



**LODGE YOUR VOTE**

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

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**ONLINE**

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

All enquiries to:

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

**APPOINTMENT OF PROXY**

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

**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 (excluding the registered Shareholder) you are appointing as your proxy below

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, 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 Thursday, 29 October 2009, Melbourne Convention Centre, 1 Convention Centre Place, South Wharf, Melbourne and at any adjournment or postponement of the Meeting.

**STEP 2 DIRECT VOTE**

mark this box if you would like your proxy vote to constitute a direct vote.

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 meeting, the votes of the Shareholder on the resolution as specified in this proxy form without the need for, and regardless of, any further action by the proxy.

Voting directions will only be valid and accepted by AGL if they are signed and received no later than 48 hours before the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Please read the voting instructions overleaf before marking any boxes with an  **X**

**STEP 3 VOTING DIRECTIONS**

	For	Against	Abstain <sup>1</sup>
<b>Resolution 2</b> Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3(a)</b> Re-Election of Mr M G Ould as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3(b)</b> Re-Election of Mr L V Hosking as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3(c)</b> Re-Election of Mr J V Stanhope as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

<sup>1</sup> 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 4 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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*.



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on 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 Step 1 - Appoint a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of AGL. A proxy may be an individual or a body corporate.

### Voting Under Step 2 - Direct Vote

If you tick the box under Step 2 then you are indicating that you wish your proxy vote to constitute a direct vote. 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 meeting, the votes of the Shareholder on the resolution as specified in this proxy form without the need for, and regardless of, any further action by the proxy.

If no voting directions are given on any resolution then your vote may be passed to the Chairman of the Meeting as your proxy.

### 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. If your proxy votes on an item, 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 of the for, against or abstain boxes on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

If you are entitled to cast two or more votes at the Meeting, you may appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning AGL's share registry or you may copy this form.

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.
- (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 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 Meeting, the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from AGL's share registry.

## 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 10:30am on Tuesday, 27 October 2009, 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:

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

 **by fax:**  
+61 2 9287 0309

 **online:** **ONLINE** [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

lodging it online at Link's website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website);

 **by hand:**  
delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

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