



**29 November 2017**

**ASX RELEASE**

## **Results of Annual General Meeting**

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Annual General Meeting ("AGM") of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

### **Resolution 1 (Ordinary Resolution)**

"That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2017 (as set out in the Directors' Report) is adopted."

### **Resolution 2 (Ordinary Resolution)**

"That Mr Stephen Bizzell, who retires by rotation in accordance with Rule 20.2 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

### **Resolution 3 (Ordinary Resolution)**

"That, the UIL Energy Employee Share Option Plan (**ESOP**), which is summarised in the Explanatory memorandum, be approved for the purpose of Exception 9(b) of Listing Rule 7.2 of the ASX Listing Rules and for all other purposes, and that the Company be authorised to issue securities under the ESOP within three (3) years from the date of this resolution be an exception to ASX Listing Rule 7.1 and 7.1A of the ASX Listing Rules."

### **Resolution 4 (Ordinary Resolution)**

"That in accordance with Section 208(1) of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 750,000 Options to Mr Stephen Bizzell, being a non-executive Director of the Company, or his nominee and otherwise on the terms set out in the Explanatory Memorandum"

### **Resolution 5 (Ordinary Resolution)**

"That in accordance with Section 208(1) of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 750,000 Options to Mr Keith Skipper, being a non-executive Director of the Company, or his nominee and otherwise on the terms set out in the Explanatory Memorandum."

### **Resolution 6 (Ordinary Resolution)**

"That in accordance with Section 208(1) of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 750,000 Options to Mr Garry Marsden, being a non-executive Director of the Company, or his nominee and otherwise on the terms set out in the Explanatory Memorandum."

### **Resolution 7 (Ordinary Resolution)**

“That for the purpose of Exception 9(b) of Listing Rule 7.2 of the ASX Listing Rules and for all other purposes, Shareholders approve the performance rights plan (**PRP**) and the Company be authorised to grant Performance Rights from time to time under the PRP as an exception to Listing Rule 7.1 of the ASX Listing Rules in accordance with the terms and conditions outlined in the Explanatory Memorandum.”

### **Resolution 8 (Ordinary Resolution)**

“That in accordance with Section 208(1) of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 1,000,000 Performance Rights to Mr Simon Hickey, being an Executive Director of the Company, or his nominee and otherwise on the terms set out in the Explanatory Memorandum.”

### **Resolution 9 (Ordinary Resolution)**

“That in accordance with Section 208(1) of the Corporations Act, Listing Rule 10.11 and for all other purposes, the Company be authorised to issue 5,450,667 Performance Rights to Mr John de Stefani, being the Managing Director of the Company, or his nominee and otherwise on the terms set out in the Explanatory Memorandum.”

### **Resolution 10 (Ordinary Resolution)**

“That in accordance with Listing Rule 10.14 and for the purposes of Listing Rule 7.2 exception 14 and all other purposes, the Company be authorised to issue up to 2,373,677 fully paid ordinary shares (**Director Shares**) to John de Stefani under the previously approved Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees for services) detailed in the Explanatory Memorandum.”

### **Resolution 11 (Ordinary Resolution)**

“That in accordance with Listing Rule 10.14 and for the purposes of Listing Rule 7.2 exception 14 and all other purposes, the Company be authorised to issue up to 2,129,032 fully paid ordinary shares (**Director Shares**) to Simon Hickey under the previously approved Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees for services) detailed in the Explanatory Memorandum”

### **Resolution 12 (Ordinary Resolution)**

“That in accordance with Listing Rule 10.14 and for the purposes of Listing Rule 7.2 exception 14 and all other purposes, the Company be authorised to issue up to 1,161,290 fully paid ordinary shares (**Director Shares**) to Keith Skipper under the previously approved Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees for services) detailed in the Explanatory Memorandum.”

### **Resolution 13 (Ordinary Resolution)**

“That in accordance with Listing Rule 10.14 and for the purposes of Listing Rule 7.2 exception 14 and all other purposes, the Company be authorised to issue up to 1,161,290 fully paid ordinary shares (**Director Shares**) to Stephen Bizzell under the previously approved Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees for services) detailed in the Explanatory Memorandum.”

### **Resolution 14 (Ordinary Resolution)**

“That in accordance with Listing Rule 10.14 and for the purposes of Listing Rule 7.2 exception 14 and all other purposes, the Company be authorised to issue up to 1,161,290 fully paid ordinary shares (**Director Shares**) to Garry Marsden under the previously approved Directors’ Fee Plan (for the issue of shares to Directors in lieu of fees for services) detailed in the Explanatory Memorandum.”

**Resolution 15 (Special Resolution)**

“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions described in the Explanatory Memorandum (**Placement Securities**).”

In respect of the resolutions, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy’s discretion; and
- IV. The proxy abstained from voting

are set out below:

Resolution	For	Against	Discretion	Abstain	Total
1	13,237,778	0	35,000	53,105,924	66,378,702
2	66,343,702	0	35,000	0	66,378,702
3	14,864,322	1,065	35,000	51,478,315	66,378,702
4	53,457,409	501,065	35,000	12,385,228	66,378,702
5	65,122,637	1,221,065	35,000	0	66,378,702
6	64,116,482	1,221,065	35,000	1,006,155	66,378,702
7	26,315,705	1,221,065	35,000	38,806,932	66,378,702
8	45,015,705	501,065	35,000	20,826,932	66,378,702
9	46,422,637	1,221,065	35,000	18,700,000	66,378,702
10	14,144,322	1,065	35,000	52,198,315	66,378,702
11	14,144,322	1,065	35,000	52,198,315	66,378,702
12	14,144,322	1,065	35,000	52,198,315	66,378,702
13	14,144,322	1,065	35,000	52,198,315	66,378,702
14	14,144,322	1,065	35,000	52,198,315	66,378,702
15	66,342,637	1,065	35,000	0	66,378,702

For and on behalf of the Board  
Drew Speedy  
Company Secretary