# **ASX** statement

18 September 2013

# Notice of Meeting - 2013 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 2013. Attached are a copy of the covering letter to shareholders, the Notice of Meeting, 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 0309 E aglenergy@linkmarketservices.com.au www.agl.com.au ASX Code: AGK



Dear Shareholder

I am pleased to invite you to attend the 2013 Annual General Meeting of Shareholders, which has been scheduled as follows:

Date: Wednesday 23 October 2013

**Time:** 10.30am

Venue: Grand Hyatt Hotel, 123 Collins Street, Melbourne, Victoria

The business to be dealt with at the AGM is provided on page 2 of 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, by completing the enclosed Shareholder Voting Form and returning it in the envelope provided, or by using an enabled mobile device to scan the enclosed QR code.

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 21 October 2013 to be valid for the AGM. Proxies may be lodged online or returned by mail or by fax on +61 2 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 page 4 of the enclosed Notice of Meeting.

We look forward to seeing you at the AGM.

Yours sincerely

Jeremy Maycock Chairman

11 September 2013



# Notice of Annual General Meeting of Shareholders

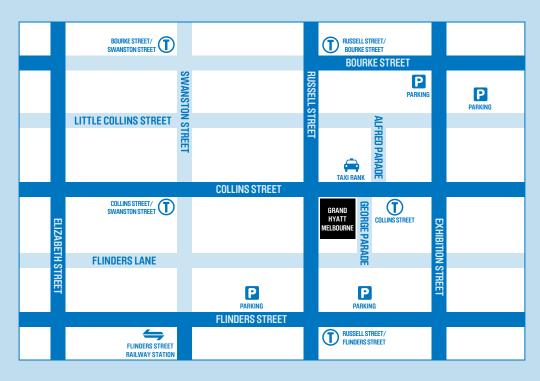
AGL Energy Limited ABN 74 115 061 375 Level 22 101 Miller Street North Sydney NSW 2060

Date: Wednesday 23 October 2013

**Time:** 10.30am

Venue: Grand Hyatt Hotel, 123 Collins Street, Melbourne

# **Location of AGM**



# How to find the Grand Hyatt Hotel, Melbourne

You can use the map above to find the nearest transport routes and the location of the AGM – the Grand Hyatt Hotel, 123 Collins Street, Melbourne.

#### By Train

The Grand Hyatt Hotel, Melbourne is a short walk from Flinders Street Station.

#### By Cai

There are many car parks located within walking distance.

#### By Tram

The Grand Hyatt Hotel, Melbourne is served by a number of trams.

#### By Taxi

Your taxi can enter from Russell Street.

For more specific information about public transport routes and timetables, contact the Metlink on 131 638 or visit www.metlinkmelbourne.com.au

#### **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 2013.
- 2. To adopt the Remuneration Report for the financial year ended 30 June 2013, 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:

- 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 Bruce Phillips, 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 Belinda Hutchinson, 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."

By Order of the Board

Paul McWilliams Company Secretary

11 September 2013

# Explanatory Notes

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.

# **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 Monday 21 October 2013.

# **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 21 October 2013. Documents may be lodged with AGL by:

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 +61 2 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 2013** means the Annual Report of AGL for the financial year ended 30 June 2013.

**AGM** means the 2013 Annual General Meeting of Shareholders.

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 2013 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 2013

Shareholders have been notified that the AGL Annual Report 2013 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 2013 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.

# Explanatory Notes

#### Item 2

# Adoption of the Remuneration Report for the financial year ended 30 June 2013

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 2013 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 64 to 78 of the AGL Annual Report 2013.

#### **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) Bruce Phillips

# Bruce Phillips, Age 58

Term: Non-executive Director since 2007.

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 Platinum Capital Limited and Chairman of AWE Limited.

**Experience:** More than 30 years of technical, financial and managerial experience in the energy sector. Bruce founded, and was Managing Director, of Australian Worldwide Exploration Limited (now AWE Limited). Previously a Director of Sunshine Gas Limited; Business Development Manager at Command Petroleum; General Manager of Petroleum Securities Australia Limited; Consulting Energy Advisor to Prudential-Bache Securities and an expert technical advisor to News Corporation Limited.

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

(b) Belinda Hutchinson

# Belinda Hutchinson, Age 60

Term: Non-executive Director since 2010.

Independent: Yes

**Committees:** Member of the Audit and Risk Management Committee, the People and Performance Committee, and the Nominations Committee.

**Directorships:** Chairman of QBE Insurance Limited; Director of St Vincent's Health Australia Limited and the State Library of New South Wales Foundation; Chancellor of the University of Sydney and a Member of the Salvation Army Australian Eastern Territorial Advisory Board.

**Experience:** Executive career included roles as Executive Director at Macquarie Group Limited and Vice President of Citibank Limited. Previous Directorships included St Vincent's & Mater Health Sydney; Coles Group Limited; Telstra Corporation Limited, TAB Limited, Energy Australia, Crane Group and Snowy Hydro Trading Limited.

The Directors (excluding Ms Belinda Hutchinson) recommend that Shareholders vote in favour of Item 3(b).

# **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 Wednesday 16 October 2013.

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 +61 2 9287 0309



# **AGL Energy Limited** ABN 74 115 061 375

# **LODGE YOUR VOTE**

■ ONLINE >	vote.linkmarketservices.com/AGK		
By mail: AGL Energy Limited C/- Link Market Servi Locked Bag A14 Sydney South NSW 12			

**APPOINT A PROXY** 

**OR** if you are **NOT** appointing the Chair of the Meeting as your

All enquiries to telephone: +61 1800 824 513

# SHAREHOLDER VOTING FORM

Please mark either Box A or Box B

**VOTE DIRECTLY** 

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

OR

В

elect to lodge my/our vote(s) directly (mark box)  in relation to the Annual General Meeting of the Company to be	of the Meeting (mark box)	OR if you are NOT appointing the Chair of the Meeting as you proxy, please write the name of the person or body corporate (excluding the registered Shareholder) you are appointing a your proxy. I/we appoint the Chair of the Meeting as an alternate proxy to the person named.			
held at 10:30am on Wednesday,					
23 October 2013, and at any adjournment or postponement of	If no person/body corporate is named, the Chair of the Meeting, is appointed as my/				
the meeting. You should mark either "for" or "against" for each item.	our proxy and to vote for the Company to be held at	me/us on my/our behalf at the Annual General Meeting o t 10:30am on Wednesday, 23 October 2013, at the Grand treet, Melbourne and at any adjournment or postponemen			
Voting Directions will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.					
Direction to Chair for Remuneration Report: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair of the Meeting becomes my/our proxy by default) in relation to Item 2 (To adopt the Remuneration Report) but I/we have not marked either the For or Against box opposite that item, I/we nevertheless hereby expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of the resolution on Item 2 even though Item 2 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 Meeting is a member of the key management personnel of AGL.  Chair to vote undirected proxies in favour: I/we acknowledge that the Chair of the Meeting intends to vote undirected proxies in favour of Items 2 and 3.					
Please read the voting instructions overleaf before	marking any boxes with an	X			
Board recommendation: The Board recommends Shareholders vote in favour of items 2 and 3.					
STEP 2	VOTING DIRECTIO	NS			
Items of Business	For Against	For Agair			
2 To adopt the Remuneration Report	3(b) Re-election of Ms Belinda Hutchinson				
3(a) Re-election of Mr Bruce Phillips					
PLEASE NOTE: If you have appointed the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default), you can direct the Chair of the Meeting to vote for or against the resolution on Item 2 (To adopt the Remuneration Report) by marking the appropriate box opposite Item 2. However, note that under Box B, if the Chair of the Meeting is your proxy and you do not mark any of the boxes opposite Item 2, you are expressly authorising the Chair of the Meeting to vote as he determines on Item 2.					
STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED					
Shareholder 1 (Individual) Joint	Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)			
Cala Diversity and Cala Company County	toulCommon Common (Dele	Discrete:			
	tor/Company Secretary (Dele	•			
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 SHAREHOLDER VOTING 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.

# Voting under Box A - Direct Voting

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 item.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chair of the Meeting 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 meeting, 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 Meeting 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 Meeting please write the name of that person in Box B. If you appoint someone other than the Chair of the Meeting as your proxy, you will also be appointing the Chair of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

# Votes on Items of Business - Proxy Appointment

You should 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 attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Shareholder Voting Form may be obtained by telephoning the Company's Share registry or you may copy this Form and return them both together. The appointment of the Chair of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Shareholder Voting Form and the second Shareholder 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.
- (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 Shareholder 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 the Company's Share registry.

# Lodgement of a Shareholder Voting Form

This Shareholder Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30am on Monday, 21 October 2013, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled meeting.

Shareholder Voting Forms may be lodged using the reply paid envelope or:



# ONLINE >

# vote.linkmarketservices.com/AGK

Login to the Link website using the holding details as shown on this Shareholder 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 this Shareholder 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 mobile device:

Our voting website for mobiles is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the AGL Energy Limited voting link vote.linkmarketservices.com/AGK into your phone. Login using the holder number 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.





# by hand:

delivering it to AGL Energy Limited, C/- Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.



# **LODGE YOUR QUESTIONS**

	ONLINE	www.linkmarketservices.com.au
	By mail: AGL Energy Limited C/- Link Market Servic Locked Bag A14 Sydney South NSW 123	
()	All enquiries to telep	phone: +61 1800 824 513

Please use this form to submit any questions about AGL Energy Limited (AGL) that you would like us to respond to at AGL's 2013 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 and Explanatory Notes. 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 AGL's share registrar, Link Market Services Limited, by 5:00pm on Wednesday, 9 October 2013.

Questions will be collated. During the course of the Annual General Meeting, the Chairman of the Meeting 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)					
Performance or financial reports Remuneration Report My question is for the auditor	A resolution being put to the AGM Sustainability/Environment Future direction	General suggestion Other			
/6					
Performance or financial reports Remuneration Report My question is for the auditor	A resolution being put to the AGM Sustainability/Environment Future direction	General suggestion Other			