



## Clean Energy Council

**Clean Energy Council Limited  
(ABN 84 127 102 443)**

### Proxy Form

As a Member of Clean Energy Council Limited (CEC) entitled to attend the Annual General Meeting (**AGM**) and vote, I appoint the Chairman of the AGM or the person or body corporate whose name is written below (if you are not appointing the Chairman):

or if the person/body corporate named fails to attend the AGM, or if no person/body corporate is named, the Chairman of the AGM, as my proxy to act generally at the AGM on my behalf and vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the AGM of CEC to be held at the CEC Office, Level 15, 222 Exhibition St, Melbourne on Friday, 29 November 2013 at 2pm (AEST) and at any adjournment of that AGM.

#### Item C

There are five (5) vacancies on the Board to fill and you will be able to choose up to two (2) of the nominees.

Please number your choices "1" and "2" (each being a "Choice"). Each Choice will be ascribed an equal number of votes (subject to the weighting applicable to the member class of Sponsor 20 votes, Corporate 6 votes, Associate 2 votes, Emerging Tech 1 vote, Network 1 vote). In the event that a Member votes for more than two (2) nominees on the proxy form, the last votes (beyond the first two (2)) will be discounted.

The Directors make no recommendation in relation to the nominees. With respect to undirected proxies, the Chairman does not intend to vote in relation to Item C below.

**For  
(Please place numbers 1  
and 2 in the boxes below  
as applicable)**

**Item C (1): That Alex Beckitt be elected as a director of the Council  
in accordance with clause 19.2 of the CEC Constitution**

**Item C (2): That Richard Brimblecombe be elected as a director of  
the Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (3): That Lane Crockett be elected as a director of the  
Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (4): That Miles George be elected as a director of the  
Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (5): That Stefan Jarnason be elected as a director of the  
Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (6): That Mark Kibby be elected as a director of the Council  
in accordance with clause 19.2 of the CEC Constitution**

**Item C (7): That Ken McAlpine be elected as a director of the  
Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (8): That Jeremy Rich be elected as a director of the Council  
in accordance with clause 19.2 of the CEC Constitution**

**Item C (9): That Anthony Tannous be elected as a director of the Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (10): That Andrew Thomson be elected as a director of the Council in accordance with clause 19.2 of the CEC Constitution**

**Item C (11): That Mark Twidell be elected as a director of the Council in accordance with clause 19.2 of the CEC Constitution**

**Item D**

Please indicate your preference with a mark in the appropriate box below. The Directors recommend voting "For" this item. With respect to undirected proxies, the Chairman of the AGM intends to vote "For" in relation to Item D.

**For**

**Against**

**Item D: Ordinary resolution that Ernst & Young be reappointed as auditor of the CEC**

**Signature Panel- This must be completed in order for the CEC to ensure your company is eligible to vote and to ensure the correct amount of points is allocated to each vote.**

Your company's name

Link Member ID (see covering email)

Your company's  
Membership Class

Your company's membership address

Your Signature or your Company Secretary's signature or that of your company's Sole Director

Please refer to notes overleaf

## **Attending the AGM**

All Members may attend the AGM. A corporate Member may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate Member's powers at any one time. CEC may require appropriate evidence of the appointment.

## **Not Attending the AGM**

Members have the right to appoint a proxy in connection with the AGM. The proxy is entitled to vote.

Please read these notes prior to completion of the Proxy Form.

1. In the case of individuals, the Proxy Form must be signed by the Member or the Member's duly authorised attorney.
2. A corporate Member must sign the Proxy Form in accordance with its Constitution or otherwise in accordance with the Corporations Act 2001 (Cth) or by a duly authorised officer for and on behalf of the Member. CEC is entitled to accept a signed Proxy Form purporting to be signed in this manner as being validly signed without the need for further investigation on the part of CEC.
3. CEC's Constitution provides that a proxy document will not be treated as valid unless the proxy document is deposited at the registered office of CEC not less than 48 hours before the time for holding the AGM or an adjourned meeting at which the person named in the instrument proposes to vote, or (in the case of a poll), not less than 24 hours before the time appointed for the taking of the poll.
4. Please note that if you appoint the Chairman of the AGM as your proxy, and you do not provide specific instructions on how you wish the Chairman to vote on your behalf, the Chairman proposes to vote all open proxies in favour of Items D (ie "For") and not to vote those proxies for any nominees in the ballot set out in Item C.
5. A proxy need not be a member of CEC and may be an individual or a body corporate.
6. Completed Proxy Forms should be returned to the Company Secretary of CEC at Level 15, 222 Exhibition St, Melbourne 3000 or faxed on (61 3) 9929 4101. Completed Proxy Forms may also be hand delivered, or scanned and emailed to [agm@cleanenergycouncil.org.au](mailto:agm@cleanenergycouncil.org.au).
7. In accordance with Section 249L of the *Corporations Act 2001 (Cth)* it is noted that a Member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. In that event, the Member should lodge 2 proxy forms and fill in the appropriate box in each form.