr Murray Bleach, a Director of Energy Action Limited who retires in accordance with clause 46.2 of the Constitution, and being eligible and offering himself for re-election, is re-elected as a Director of Energy Action Limited."

Resolution 2. Adoption of Remuneration Report
To consider and, if thought fit, pass the following as a **non–binding resolution** of the Company:
"*That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Company's Remuneration Report for the financial year ended 30 June 2022, as set out in the Directors' Report, be adopted."*

The Remuneration Report is contained in the 2022 Annual Report (available at https://energyaction.com.au/about/investors/). 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

In accordance with section 250R of the Corporations Act, a vote on Resolution 2 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 2022 Remuneration Report; or
b. a closely related party of such member of the KMP (including close family members and companies the KMP controls).

However, a person described above may cast a vote on Resolution 2 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 and specifies the way the proxy is to vote (e.g. for, against, 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.

For the purpose of the voting exclusion above, "key management personnel" and "closely related party" have the same meaning as set out in the Corporations Act.

Resolution 3. Approval to Issue Securities under the Energy Action Limited Performance Rights and Option Plan
To consider and, if thought fit, pass the following resolution as an **ordinary resolution** of the Company:

*"That, for the purposes of ASX Listing Rule 7.2 Exception 13 and for all other purposes, the Energy Action Limited Equity Plan (**Plan**) as described in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting be approved for the issue of securities under the Plan."*

Voting exclusion statement

For the purposes of ASX Listing Rule 14.11 and the Corporations Act, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of

a. any person who is eligible to participate in the Energy Action Limited Performance Rights and Option Plan; or
b. an associate of that person or persons.

However, this voting exclusion does not apply to a vote cast in favour of Resolution 3 by:
a. a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
b. the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
    ii. the holder votes on the resolution in accordance with directors given by the beneficiary to the holder to vote in that way.

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

For the purpose of the voting exclusion above, “key management personnel” and “closely related party” have the same meaning as set out in the Corporations Act and the term “associate” has the same meaning as set out in the ASX Listing Rules.

Resolution 4. Amendment to the Company’s Constitution
To consider and, if thought fit, pass the following resolution as a **special resolution** of the Company:

“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 5. Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A
To consider and, if thought fit, pass the following resolution as a **special resolution** of the Company:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Memorandum.”

By order of the Board

Ms Kim Bradley Ware
Company Secretary
6 October 2022

ALL RESOLUTIONS BY POLL

In accordance with the Corporations Act and pursuant to clause 28.2(c) of the Company's Constitution, the Chair will call a poll for each of the Resolutions proposed at the AGM.

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, 7 November 2022 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 in the Company's share register will be counted.

Appointment of Proxy
If you are a shareholder entitled to attend and vote at the AGM, 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 to attend and vote at the AGM on that shareholder's behalf and the appointment may specify the proportion or number of votes each proxy may exercise at the AGM. 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. A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution.

To be effective, the proxy form (and, if the appointment is signed or authenticated by the shareholder's attorney, the authority under which it was signed or authenticated or a certified copy of the authority) must be received at the Share Registry of the Company no later than 10.00am (Sydney time) on Monday, 7 November 2022 (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 MAIL:	Energy Action Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
BY FAX:	02 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)
BY HAND:	Link Market Services Limited* Parramatta Square Level 22, Tower 6 10 Darcy Street Sydney NSW 2150

*during business hours Monday to Friday (9:00am to 5:00pm) and subject to public health orders and restrictions if in place.

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.

ALL ENQUIRIES TO:
Telephone: 1300 554 474 Overseas: +61 1300 554 474

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, 7 November 2022, 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 Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the body corporate'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 Chair of the Meeting as your proxy, or the Chair becomes your proxy by default, and you do not direct your proxy how to vote on Resolutions 2 and 3, then by submitting the proxy form you will be expressly authorising the Chair 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 – SUBMITTED PRIOR TO THE MEETING

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 RSM (the Auditor).

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (Sydney time) on Wednesday, 2 November 2022 (being no later than the fifth business day before the AGM is held). 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.

CONDUCT OF MEETING

Energy Action is committed to ensuring that its shareholder meetings are conducted in a manner which provides those shareholders (or their proxy holders) who attend the meeting with the opportunity to participate in the business of the meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the meeting or about the Company generally. Energy Action will not allow conduct at any shareholder meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting. The Chairman of the Meeting will exercise his powers as the Chairman to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending shareholders.

ENCLOSURES

Enclosed are the following documents:

- 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, 9 November 2022.

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 Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

Resolution 1 and 3 are ordinary resolutions, which require a simple majority of votes cast by Shareholders present and entitled to vote on the resolutions.

Resolution 2, relating to the Remuneration Report, is advisory and does not bind the Directors or the Company.

Resolution 4 and 5 are special resolutions. 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: RE-ELECTION OF MR MURRAY BLEACH AS A DIRECTOR

Mr Murray Bleach was appointed as a Director of the Company on 1 July 2012 and Chairman in October 2015.

Mr Bleach has over 30 years' experience in the accounting and finance industry. He originally worked as a Chartered Accountant for KPMG Peat Marwick in Sydney and Dallas, Texas. Mr Bleach moved into financial services in 1987 when he joined Bankers Trust Australia. Mr Bleach joined Macquarie Group as part of Macquarie's acquisition of Bankers Trust Australia. During this time, he was CEO of Macquarie's US business and led the building of Macquarie's US infrastructure business.

Mr Bleach was previously CEO of Intoll Group, Chairman of Suicide Prevention Australia and was a Non-Executive Director of IFM Investors and Chairman of its Board Investment Committee. Mr Bleach is the Co-founder and Chairman of AddVenture Fund and Tidal Ventures, ESVCLPs, and is also a Non-Executive Director of Carlton Investments Limited and Green Climate Co Pty Ltd.

The Board supports Mr Bleach's re-election as a Non-Executive Director as Mr Bleach provides a valuable contribution to the Board and Company, specifically in relation to accounting, finance, compliance and energy matters, and therefore is recommended to Shareholders for re-election.
Mr Bleach is a Member of each of the Company's Audit & Risk Management and Nomination & Remuneration Committees.

The Board considered whether Mr Bleach has any interest, position or relationship that may interfere with his independence as a Director, having regard to the relevant factors as set out in the ASX Corporate Governance Council Principles & Recommendations (4th edition) (**ASX Principles**). The Board considers that Mr Bleach (if re-elected) will continue to be a Non-independent Director, by virtue of his substantial shareholding and his length of tenure on the Board.

Prior to submitting himself for re-election, Mr Bleach confirmed that he would continue to have sufficient time to properly fulfil his duties and responsibilities to the Company.

Directors' Recommendation:
On the basis of Mr Bleach's skills, qualifications and experience in the areas of accounting, finance, compliance and energy matters and his contribution to the Board's activities, the Directors in the absence of Mr Bleach unanimously support the re-election of Mr Bleach as a Director (with Mr Bleach abstaining from providing a recommendation).

RESOLUTION 2: 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 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 which:

- discusses the Company's policy in relation to remuneration of the KMP;
- discusses the relationship between the Board's remuneration policy and Company performance;
- details any performance conditions attached to KMP remuneration; and
- sets out remuneration details for each KMP.

Shareholders can view the full Remuneration Report in the Annual Report which is available on Energy Action's website at https://energyaction.com.au/about/investors/annual-general-meetings/

Following consideration of the Remuneration Report, the Chair 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 2 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:
Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors abstain from providing a recommendation in relation to Resolution 2.

Resolution 3: Approval of Issue of Securities under the Energy Action Limited Performance Rights and Option Plan – Exception to Listing Rule 7.1

Resolution 3 seeks Shareholder approval for the issue of equity securities under the Energy Action Limited Performance Rights and Option Plan (**Plan**) which was last approved by Shareholders at the Company's AGM in 2019.

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 interest of Shareholders by providing an opportunity for the participants to receive a equity interest in the Company.

A summary of the terms of the Plan is set out in Attachment A. A copy of the full Plan terms is available to Shareholders on the Company's website at: https://energyaction.com.au/about/investors/annual-general-meetings/

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of equity securities that the Company can issue without Shareholder approval over any 12 month period to 15% of the fully paid ordinary shares on issue at the start of that period (**15% Placement Capacity**).

ASX Listing Rule 7.2 Exception 13 sets out an exception to ASX Listing Rule 7.1 such that an issue under an employee incentive scheme does not use the Company's 15% Placement Capacity if within 3 years before the issue date ordinary securityholders approved the issue of equity securities under the scheme as an exception to ASX Listing Rule 7.1 in accordance with the ASX Listing Rules.

If Shareholders approve Resolution 3, any issue of equity securities under the Plan during the 3-year period after the AGM will not use any of the Company's 15% Placement Capacity. However, this exception does not apply to the issue of equity securities to related parties of the Company (including Directors) under the Plan, and issues to such persons will require separate Shareholder approval under ASX Listing Rule 10.14.

If Shareholders do not approve Resolution 3, any issue of equity securities will use the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue of the securities.

An approval under this Resolution 3 is only available to the extent that:

- any issue of equity securities under the Plan does not exceed the maximum number of securities proposed to be issued as set out below; and
- there is no material change to the terms of the Plan.

Background

Energy Action has established a Long-Term Incentive Plan (**LTIP**) under the Plan to reward its senior executives. The LTIP is governed by the Plan, under which performance rights or performance options are granted to participants. Each performance right entitles the participant to one share in Energy Action, and each performance option entitles the participant to exercise the option, pay an exercise price and acquire one share in Energy Action, at the time of vesting. Vesting is subject to meeting the conditions and financial considerations under the Plan.

Equity securities issued under the LTIP may be granted to employees, directors (excluding non-executive directors) or such other person that the Board determines is eligible to participate. Offers will be made at the discretion of the Board. The terms of the incentives granted under the LTIP will be determined by the Board as at the grant date and may therefore vary over time. Energy Action will regularly assess the appropriateness of its incentive plans and may amend or replace, suspend or cease using the LTIP if considered appropriate by the Board. Historically, the performance period under the LTIP has been typically 2 - 3 years and there is generally an Energy Action share price hurdle metric that forms part of the performance conditions.

For the purposes of ASX Listing Rule 7.2 Exception 13 the following information is provided:

- A summary of the terms of the LTIP and Plan is set out in Attachment A.
- A total of 777,000 equity securities have been issued under the Plan since the date of last approval of the Plan being 27 November 2019, of which 777,000 have since been forfeited and no equity securities were converted into fully paid ordinary shares. The current net balance issued under the Plan is nil.
- Subject to Shareholder approval, the maximum number of equity securities proposed to be issued under the Plan within the three-year period from the date this Resolution is approved is approximately 2,698,860 equity securities. This maximum number is not intended to be a prediction of the actual number of equity securities proposed to be issued under the Plan.
- a voting exclusion statement is included in this Notice.

Directors' recommendation:
The Non-Executive Directors unanimously recommend Shareholders vote in favour of Resolution 3 and the Chair intends to vote all available proxies in favour of Resolution 3.

RESOLUTION 4: AMENDMENTS TO THE COMPANY'S CONSTITUTION

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution, or a provision of its constitution, by special resolution.

Proposed amendments

CHESS Replacement

The CHESS system, which is used by the Australian Securities Exchange (**ASX**) to record shareholdings, can currently recognise up to three individuals as joint holders of a share. Energy Action's Constitution currently provides that Energy Action must record the names of only the first three joint holders of a share on the Company's share register as the registered holders of that share to the exclusion of any other holders.

The ASX is planning to replace its CHESS system in 2024 (**CHESS Replacement**). The new CHESS Replacement will allow for up to four joint holders of a share. As a result, the ASX recommends that listed entities amend their constitutions to remove or amend restrictions on the number of joint holders of securities.

Energy Action proposes to amend its Constitution to allow the Company to register up to four individuals as joint holders.

Virtual Meetings

Recent amendments to the Corporations Act effective from 1 April 2022 allow companies to hold hybrid meetings and, if expressly permitted by the company's constitution, wholly virtual meetings.

The Corporations Act emphasises that shareholders entitled to attend any meeting must be given, as a whole, a reasonable opportunity to participate in the meeting, including that the meeting is held at a reasonable time and place and that shareholders have the right to elect to ask questions and make comments both orally and in writing.

Energy Action proposes to amend its Constitution to allow for wholly virtual meetings and virtual participation at Company meetings using technology that facilitates oral and written engagement. For example, allowing shareholders to dial-in to a meeting through a telephone line and ask oral questions at the meeting, or submit written questions through a live chat function.

These amendments clarify that a general meeting may be held by the Company in one of three ways:

1. At a physical venue ('physical meeting');
2. At one or more physical venues using technology ('hybrid meeting', which is a physical meeting linked with online facilities to allow remote participation); or
3. Using virtual meeting technology only ('virtual meeting', where all members participate via online facilities).

The provisions of the Constitution which the Company proposes to amend is set out in Attachment B. A copy of the Constitution with the proposed amendments is also set out in mark-up on the Energy Action website (https://energyaction.com.au/about/investors/annual-general-meetings/). Alternatively, a copy of the Constitution can be obtained by contacting the Company Secretary at kim.bradley-ware@energyaction.com.au

Resolution 4 is a special resolution that requires approval of at least 75% of the votes cast by or on behalf of Shareholders entitled to vote on the resolution in order for the resolution to be passed.

Directors' recommendation
The Directors unanimously recommend Shareholders vote in favour of Resolution 4 and the Chair intends to vote all available proxies in favour of Resolution 4.

RESOLUTION 5: APPROVAL OF ADDITIONAL SHARE ISSUE CAPACITY UNDER ASX LISTING RULE 7.1A

ASX Listing Rule 7.1 generally limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A mid to small cap listed companies may seek shareholder approval by special resolution to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue by way of placement over a 12-month period (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by ASX Listing Rule 7.1.

A company is eligible to seek shareholder approval for this additional placement capacity under ASX Listing Rule 7.1A if it satisfies both of the following criteria at the date of the AGM:

a. it has a market capitalisation of $300 million or less; and
b. it is not included in the S&P/ASX 300 Index.

The Company currently satisfies both the above criteria, and it is anticipated that it will satisfy both these criteria at the date of the AGM. If on the date of the AGM the Company no longer meets this eligibility criteria, this Resolution 5 will be withdrawn.

Accordingly, Resolution 5 seeks Shareholder approval by way of special resolution for the Company to have the additional capacity provided for in ASX Listing Rule 7.1A to issue equity securities without shareholder approval.

Approval of Resolution 5 does not oblige the Company to conduct a placement or use the additional 10% capacity. The approval would provide the Company with additional flexibility and an ability to move quickly in the event an opportunity arose which required additional capital.

At the date of this Notice, the Company has on issue 26,988,600 fully paid ordinary shares. If Resolution 5 is approved, the Company will have the capacity to issue:

a. 4,048,290 equity securities under ASX Listing Rule 7.1; and
b. 2,698,860 fully paid ordinary securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If Shareholders approve Resolution 5, the Company will be permitted to issue equity securities under ASX Listing Rule 7.1A without further Shareholder approval.

If Shareholders do not approve Resolution 5, the Company will not be able to access the additional 10% placement capacity to issue equity securities without Shareholder approval under ASX Listing Rule 7.1A and will remain subject to its 15% Placement Capacity limit on issuing equity securities without Shareholder approval under ASX Listing Rule 7.1.

<u>Information required by ASX Listing Rule 7.3A</u>

For the purposes of ASX Listing Rule 7.3A, the following information is provided:

- If any equity securities are issued under the 10% Placement Facility, they will be issued within 12 months of the date of the AGM. The approval being sought under Resolution 5 will cease to be valid on the earlier of either of the following events occurring:
  a. the time and date of the Company's next AGM;
  b. 9 November 2023, being the date that is 12 months after the date of the AGM at which the approval was obtained; or
  c. the time and date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

- Any equity securities issued pursuant to the 10% Placement Capacity will be issued for cash consideration at an issue price of not less than 75% of the volume weighted average market price for the Company's ordinary shares calculated over the 15 trading days on which trades are recorded immediately before:
  a. the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the securities; or

b. if the equity securities are not issued within 10 trading days of the date above, the date on which the equity securities are issued.

- Any equity securities issued pursuant to the 10% Placement Capacity will be issued for the purpose of raising working capital for the Company, which includes continuation of the Company's evaluation of new business development opportunities, potential merger, divestment or acquisition activities and general working capital purposes.

- If Resolution 5 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing ordinary Shareholders face the risk of economic and voting dilution as a result of the issue of equity securities which are the subject of this Resolution 5, to the extent that such equity securities are issued, including the risk that:

  a. the market price of equity securities may be significantly lower on the issue date than on the date on which this approval is being sought; and
  b. the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

- The following table provides examples of the potential dilution of existing ordinary Shareholders calculated as at the date of this Notice using the current market price of Shares and the current number of ordinary securities for variable "A" in the formula in ASX Listing Rule 7.1A.2.
  The table also shows:
  a. two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company currently has on issue. The number of fully paid ordinary securities on issue may increase; and
  b. two examples of where the issue price of fully paid ordinary securities has decreased by 50% and increased by 100% as against the current market price.

No. of Shares on Issue	Dilution			
	Issue price (per Share)	$0.075 50% decrease in Issue Price	$0.15 Issue Price	$0.3 100% increase in Issue Price
(Current) 26,988,600	Shares issued	2,698,860	2,698,860	2,698,860
	Funds raised	202,414	404,829	809,658
(50% increase) 40,482,900	Shares issued	4,048,290	4,048,290	4,048,290
	Funds raised	303,622	607,243	1,214,487
(100% increase) 53,977,200	Shares issued	5,397,720	5,397,720	5,397,720
	Funds raised	404,829	809,658	1,619,316

- The table has been prepared on the following assumptions:

  a. the Company issues the maximum number of equity securities available under the 10% Placement Facility;
  b. the table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility, and each Shareholder should consider their own individual dilution as a result of their specific circumstances;
  c. the table only demonstrates the effect of issues of equity securities under the 10% Placement Capacity, and does not consider issues that may be made by the Company pursuant to its 15% Placement Capacity in addition to, or instead of, issues pursuant to the Additional 10% Placement Capacity;

d. the table does not demonstrate the effect of the issue of quoted, unquoted options or performance rights, which are other types of equity securities, under the 10% Placement Capacity. It only considers the issue of Shares as these are the only existing quoted class of equity securities; and
e. the issue price used for the table above of \$0.15 per Share is indicative only, being the closing price of the Shares on ASX on 24 August 2022.

- 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 allottees of any equity securities that may be issued have not been determined as at the date of this Notice but may include existing Shareholders and/or parties who are not currently Shareholders and are not related parties of the Company. Any potential allottees will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:
  a. the methods of raising funds available to the Company (including but not limited to, a rights issue or other issues in which existing security holders can participate), while balancing interest from potential allottees with the interests of existing Shareholders;
  b. the effect of the issue of equity securities on the control of the Company and balancing the interests of existing Shareholders. Allocation will be subject to takeover thresholds;
  c. the financial situation and solvency of the Company and its need for working capital at any given time; and
  d. advice from corporate, financial and broking advisors (if applicable).

The Company has not previously issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

At the time of despatching this Notice of AGM the Company is not proposing to make an issue of securities under rule 7.1A.2

Resolution 5 is 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.

Directors' Recommendation:
The Directors unanimously recommend Shareholders vote in favour of Resolution 5 and the Chair intends to vote all available proxies in favour of Resolution 4.

ATTACHMENT A

Summary of the key terms of the Energy Action Limited Performance Rights and Option Plan

Capitalised terms used in the table below have the same meaning as those terms in the Energy Action Limited Performance Rights and Options 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 a Group Company (other than a non-executive Director of the Company) or any other person whom the Board determines 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 the vesting date equate to one Share (ranking equally with all existing Shares in the Company).
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 Rights or Options	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 equity 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, vary or replace any terms or conditions applicable to the Performance Right or Option (other than Performance Hurdles) set out in an offer, provided the amendment does not materially prejudice the existing rights of the Participant (except the Board may make an amendment primarily to comply with present or future law, correct any error or mistake and take into consideration possible tax implications in respect of the Plan).
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 (e.g. failure to exercise Options); • the occurrence of a forfeiture event (if any); • the Participant is determined by the Board to have acted fraudulently or dishonestly or is in breach of his or her obligations to a Group Company; • cessation of employment with a Group Company (unless the Board determines otherwise); • the Participant commits an act or omission justifying summary dismissal by a Group Company.

	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 of the Participant's Rights or Options are achieved, the Board may (no later than 3 months after the Participant ceases to be employed) determine in its 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.
No Disposal	Without the Board's prior written consent, a Participant must not sell, transfer or otherwise dispose of, deal with or encumber with any security interest any Performance Rights or Options granted to the Participant. If the Participant dies or the Participant's estate is liable to be dealt with under the laws relating to mental health, the Company and the Plan Administrator will recognise only the legal personal representative of the deceased or incapacitated Participant as being entitled to the Participant's interest in the Plan.
Disposal Restrictions	When making an offer of Performance Rights or Options, the Board may in its absolute discretion determine that a Restriction Period will apply to some or all of the Participant's Shares issued under the Plan and may determine the terms and conditions applying to any such Restriction Period. If the offer specifies that the Shares issued under the Plan will be 'Restricted Shares' subject to a Restriction Period, then a Participant shall not sell, transfer, declare a trust over, dispose or otherwise deal with those Shares during the Restriction Period.
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 change of 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. Change of ccontrol event means: • a person acquiring voting power in 50% or more of the Shares in the Company; • a person 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; • a person acquiring the right to 50% or more of the profits or distributions of the Company or of its net liquidation proceeds; or • any event which the Board reasonably determines should be regarded as a change of control event.
Amendments to the Plan	The Board cannot amend the Plan without the consent of a Participant if the amendment would materially prejudice the existing rights of the Participant or the terms and conditions on which Performance Rights or Options have been issued under the Plan. However, the Board may make an amendment primarily for the purpose of complying with present or future law, the ASX Listing Rules or ASIC, to correct any error or mistake or take into consideration possible tax implications of the Plan.

Termination or suspension of the Plan	The Board may terminate or suspend the Plan in whole or in part in respect of some or all of the Eligible Persons at any time, provided that the termination or suspension does not affect or prejudice the existing rights of Participants at that time.
Reorganisation	In the event of any reorganisation of the Shares of the Company, the number of Offered Shares (if not already allocated) and exercise price payable by the Participant for the Offered Shares (if any) will be reconstructed to the extent necessary to comply with the Listing Rules as they apply at the relevant time, and in a manner that does not result in any additional benefits being conferred on Participants that are not conferred on each other shareholder of the Company.

ATTACHMENT B

8. JOINT HOLDERS

8.1 If two or more persons are registered as the holders of a Share, they are taken to hold the Share as joint tenants with benefit of survivorship and the person whose name appears first on the Register is the only joint holder entitled to receive notices from the Company.

8.2 Any one of the joint holders of a Share may give an effective receipt for any Dividend or return of capital payable to the joint holders.

8.3 The Company is entitled to and in respect of CHESS Holdings, must:
(a) record the names of only the first four joint holders of a Share on the Register;
(b) regard the four joint holders of a Share appearing first on the Register as the registered holders of that Share to the exclusion of any other holders; and
(c) disregard the entitlement of any person to be registered on the Register as a holder if the name of the person would appear on the Register after the first three four holders for that Share.

VIRTUAL MEETINGS:
20. Calling general meeting

20.1 A Director may call a meeting of Members.

20.2 The Directors must call annual general meetings in accordance with the Corporations Act, to be held by the Company at times to be determined by the Directors.

20.3 Members may also request or call and arrange to hold general meetings in accordance with the procedures and requirements set out in the Corporations Act.

20.4 A general meeting may be held at two or more venues simultaneously using any technology that gives the Members as a whole a reasonable opportunity to participate.

20.5 A general meeting may be held using virtual technology only, provided the technology gives Members as a whole a reasonable opportunity to participate, and is permitted by law. The virtual meeting technology or other communication facilities shall constitute a venue, place or format (as applicable) for the purposes of this Constitution.

21. Notice

21.1 Notice of a general meeting must be given in accordance with the Corporations Act and the ASX Listing Rules to the persons referred to in clause 85.1. The Company may give notices by electronic message as authorised by the Corporations Act. The Company will give notices personally or by sending by post to any person who has made a request for hard copy documents only in accordance with the Corporations Act.

21.2 Except as permitted by the Corporations Act, general meetings must be called on at least the minimum number of days' notice required by the Corporations Act (which at the date of adoption of this Constitution is 28 days) and otherwise in accordance with the procedures set out in the Corporations Act.

21.3 Subject to the requirements of the Corporations Act, a notice calling a general meeting must:
(a) specify the place, date and time of the meeting (and if the meeting is to be held in two or more places, or using virtual technology only, the technology that will be used to facilitate this);
(b) state the general nature of the business to be transacted at the meeting;

(c) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution;
(d) include such statements about the appointment of proxies as are required by the Corporations Act;
(e) specify a place and facsimile number and may specify an electronic address for the purposes of proxy appointments;
(f) subject to the CS Facility Rules, specify particulars of any determination made under regulation 7.11.37 of the Corporations Regulations 2001 (Cth); and
(g) comply with any other requirements of the Corporations Act.

EnergyAction

Energy Action Limited
ACN 137 363 636

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
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474

X99999999999

PROXY FORM

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

STEP 1

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, 9 November 2022 at Suite 2, Level 19, 88 Phillip Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 & 3: 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 2 & 3, 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.

STEP 2

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

	Resolution	For	Against	Abstain*
1	Re-election of Director Mr Murray Bleach	☐	☐	☐
2	Adoption of Remuneration Report	☐	☐	☐
3	Approval to Issue Securities under the Energy Action Limited Performance Rights and Option Plan	☐	☐	☐
4	Amendment to Constitution	☐	☐	☐
5	Approval of Additional Share Issue Capacity under ASX Listing Rule 7.1A	☐	☐	☐

* 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.

STEP 3

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).

EAX PRX2201C

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 participate in 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 participate in 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, 7 November 2022,** 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 — **QR Code**

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.

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*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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

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