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ASX statement

17 September 2012

Notice of Meeting – 2012 Annual General Meeting

AGL Energy Limited is about to commence dispatch of the Notice of Meeting in respect of the Annual General Meeting to be held on 23 October 2012. Attached are a copy of the Notice of Meeting, the covering letter to shareholders, the shareholder voting form and the shareholder question form.



Paul McWilliams
Company Secretary



AGL Energy Limited
ABN: 74 115 061 375

All Registry communications to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

T 1800 824 513
From outside Australia:
T +61 2 8280 7115
F +61 2 9287 0303

E agleneergy@linkmarketservices.com.au
www.agl.com.au
ASX Code: AGK

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Dear Shareholder,

I am pleased to invite you to attend the 2012 Annual General Meeting of Shareholders (AGM), which has been scheduled as follows:

Date: Tuesday 23 October 2012
Time: 10.30am (Sydney time)
Venue: City Recital Hall, Angel Place, Sydney

The business to be dealt with at the AGM is provided in the enclosed Notice of Meeting.

If you are able to attend the AGM, please bring the enclosed Shareholder Voting Form with you to facilitate registration at the AGM.

If you do not plan on attending the AGM, you are encouraged to appoint a proxy to attend and vote on your behalf by lodging your proxy appointment online at www.linkmarketservices.com.au or by completing the enclosed Shareholder Voting Form and returning it in the envelope provided. Instructions on how to appoint a proxy are detailed on the back of the Shareholder Voting Form. Proxies must be received no later than 10.30am (Sydney time) on Sunday 21 October 2012 to be valid for the AGM. Proxies may be lodged online or returned by mail or by fax on 02 9287 0309.

You are encouraged to let us know of any questions you may have before the AGM. Details of how to lodge those questions prior to the AGM are at the rear of the Notice of Meeting.

We look forward to seeing you at the AGM.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Jeremy Maycock', with a horizontal line underneath.

Jeremy Maycock
Chairman
17 September 2012

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SUPPORTING
THE COMMUNITY

AGL

Notice of Annual General Meeting of Shareholders

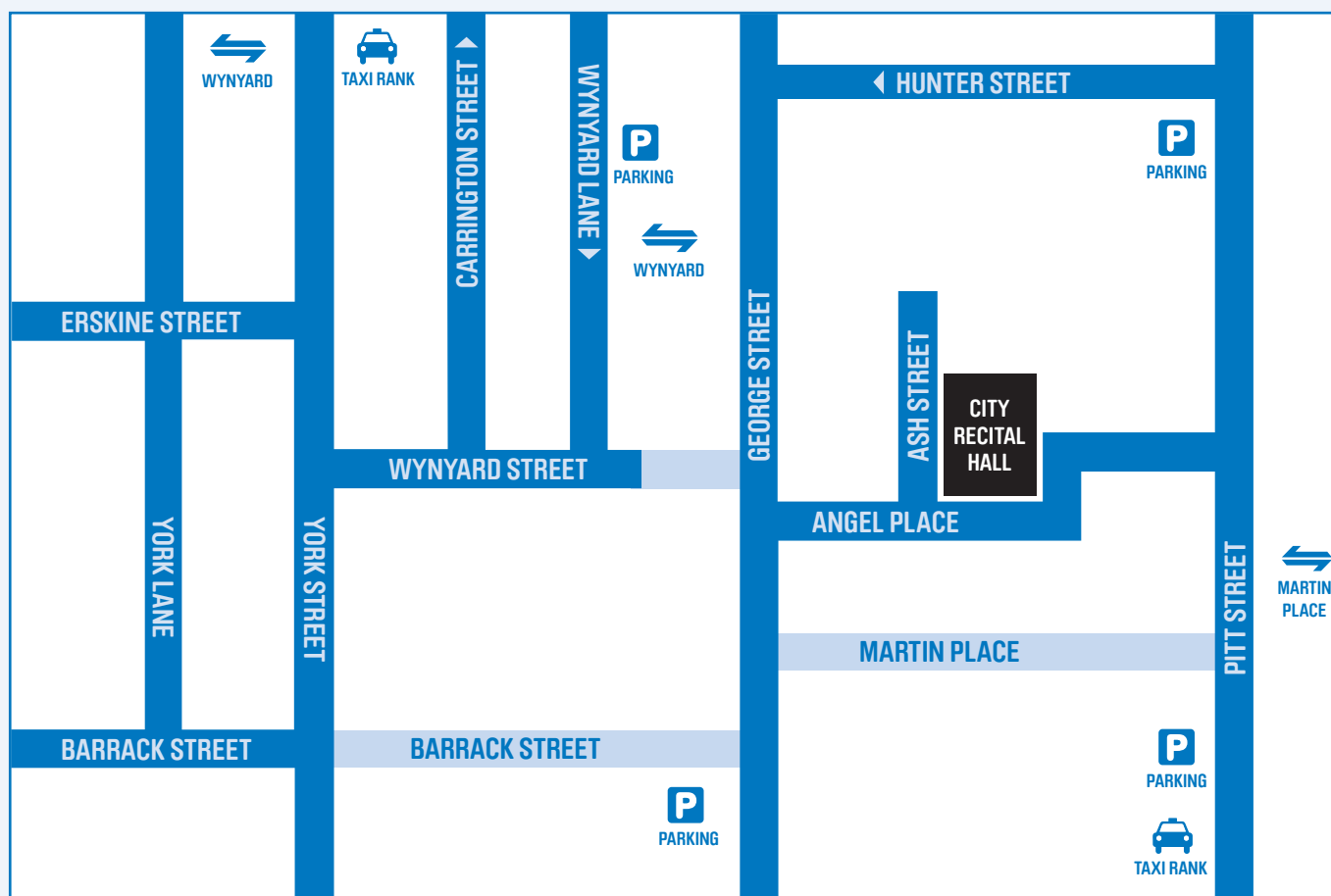
AGL Energy Limited
ABN 74 115 061 375

Date: Tuesday 23 October 2012

Time: 10.30am (Sydney time)

Venue: City Recital Hall, Angel Place, Sydney

Location of AGM



How to find the City Recital Hall

You can use the map above to find the nearest transport routes and the location of the AGM – the City Recital Hall, Angel Place, Sydney NSW.

By Train

The City Recital Hall is a short walk from Wynyard Station.

By Car

There are many car parks located within walking distance.

By Bus

Major bus interchanges are nearby at George and York Streets.

By Taxi

Your taxi can enter from George Street.

For more specific information about public transport routes and timetables, contact the State Transit Authority on 131 500 or visit 131500.com.au

Business of the AGM

Ordinary Business

- 1 To receive and consider the Financial Report of AGL and the consolidated entity and the Reports of the Directors and Auditor for the financial year ended 30 June 2012.
- 2 To adopt the Remuneration Report for the financial year ended 30 June 2012, as set out in the Directors' Report section of the Annual Report. *(Note – the vote on this resolution is advisory only and does not bind the Directors or AGL).*

Voting Exclusion

As required by the Corporations Act, no member of AGL's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member may vote on the resolution in Item 2 of Ordinary Business unless the vote is not cast on behalf of any such member or closely related party of any such member and:

- (i) the person voting votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 2 of Ordinary Business; or
- (ii) the person voting is the Chair of the AGM who votes as a proxy appointed by writing that does not specify the way the Chair of the AGM is to vote on Item 2 of Ordinary Business and which expressly authorises the Chair of the AGM to vote on Item 2 of Ordinary Business even though that Item is connected directly or indirectly with the remuneration of a member of the key management personnel of AGL and even though the Chair of the AGM is a member of the key management personnel of AGL.

3 To elect Directors:

- (a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Leslie Hosking, a Director who retires by rotation at the close of the AGM in accordance with Clause 58 of AGL's Constitution and being eligible, is re-elected as a Director of AGL."

- (b) To consider and, if thought fit to pass the following resolution as an ordinary resolution:

"That John Stanhope, a Director who retires by rotation at the close of the AGM in accordance with Clause 58 of AGL's Constitution and being eligible, is re-elected as a Director of AGL."

- (c) To consider, and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Graeme Hunt, a Director who retires at the close of the AGM in accordance with Clause 56.2 of AGL's Constitution and being eligible, is re-elected as a Director of AGL."

Special Business

4 To increase the maximum aggregate remuneration of Non-Executive Directors:

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

"That with effect from 1 January 2013, the aggregate maximum sum available for the remuneration of Non-Executive Directors be increased by \$500,000 per year to \$2,500,000 per year."

Voting Exclusion

As required by the ASX Listing Rules, AGL will disregard any votes cast on the proposed resolution in Item 4 of Special Business by any Director of AGL or by any associate of any Director of AGL. However, AGL need not disregard a vote on the proposed resolution in Item 4 if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- (ii) it is cast by the Chair of the AGM 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.

As required by the Corporations Act no member of AGL's key management personnel or a closely related party of any such member may vote as a proxy on the proposed resolution in Item 4 unless:

- (i) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 4; or
- (ii) the person is the Chair of the AGM and votes as a proxy appointed by writing that expressly authorises the Chair of the AGM to vote on the proposed resolution in Item 4 even though that resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of AGL and even though the Chair of the AGM is a member of the key management personnel of AGL.

By Order of the Board



Paul McWilliams
Company Secretary
17 September 2012

These Explanatory Notes have been prepared to provide Shareholders with important information regarding the items of business proposed for consideration at the AGM. Capitalised terms in this Notice of Meeting are defined in the Glossary on this page.

Determination of Entitlement to Vote

For the purpose of the AGM, the Directors have determined that shares will be taken to be held by persons registered as Shareholders as at 7.00pm (Sydney time) on Sunday 21 October 2012.

Shareholder Voting

Each Shareholder who is entitled to vote at the AGM may appoint a proxy, who need not be a Shareholder, to attend and vote at the AGM on the Shareholder's behalf. A Shareholder who is entitled to attend and cast two or more votes at the AGM may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise on a poll. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes that each may exercise, each may exercise half of the votes (disregarding fractions) on a poll.

Each Shareholder who is entitled to vote at the AGM may appoint a proxy and specify the way that the proxy is to vote in relation to a resolution and indicate that the specification is to be regarded as a direct vote. Except where the Directors have determined, prior to the AGM, that direct voting will not be permitted in relation to a particular resolution, a direct vote on a resolution by a Shareholder will, if a poll is demanded (but not on a show of hands), be effective to cast, at the AGM, the votes of the Shareholder as specified in the Shareholder Voting Form without the need for, or regardless of, any further action by the proxy and the proxy will therefore have no authority to vote on a poll on the resolution on the Shareholder's behalf.

A Shareholder Voting Form and, if the Shareholder Voting Form is not signed by the Shareholder, the Power of Attorney or other authority (if any) under which the Shareholder Voting Form is signed (or a certified copy of that Power of Attorney or other authority) must be received by AGL at least 48 hours before the time for holding the AGM – that is, by 10.30am (Sydney time) on Sunday 21 October 2012. Documents may be lodged with AGL by:

- (i) appointing a proxy online at the AGL Share Registry's website: www.linkmarketservices.com.au
or
- (ii) posting them in the accompanying reply-paid envelope to:
Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
or
- (iii) sending them by fax to the AGL Share Registry
on: 02 9287 0309
or
- (iv) delivering them to the AGL Share Registry located at:
Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

Corporate Representatives

A company wishing to appoint a person to act as its representative at the AGM must provide that person with a letter executed in accordance with the company's constitution and the Corporations Act authorising him or her to act as the Shareholder's representative.

Glossary

In this Notice of Meeting, the following terms have the respective meanings unless the context otherwise requires:

AGL means AGL Energy Limited ABN 74 115 061 375.

AGL Annual Report 2012 means the Annual Report of AGL for the financial year ended 30 June 2012.

AGL Share means a fully-paid ordinary share in AGL.

AGM means the 2012 Annual General Meeting of Shareholders.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the listing rules of ASX.

Board means the Board of Directors of AGL.

Company means AGL Energy Limited ABN 74 115 061 375.

Constitution means the Constitution of AGL.

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

Director means a Director of AGL.

Notice of Meeting means the notice pursuant to which the AGM is convened.

Remuneration Report means the section of the Directors' Report contained in the AGL Annual Report 2012 entitled 'Remuneration Report'.

Ordinary Business

Item 1

To receive and consider the Financial, Directors' and Auditor's Reports for the financial year ended 30 June 2012.

Shareholders have been notified that the AGL Annual Report 2012 can be found on AGL's website (www.agl.com.au) under 'Investor Centre' and have been given the option of having a printed copy of the Report sent to them. The AGL Annual Report 2012 has been sent to those Shareholders who have requested it. During the discussion of this Item, there will be an opportunity for Shareholders to ask questions about, or comment on, the Report and the management and performance of AGL.

Item 2

Adoption of the Remuneration Report for the financial year ended 30 June 2012.

AGL is required under the Corporations Act to include, in the business of its AGM, a resolution that its Remuneration Report for the financial year ended 30 June 2012 be adopted. The resolution is advisory only and does not bind the Directors. However, the Directors will take into account the outcome of the vote when reviewing remuneration policies and practices. During discussion of this Item, there will be an opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report.

The Remuneration Report which forms part of the Directors' Report is set out on pages 48 and 63 of the AGL Annual Report 2012.

Directors' Recommendation

Acknowledging that each Director has a personal interest in his or her own remuneration from AGL, as described in the Remuneration Report, the Directors unanimously recommend the adoption of the Remuneration Report.

Item 3

Election of Directors

(a) Leslie Hosking – Age 67

Term: Non-executive Director since November 2008.

Independent: Yes

Committees: Member of the Audit and Risk Management Committee, the Safety, Sustainability and Corporate Responsibility Committee, and the Nominations Committee.

Directorships: Chairman of Adelaide Brighton Limited (commenced as a Director in 2003), Director of Innovation Australia (commenced in 2003), Director of Australian Energy Market Operator (AEMO) (commenced in 2009) and Chair of The Carbon Market Institute (commenced in 2010).

Experience: Previously Director of Australian Energy Market Operator (Transition) Limited (AEMO) (commenced in 2008 and retired in 2009), Managing Director and Chief Executive Officer of NEMMCo (commenced in 2003 and retired in 2008) and a Non-Executive Director of NEMMCo (commenced in 1996 and retired in 2003). He has over 30 years of experience in trading, broking and management in metals, soft commodities, energy and financial instrument derivatives in the global futures industry, and was Managing Director and Chief Executive Officer of the Sydney Futures Exchange (commenced in 1985 and retired in 2000).

The Directors (excluding Mr Leslie Hosking) recommend that Shareholders vote in favour of Item 3(a).

(b) John Stanhope – Age 61

BCom (Economics and Accounting), FCPA, FCA, FAICD, FAIM, FAHRI

Term: Non-executive Director since March 2009.

Independent: Yes

Committees: Chair of the Audit and Risk Management Committee, a member of the People and Performance Committee, and the Nominations Committee.

Directorships: Director of The Bionics Institute of Australia (commenced in June 2012) and of Melbourne Jazz Limited (commenced in October 2009) and a member of the Council of Deakin University.

Experience: Previously, a member of the Financial Reporting Council (ceased on 30 June 2012), a Director of Telstra Corporation Limited (commenced in 2009 and retired in 2011) and Chief Financial Officer and Group Managing Director, Finance & Administration of Telstra (commenced in October 2003 and retired in 2011). In this latter role he was responsible for finance, treasury, risk management and assurance, investor relations, credit management, taxation, corporate security and investigations, procurement and billing. Prior to this he served as Director, Finance. In this role, which he assumed in 1995, he contributed to T1 and T2, cost reduction programs, growth strategies, debt raising, capital management and organisation restructures.

The Directors (excluding Mr John Stanhope) recommend that Shareholders vote in favour of Item 3(b).

(c) Graeme Hunt – Age 55

Term: Non-executive Director since 1 September 2012.

Independent: Yes

Committees: Member of the People and Performance Committee, Sustainability and Corporate Responsibility Committee, and the Nominations Committee.

Directorships: Director of Transfield Services Limited (commenced in May 2012). To be Interim Managing Director and CEO of Transfield Services Limited from 1 October 2012.

Experience: Most recently Chief Executive Officer of Lihir Gold Limited until it was acquired by Newcrest Mining Limited in 2010. Prior to that, he held a number of senior executive positions at BHP Billiton Group (BHP) including spells as President of BHP's Uranium and Olympic Dam Development (from 2007 to 2009), President of BHP's Global Aluminium business (from 2006 to 2007), and President of BHP's Global Iron Ore business (from 1999 to 2005). Mr Hunt will bring to AGL extensive experience in establishing and operating large capital projects. He has a Bachelor of Metallurgy and a Master of Business Administration from the University of Wollongong, and is a Graduate of the Senior Executive Program at the London Business School.

The Directors (excluding Mr Graeme Hunt) recommend that Shareholders vote in favour of Item 3(c).

Special Business

Item 4

Increasing the cap on the aggregate remuneration of Non-Executive Directors.

The maximum remuneration payable by AGL to Non-Executive Directors is determined by Shareholders in general meeting and may not be increased without the prior approval of Shareholders as required under clause 61.1 of AGL's Constitution and ASX Listing Rule 10.17.

The maximum aggregate remuneration of Non-Executive Directors is currently \$2,000,000 per year. This cap includes all fees and superannuation contributions paid to Non-Executive Directors and is the amount approved by Shareholders of AGL at the AGM held on 21 October 2010.

All elements of remuneration of Non-Executive Directors for the financial year ended 30 June 2012 are disclosed in the Remuneration Report.

AGL's policy is to adequately remunerate Non-Executive Directors at market rates for their time, commitment and responsibilities. The Board has taken external advice from independent remuneration advisers, which includes a market comparison of remuneration paid to Non-Executive Directors of companies of comparable groups across the ASX 100.

It is proposed to increase the cap on the aggregate remuneration of Non-Executive Directors from \$2,000,000 per year to \$2,500,000 per year to accommodate expected future increases in the fees payable to Non-Executive Directors.

The new cap of \$2,500,000 will also contain an allowance to accommodate fees for additional Non-Executive Directors to assist in the Board succession. The intention is that the new Directors will be appointed to the Board prior to the retirement of existing Directors to allow time for an orderly transfer of responsibilities.

Accordingly, the Board seeks Shareholder approval of a new maximum aggregate sum of \$2,500,000 per year for Non-Executive Directors' remuneration. This increase will allow the Board to:

- > recognise increases in both the workload and responsibilities of Non-Executive Directors on the Board and its committees;
- > provide for effective succession planning and transition arrangements; and
- > have the flexibility to attract and retain the services of Non-Executive Directors of the highest calibre.

As each of the Non-Executive Directors has a personal interest in Item 4, it is not appropriate for them to make any recommendation as to how Shareholders should vote on this resolution.

Questions from Shareholders

AGL aims to ensure that Annual General Meetings and the Annual Report meet Shareholders' expectations. Your views are essential to this.

If you would like further information on AGL, or would like to ask a question of AGL or the Auditor at this AGM, you may lodge your questions online by visiting the AGL Share Registry's website www.linkmarketservices.com.au or by completing the enclosed form and returning it in the enclosed reply paid envelope.

Questions for the AGM (including written questions to the Auditor) must be received at any of the addresses below by 5.00pm on Tuesday 16 October 2012.

The Chairman of the AGM will answer as many of the frequently asked questions as possible.

The AGM will be webcast live at www.agl.com.au and a copy of the Chairman's address to the AGM will be available on the AGL website.

In accordance with the Corporations Act, Shareholders will also be given a reasonable opportunity at the AGM to ask:

- > questions about, or make comments on, the management of AGL and the Remuneration Report; and
- > the Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by AGL and the independence of the Auditor.

If you would like to make a suggestion or comment on the Annual Report, please advise AGL in one of the following ways (this will allow us to incorporate your views into the content and design of future Annual Reports):

- > **Online** at the AGL Share Registry's website:
www.linkmarketservices.com.au
- > **Write** to the AGL Share Registry or the Company Secretary by completing the enclosed form and sending it to the Share Registry in the enclosed reply paid envelope to:

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
- > or **post** to:

Company Secretary
AGL Energy Limited
Locked Bag 1837
St Leonards NSW 2065
- > or **fax** to:
the AGL Share Registry on 02 9287 0309.

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By mail:
AGL Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1800 824 513 Overseas: +61 2 8280 7115



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SHAREHOLDER VOTING FORM

STEP 1 Please mark either Box A or Box B

I/We being a member(s) of AGL Energy Limited and entitled to attend and vote hereby:

| | | |
|---|------------------|---|
| <p>A VOTE DIRECTLY</p> <p><input type="checkbox"/> elect to lodge my/our vote(s) directly (mark box)</p> <p>i in relation to the Annual General Meeting of AGL to be held at 10:30am on Tuesday, 23 October 2012, and at any adjournment or postponement of the AGM. You should mark either "for" or "against" for each Resolution. Do not mark the "abstain" box.</p> | <p>OR</p> | <p>B APPOINT A PROXY</p> <p><input type="checkbox"/> the Chair of the AGM (mark box)</p> <p>OR if you are NOT appointing the Chair of the AGM as your proxy, please write the name of the person or body corporate (excluding the registered Shareholder) you are appointing as your proxy. I/we appoint the Chair of the AGM as an alternate proxy to the person named.</p> <div style="border: 1px solid black; height: 20px; width: 100%; margin: 5px 0;"></div> <p>If no person/body corporate is named, the Chair of the AGM, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of AGL to be held at 10:30am on Tuesday, 23 October 2012, at City Recital Hall, Angel Place, Sydney NSW and at any adjournment or postponement of the AGM. I/we expressly authorise the Chair of the AGM to exercise my/our proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.</p> |
|---|------------------|---|

The Chair of the AGM intends to vote undirected proxies in favour of all Resolutions.
Voting Directions will only be valid and accepted by AGL if they are signed and received no later than 48 hours before the AGM.
Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2 **VOTING DIRECTIONS**

| | For | Against | | For | Against |
|--|--------------------------|--------------------------|---|--------------------------|--------------------------|
| Resolution 2 To adopt the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 3(c) Re-election of Mr Graeme Hunt | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3(a) Re-election of Mr Leslie Hosking | <input type="checkbox"/> | <input type="checkbox"/> | Resolution 4 Increasing the maximum aggregate remuneration of Non-Executive Directors | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3(b) Re-election of Mr John Stanhope | <input type="checkbox"/> | <input type="checkbox"/> | | | |

i PLEASE NOTE: If you have appointed the Chair of the AGM as your proxy (or the Chair of the AGM becomes your proxy by default), you can direct the Chair of the AGM to vote for or against Resolution 2 (To adopt the Remuneration Report) by marking the appropriate box opposite Resolution 2. However, note that under STEP 2, if the Chair of the AGM is your proxy and you do not mark any of the boxes opposite Resolution 2, you are expressly authorising the Chair of the AGM to vote as he determines on Resolution 2.

STEP 3 **IMPORTANT - VOTING EXCLUSIONS**

If the Chair of the AGM is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chair of the AGM may exercise your proxy even though he/she has an interest in the outcome of that Resolution and that votes cast by him/her for that Resolution, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair of the AGM will not cast your votes on Resolution 4 and your votes will not be counted in calculating the required majority if a poll is called on this Resolution.
The Chair of the AGM intends to vote undirected proxies in favour of Resolution 4.

STEP 4 **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 VOTING FORM

Your Name and Address

This is your name and address as it appears on the AGL'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.**

Voting under Box A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each Resolution.

If no direction is given on all of the Resolutions, or if you complete both Box A and Box B, your vote may be passed to the Chair of the AGM as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the voting form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the AGM, your attendance will cancel your direct vote.

The Chair's decision as to whether a direct vote is valid is conclusive.

Voting under Box B - Appointment of a Proxy

If you wish to appoint the Chair of the AGM as your proxy, mark the box in Box B. If the person you wish to appoint as your proxy is someone other than the Chair of the AGM please write the name of that person in Box B. If you appoint someone other than the Chair of the AGM as your proxy, you will also be appointing the Chair of the AGM as your alternate proxy to act as your proxy in the event the named proxy does not attend the AGM.

Votes on Resolutions - Proxy Appointment

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. 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 Resolution 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 Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the AGM and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning AGL's share registry or you may copy this form and return them both together. The appointment of the Chair of the AGM as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting 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.
- 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 have already lodged 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 AGM the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of AGM. A form of the certificate may be obtained from AGL's share registry.

Lodgement of a Voting Form

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:30am on Sunday, 21 October 2012**, being not later than 48 hours before the commencement of the AGM. Any Voting Form received after that time will not be valid for the scheduled AGM.

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



by mail:

AGL Energy 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.

If you would like to attend and vote at the AGM, please bring this form with you.
This will assist in registering your attendance.



AGL Energy Limited

ABN 74 115 061 375

LODGE YOUR QUESTIONS



ONLINE

www.linkmarketservices.com.au



By mail:
AGL Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1800 824 513 **Overseas:** +61 2 8280 7115



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Please use this form to submit any questions about AGL Energy Limited that you would like us to respond to at AGL's 2012 Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting. If your question is for AGL's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the AGL's share registrar, Link Market Services Limited, by **5:00pm on Tuesday 16 October 2012**.

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

Question(s)

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

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

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