

**AGL Energy Limited**

ABN 74 115 061 375

Level 22, 101 Miller St  
North Sydney NSW 2060

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**24 September 2009**



### **Dear Shareholder,**

I am pleased to invite you to attend the 2009 Annual General Meeting of Shareholders (AGM), which has been scheduled as follows:

**Date:** Thursday, 29 October 2009

**Time:** 10.30am

**Venue:** Melbourne Convention Centre, 1 Convention Centre Place, South Wharf, Melbourne

A map and transportation instructions (whether travelling by train, tram, car or taxi) follow, for your information.

The business to be dealt with at the AGM is provided on page 3 of this Notice of Meeting.

If you are able to attend the AGM, please bring the enclosed proxy 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](http://www.linkmarketservices.com.au) or by completing the enclosed proxy form and returning it in the envelope provided. You are also able to specify that your proxy vote be cast as a direct vote. Instructions on how to appoint a proxy, and how to cast a direct vote, are detailed on the back of the proxy form. Proxies must be received no later than 10.30am (Sydney time) on Tuesday, 27 October 2009 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 on the last page of this Notice.

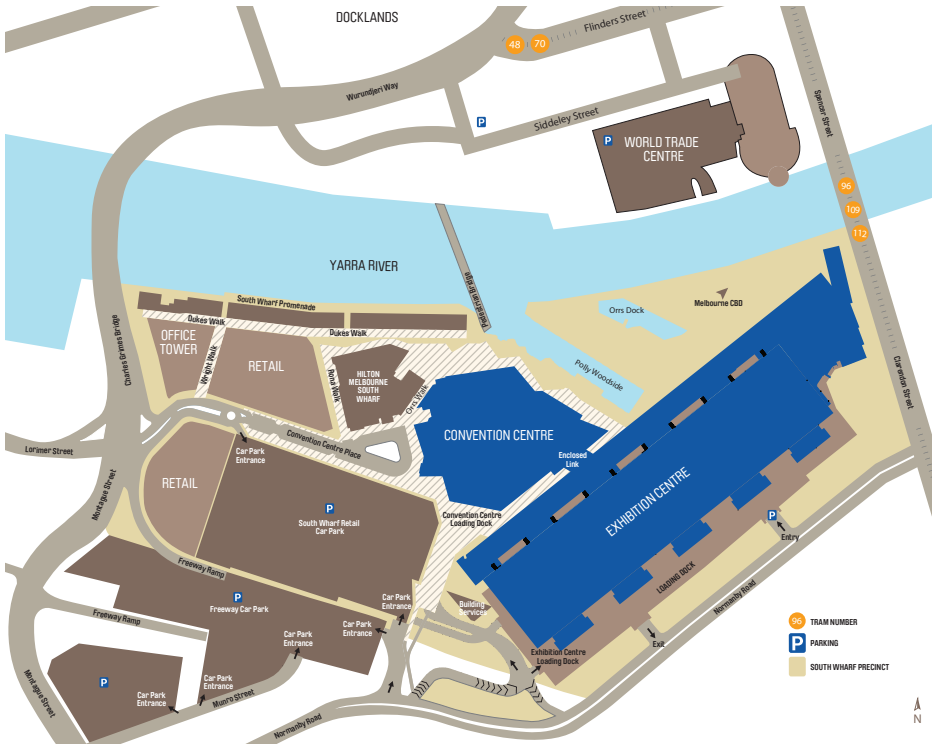
We look forward to seeing you at the AGM.

Yours sincerely

**Mark Johnson**  
Chairman

# HOW TO FIND THE MELBOURNE CONVENTION CENTRE

You can use the map below to find the nearest transport routes and the location of the Meeting – the **Melbourne Convention Centre, 1 Convention Centre Place, South Wharf, Melbourne..**



## BY TRAIN

The Melbourne Convention Centre is a short walk from Southern Cross Station on Spencer Street.



## BY CAR

Car parking is available underneath the Exhibition Centre, the entrance is off Normanby Road. Above ground parking is also available adjacent to the Convention Centre off Normanby Road.



## ON FOOT

Walk along the concourse of the adjacent Exhibition Centre or across the new pedestrian footbridge.



## BY TRAM

Tram numbers 96, 112 and 109 travel down Clarendon Street and stop at the entrance to the Melbourne Exhibition Centre.



## BY TAXI

Your taxi can enter from 1 Convention Centre Place, South Wharf.

For more specific information about public transport routes and timetables, contact Metlink on 131638 or visit [www.metlinkmelbourne.com.au](http://www.metlinkmelbourne.com.au).

## ORDINARY BUSINESS

1. To receive and consider the Financial Report of the Company and the consolidated entity and the Reports of the Directors and Auditor for the financial year ended 30 June 2009.
2. To adopt the Remuneration Report for the financial year ended 30 June 2009, 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 the Company).*
3. To elect Directors:
  - (a) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
*'That Mr M G Ould, a Director who retires by rotation at the close of the Meeting in accordance with Clause 58 of the Company's constitution and being eligible, is re-elected as a Director of the Company.'*
  - (b) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
*'That Mr L V Hosking, who has been appointed as a Director in accordance with clause 56.1 of the Company's constitution, be re-elected as a Director of the Company in accordance with clause 56.2 of the Company's constitution.'*
  - (c) To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
*'That Mr J V Stanhope, who has been appointed as a Director in accordance with clause 56.1 of the Company's constitution, be re-elected as a Director of the Company in accordance with clause 56.2 of the Company's constitution.'*

### By Order of the Board



**Paul McWilliams**  
Company Secretary

24 September 2009

## DETERMINATION OF ENTITLEMENT TO VOTE

For the purpose of the Meeting, the Directors have determined that shares will be taken to be held by persons registered as Shareholders as at 7.00pm (Sydney time) on Tuesday, 27 October 2009.

## PROXIES

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 Meeting 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 Meeting, 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 Meeting, the votes of the Shareholder as specified in the proxy 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 proxy form and, if the proxy form is not signed by the Shareholder, the power of attorney or other authority (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 at least 48 hours before the time for holding the Meeting – that is, by 10.30am (Sydney time) on Tuesday, 27 October 2009. Documents may be lodged with the Company by:

- (i) appointing a proxy online at the AGL Share Registry's website:  
[www.linkmarketservices.com.au](http://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  
Level 12, 680 George Street  
Sydney NSW 2000

## **CORPORATE REPRESENTATIVES**

A company wishing to appoint a person to act as its representative at the Meeting must provide that person with a letter executed in accordance with the company's constitution and the Corporations Act 2001 (Cth) authorising him or her to act as the Shareholder's representative.

# EXPLANATORY NOTES

## ORDINARY BUSINESS

### ITEM 1

#### **To receive and consider the Financial, Directors' and Auditor's Reports for the financial year ended 30 June 2009.**

Shareholders have been notified that the AGL Annual Report 2009 can be found on the Company's website ([www.agl.com.au](http://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 Report has been sent to those Shareholders who have requested it. During 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 the Company.

### ITEM 2

#### **Adoption of the Remuneration Report for the financial year ended 30 June 2009.**

The Company is required under the Corporations Act 2001 (Cth) to include, in the business of its AGM, a resolution that its Remuneration Report for the financial year ended 30 June 2009 be adopted. The resolution is advisory only and does not bind the Directors or the Company. 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 is set out in the Directors' Report section of the AGL Annual Report 2009. The Remuneration Report:

- › sets out the Company's policy in respect of remuneration paid to the Board, the Managing Director and senior Executives;
- › explains how Directors' fees are determined within the aggregate limit approved by Shareholders;
- › describes the elements of remuneration paid to the Managing Director and senior Executives, the links to Company and individual performance and the criteria used to assess performance; and
- › sets out the remuneration details for each Director and specified Executives.

**The Directors recommend that Shareholders vote in favour of Item 2.**

## ITEM 3

### Election of Directors.

#### (a) Mr Max Ould



#### **Max Ould BSc – Age 62**

**Term:** Non-executive Director since February 2006.

**Independent:** Yes.

**Committees:** Chairman of the People and Performance Committee.

**Directorships:** Chairman of Goodman Fielder Limited (commenced as a Director in 2005 and appointed Chairman in September 2006). Director of Pacific Brands Limited (commenced in 2004) and Foster's Group Limited (commenced in 2004).

**Experience:** Mr Ould was previously Managing Director of National Foods Limited and a Director of The Australian Gas Light Company (commenced in 2004 and retired in October 2006).

**The Directors (excluding Mr Max Ould) recommend that Shareholders vote in favour of Item 3(a).**

#### (b) Mr Les Hosking



#### **Les Hosking – Age 64**

**Term:** Non-executive Director since November 2008.

**Independent:** Yes.

**Committees:** Member of the Audit and Risk Management Committee, and the Safety, Sustainability and Corporate Responsibility Committee (from July 2009).

**Directorships:** Director of Adelaide Brighton Limited (commenced in 2003), Innovation Australia (commenced in 2003), Australian Energy Market Operator (Transition) Limited (AEMO) (from November 2008 to June 2009) and of the Australian Energy Market Operator (AEMO) (commencing 1 July 2009).

**Experience:** Mr Hosking was previously Managing Director and Chief Executive Officer of the National Electricity Market Management Company (NEMMCo) (from 2003 to 2008) and was a non-executive Director of NEMMCo (from 1996 to 2003). He has over 30 years' 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 (from 1985 to 2000). As Chief Executive Officer of Axis Australia (from 2000 to 2003), he developed and implemented a strategy for the Australian Government to position Australia as a centre for global financial services.

**The Directors (excluding Mr Les Hosking) recommend that Shareholders vote in favour of Item 3(b).**

**(c) Mr John Stanhope**



**John Stanhope** BCom (Economics and Accounting), FCPA, FCA, FAICD, FAIM – **Age 58**

**Term:** Non-executive Director since March 2009.

**Independent:** Yes.

**Committees:** Member of the Audit and Risk Management Committee.

**Directorships:** Executive Director of Telstra Corporation Limited (commenced in May 2009). Chairman of the Business Coalition for Tax Reform and a member of the Financial Reporting Council.

**Experience:** Mr Stanhope was appointed as Chief Financial Officer and Group Managing Director, Finance and Administration of Telstra in October 2003. In this role he is responsible for finance, treasury, risk management and assurance, productivity, corporate services and billing. Mr Stanhope previously 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 organisational restructures.

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

## QUESTIONS FROM SHAREHOLDERS

AGL Energy Limited (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](http://www.linkmarketservices.com.au) or by completing the enclosed form and returning it in the enclosed reply paid envelope.

Questions for the AGM should be relevant to the business of the Meeting, and may include questions relating to the financial or other statutory reports or the motions before the Meeting, or general questions on AGL's management or performance, or questions to the Auditor concerning the content of the Auditor's Report or the conduct of the audit.

**Questions for the AGM (including written questions to the Auditor) must be received at any of the addresses below by 5.00pm on Thursday, 22 October 2009.**



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

The AGM will be webcast live at [www.agl.com.au](http://www.agl.com.au) and a copy of the Chairman's speech will be available on the AGL website.

In accordance with the *Corporations Act 2001* (Cth), Shareholders will also be given a reasonable opportunity, as a whole, to:

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

**If you would like to make a suggestion or comment on the Annual Report**, please advise the Company 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](http://www.linkmarketservices.com.au)
- › **Write** to the AGL Share Registry or 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

- › **Fax** to the AGL Share Registry on fax number 02 9287 0309

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