



RENU ENERGY LIMITED

ACN 095 006 090

NOTICE OF ANNUAL GENERAL MEETING 2017

TO BE HELD ON

Date: Thursday, 9 November 2017

Time: 10.00 am (Brisbane time)

Place: Karstens

Meeting Room 2401 – 2402

Level 24

215 Adelaide Street

Brisbane QLD 4000

This is an important document and requires your attention

If you are in any doubt about how to deal with this document,
please consult your legal, financial or other professional advisor.

Notice of Annual General Meeting

Notice is given that an Annual General Meeting of ReNu Energy Limited ACN 095 006 090 (the **Company**) will be held at **10.00 am (Brisbane time) on Thursday, 9 November 2017** at Karstens, Meeting Rooms 2401 – 2402, Level 24, 215 Adelaide Street, Brisbane Queensland 4000.

Agenda

1 Financial statements and reports

To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30 June 2017.

2 Resolution 1 – Adoption of the Remuneration Report

To consider and if thought fit, to pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act:

'That the Remuneration Report for the year ended 30 June 2017 is hereby adopted.'

Notes: (1) *This resolution is advisory only and does not bind the Company or the Directors.*

(2) *If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGM's, shareholders will be required to vote at the second of those AGM's on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.*

VOTING EXCLUSION

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:

- (a) *a member of the Company's Key Management Personnel; or*
- (b) *a Closely Related Party of a member of the Company's Key Management Personnel,*

unless:

- (c) *the person:*
 - (i) *does so in relation to a resolution where they hold a Directed Proxy Form; or*
 - (ii) *is the Chairman of the meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and*
- (d) *the vote is not cast on behalf of a person described in paragraphs (a) and (b) above.*

3 Resolution 2 – Election of Mr Steve McLean as Director

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

'That, Mr Steve McLean, who was appointed to the board to fill a casual vacancy on 14 March 2017 and retires in accordance with clause 14.8 of the Constitution, and being eligible be elected as a Director of the Company.'

4 Resolution 3 – Election of Mr Anton Rohner as Director

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

'That, Mr Anton Rohner, who was appointed to the board to fill a casual vacancy on 14 March 2017 and retires in accordance with clause 14.8 of the Constitution, and being eligible be elected as a Director of the Company.'

5 Resolution 4 – Ratification of the prior issue of Placement Shares

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

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 84,505,348 fully paid ordinary shares at an issue price of 0.95 cents per share, issued by way of a placement to sophisticated and institutional investors on 20 March 2017 (Placement Shares).'

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associate of that person.

However, the Company will not disregard a vote if:

- (a) *it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) *it is cast by the Chairman 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.*

Agenda continued...

6 Resolution 5 – Approval of share placement

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

'That for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue of such number of fully paid ordinary shares in ReNu Energy Limited for a price to be determined by the Directors but which is not less than the minimum price permitted by the formula in ASX Listing Rule 7.3.3 (Minimum Price), to raise up to \$15,000,000 on the terms and conditions in the Explanatory Memorandum.'

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

7 Resolution 6 – Approval of Enhanced Placement Capacity

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

'That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, shareholders approve the issue of such a number of shares equal to up to 10% of the issued capital of the Company, at the time of the issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the Enhanced Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

8 Resolution 7 – Appointment of auditor

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, subject to the consent of the Australian Securities and Investments Commission to the current auditor resigning, BDO Audit Pty Ltd, having been nominated by a Shareholder in accordance with section 328B(1) of the Corporations Act 2001 (Cth) and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum.'

9 Resolution 8 – Approval of Loan Share Plan

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That the ReNu Energy Limited Loan Share Plan (LSP), a summary of which is set out in the Explanatory Memorandum, be approved for the purposes of ASX Listing Rule 7.2 (Exception 9), sections 200E, 259B(2) and 260C(4) of the Corporations Act 2001 and for all other purposes.'

VOTING EXCLUSION

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by any Director and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or
- (b) the proxy is the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.

10 Resolution 9 – Issue of shares to Mr Chris Murray or his nominee

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, for the purposes of ASX Listing Rule 10.14 and all other purposes, the Company be authorised to issue 28,683,000 shares to Managing Director, Mr Chris Murray or his nominee under the LSP and on the terms and conditions set out in the Explanatory Memorandum.'

VOTING EXCLUSION

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by any Director and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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.*

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or*
- (b) the proxy is the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

11 Resolution 10 – Grant of Share Appreciation Rights to Mr Chris Murray

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

'That, for the purposes of ASX Listing Rule 10.14, section 200E of the Corporations Act and all other purposes, approval is given for the grant of 4,061,958 share appreciation rights (SARs) to the Chief Executive Officer and Managing Director, Mr Chris Murray, under the Company's Share Appreciation Rights Plan, on the terms summarised in the Explanatory Memorandum.'

VOTING EXCLUSION

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this Resolution by any Director (other than those who are ineligible to participate in the Company's Share Appreciation Rights Plan) and any of their associates. However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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.*

In addition, pursuant to the Corporations Act, the Company's Key Management Personnel and their Closely Related Parties are not permitted to cast a vote as proxy for another person who is permitted to vote, unless:

- (a) the proxy holds a Directed Proxy Form; or*
- (b) the proxy is the Chairman of the Meeting and he is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution.*

Dated: 9 October 2017

By order of the Board



DAMIAN GALVIN
Company Secretary

Notice of Annual General Meeting 2017

Agenda continued...

Notes

- 1 The Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 7pm (Sydney time) Tuesday, 7 November 2017. Accordingly, those persons are entitled to attend and vote at the meeting.
- 2 If you are eligible, you may vote by attending the meeting in person or by proxy or attorney. A member who is a body corporate may appoint a representative to attend and vote on its behalf.
- 3 To vote by proxy, please complete, sign and return the enclosed proxy form in accordance with the following instructions. If you require an additional proxy form, the Company will supply it on request.
- 4 A member who is entitled to vote at the meeting may appoint one proxy if the member is only entitled to one vote or one or two proxies if the member is entitled to more than one vote. A proxy need not be a member of the Company.
- 5 Where the member appoints 2 proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise one-half of the votes, in which case any fraction of votes will be disregarded.
- 6 The proxy form must be signed by the member or the member's attorney. Proxies given by a corporation must be executed in accordance with the Corporations Act and the constitution of that corporation.
- 7 To be effective, the proxy form and the power of attorney or other authority (if any) under which it is signed or a certified copy, must be received by the Company at least 48 hours before the time for holding of the meeting or any adjourned meeting (or such lesser period as the Directors may permit):
 - (a) By mail c/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235
 - (b) Online by logging into www.linkmarketservices.com.au and using the holding details as shown on the front of your proxy form.
 - (c) By facsimile to (02) 9287 0309 (within Australia) or +61 2 9287 0309 (outside Australia).
 - (d) By hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, NSW 2138 or Level 12, 680 George Street, Sydney, New South Wales 2000.
- 8 Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 9 A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, in their own right vote on the adoption of the Remuneration Report in Resolution 1.
- 10 A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
 - (a) The proxy holds a Directed Proxy Form;
 - (b) Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
 - (c) The proxy is required by law or the Company's constitution to vote in a certain manner or abstain from voting.
- 11 Clause 10(b) does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 12 If you appoint the Chairman as your proxy and have not directed him how to vote, you are expressly authorising the Chairman to cast your Undirected Proxy Form in accordance with his intentions set out below.
- 13 The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions including Remuneration Resolutions.
- 14 The following definitions apply in this document:

Closely Related Party means the closely related parties of Key Management Personnel as defined in the Corporations Act, and includes certain members of their family, dependants and companies they control.

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

Directed Proxy Form means a proxy form which specifies how the proxy is to vote.

Key Management Personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2017.

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolutions 1, 8, 9 and 10 in this Notice of Meeting.

Undirected Proxy Form means a proxy form which does not specify how the proxy is to vote.

Explanatory Memorandum

This explanatory memorandum has been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on Thursday, 9 November 2017. These explanatory notes should be read with, and form part of, the accompanying Notice of Annual General Meeting.

Financial statements and reports

The ReNu Energy Limited Annual Report 2017 (which includes the Financial Report, the Directors' Report and the Auditor's Report) will be presented to the meeting.

There is no requirement for shareholders to approve these reports. However, the Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

Resolution 1 – Adoption of the Remuneration Report for the year ended 30 June 2017

The Remuneration Report of the Company for the financial year ended 30 June 2017 is set out in the Company's 2017 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for directors, including the Managing Director and the Company's Key Management Personnel. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

A voting exclusion applies to Key Management Personnel and their Closely Related Parties in certain circumstances – please see the voting exclusion in the notes to Resolution 1.

Under the Corporations Act, if 25% or more of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill' resolution) that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

As the Directors have a personal interest in the proposed Resolution 1, they make no recommendations as to how shareholders should vote on the Resolution.

Resolutions 2 and 3 – Election of Directors

BACKGROUND

Clause 14.8 of the Company's Constitution provides that the Directors may at any time appoint any person as a Director. A director appointed under this clause (and for the purposes of ASX Listing Rule 14.4) holds office until the next Annual General Meeting of the Company, but will be eligible for re-election at that meeting.

Messrs McLean and Rohner were appointed to fill casual vacancies as Non-Executive Directors on 14 March 2017, accordingly, they both retire at the forthcoming Annual General Meeting and, being eligible, offer themselves for election at the Annual General Meeting.

RESOLUTION 2 – ELECTION OF MR STEVE MCLEAN AS DIRECTOR

Mr McLean was appointed as Chairman of the Board on 31 March 2017. The Board considers Mr McLean to be an independent director.

Mr McLean has over 20 years' experience in investment banking and equity capital markets. He commenced his career with Ernst & Young Corporate Finance, before working with J.P Morgan in Australia and Europe.

Mr McLean currently serves as a Non-Executive Director of Litigation Capital Management Limited (ASX: LCA).

RESOLUTION 3 – ELECTION OF MR ANTON ROHNER AS DIRECTOR

Mr Anton Rohner currently holds the position of Chief Executive Officer for UPC Renewables, and has over twenty years' experience in management, development and finance in the renewable energy and resources sectors. For over 5 years he held Chief Financial Officer roles for S&P/ASX200 listed companies. The Board considers Mr Rohner to be an independent director.

Mr Rohner was Managing Director for Renewable Energy and Utilities at Macquarie Bank in Hong Kong where he was responsible for advising and securing developments in renewable energy and utilities across Asia and Africa. He was also Managing Director (Asia) for Roaring 40s, a partnership between China Light & Power and Hydro Tasmania, to develop and operate sources of renewable energy throughout Asia and Australia. This partnership developed and financially closed over 2000MW of wind projects in Asia and Australia.

The Directors (with Messrs McLean and Rohner abstaining for their respective resolutions) unanimously recommend that shareholders vote in favour of this Resolution.

Explanatory Memorandum continued...

Resolution 4 – Ratification of the prior issue of Placement Shares

4.1 BACKGROUND

As announced on 14 March 2017, the Company issued 84,505,348 shares at an issue price of 0.95 cents per share (**Placement Shares**).

4.2 REGULATORY REQUIREMENTS

In general terms, Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without shareholder approval, in any 12 month period (**Placement Capacity**).

As the Placement Shares were issued without shareholder approval, they reduce the Company's Placement Capacity and the Company now has very limited Placement Capacity.

Listing Rule 7.4 provides that an issue of shares made by a company without the prior approval of shareholders may be treated as having been made with shareholder approval if:

- (a) at the time the issue took place, it did not breach Listing Rule 7.1; and
- (b) the shareholders of the company, in general meeting, subsequently ratify the issue of the shares.

The issue of Placement Shares was made in accordance with Listing Rule 7.1, and accordingly the Company seeks shareholder ratification in accordance with Listing Rule 7.4.

4.3 EFFECT OF SHAREHOLDER RATIFICATION

If Resolution 4 is passed, the issue the Placement Shares will not reduce the Company's 15% Placement Capacity.

4.4 INFORMATION REQUIRED BY LISTING RULE 7.5

The following information is required by ASX Listing Rule 7.5 for the purposes of shareholder ratification under ASX Listing Rule 7.4:

Number of Placement Shares allotted	84,505,348
Price at which Placement Shares were issued	0.95 cents per share
The basis on which allottees were determined	The shares were allotted to sophisticated investors (in accordance with sections 708(8) of the Corporations Act), to whom no disclosure is required under the Corporations Act.
The terms of the Placement Shares issued	All shares issued under the Placement are fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
The use (or intended use) of the funds raised	Funds raised were used to strengthen the Company's balance sheet and to provide greater financial flexibility and further optionality to pursue various strategic growth opportunities.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 4.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

Resolution 5 – Approval of share placement

5.1 BACKGROUND

As previously announced to the market, the Company has entered into agreements with VivoPower and SCA Property Group and is building a portfolio of projects which utilise proven technologies such as solar PV, typically operating under long term contracts generating sustainable cash flows and creating shareholder value.

The Company intends to fund its projects through a combination of debt and equity. Accordingly, as part of its equity raising, the Company is seeking to undertake:

- (a) a placement; and
- (b) a pro-rata entitlement offer to allow existing shareholders to participate in the capital raising.

Accordingly, Resolution 5 seeks shareholder approval for the Company to raise up to \$15,000,000 at an issue price of no less than 80% of the VWAP of the Company's shares, calculated over the last 5 days on which sales were recorded before the day on which the placement is made (**Placement**).

5.2 REGULATORY REQUIREMENTS

The issue of shares under the Placement without shareholder approval, will reduce the Company's Placement Capacity.

If Resolution 5 is approved, this would have the effect that the issue of the shares under the Placement will not be counted towards the Company's 15% Placement Capacity and will provide the Company with flexibility to issue up to 15% of its capital over the next 12 months without the need to obtain further shareholder approval.

5.3 INFORMATION REQUIRED BY LISTING RULE 7.3

Details of the potential allottees to be issued shares under the Placement	The shares will be allotted to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act), other institutional and accredited investors to whom no disclosure is required under the Corporations Act.
The formula for calculating the maximum number of shares to be issued	The formula for calculating the number of shares to be issued is: Placement shares = \$15,000,000 ÷ Issue Price (see below)
Issue Price	In accordance with Listing Rule 7.3.3 the issue price of any Placement shares will not be less than 80% of the average closing price for ordinary shares (excluding special crossings, overnight sales and exchange traded options exercises) calculated over the last 5 days on which sales of ordinary shares were recorded before the date on which the Placement shares are issued.
The date by which the Company will issue the Placement shares	If approved, and a Placement occurs, shares will be issued on or before 3 months after the date of the meeting (being 9 February 2018) as required by the Listing Rules.
The terms of the Placement shares issued	All shares issued under the Placement will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.
The use (or intended use) of the funds raised	To fund future development and acquisition of renewable energy projects.
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 5.

The Directors unanimously recommend that shareholders vote in favour of this Resolution.

Resolution 6 – Approval of Enhanced Placement Capacity

6.1 LISTING RULE 7.1A

Listing Rule 7.1A enables eligible entities to issue shares up to 10% of their issued share capital through placements over a 12 month period after the annual general meeting (**Enhanced Placement Capacity**). This Enhanced Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity for the purposes of Listing Rule 7.1A. The Company has a market capitalisation of less than \$300 million and is not included in the S&P/ASX 300 Index.

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a case of a corporate shareholder, by a corporate representative).

If approved, the effect of Resolution 6 will be to allow the Directors to issue the shares under Listing Rule 7.1A during the Enhanced Placement Period in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

6.2 CALCULATION OF THE ENHANCED PLACEMENT CAPACITY

The actual number of shares that the Company will have capacity to issue under the Enhanced Placement Capacity will be calculated at the date of issue of the shares in accordance with the formula prescribed in Listing Rule 7.1A.2.

6.3 MINIMUM ISSUE PRICE

The issue price of shares issued under the Enhanced Placement Capacity will not be less than 75% of the volume weighted average price of shares in the same class calculated over the 15 trading days immediately before:

- the date on which the price at which the shares are to be issued is agreed; or
- if the shares are not issued within 5 trading days of the date in paragraph 6.3(a) above, the date on which the shares are issued.

6.4 ENHANCED PLACEMENT PERIOD

Shareholder approval of the Enhanced Placement Capacity is valid, and shares will only be issued, from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained (which is expected to be 9 November 2017); or
- the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(**Enhanced Placement Period**).

Notice of Annual General Meeting 2017

Explanatory Memorandum continued...

6.5 DILUTION OF EXISTING SHAREHOLDERS

Dilution risks

If Resolution 6 is approved by shareholders and the Company issues shares under the Enhanced Placement Capacity, the existing shareholders' voting power in the Company will be diluted as shown in the below table.

Economic risks

There is a risk that:

- (a) the market price for the Company's shares may be significantly lower on the date of the issue of the shares than on the date of this meeting; and
- (b) the shares may be issued at a price that is at a discount to the market price for the Company's shares on the issue date.

If shares are issued at a discount to the net tangible asset value per share (NTA) there may be a negative impact on NTA.

Potential dilution of existing ordinary shareholders

The below table shows the dilution of existing shareholders on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1.2 as at the date of this Notice.

The table also shows:

- (a) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval or future specific placements under Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- (b) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

VARIABLE 'A' IN LISTING RULE 7.1A.2

DILUTION

		\$0.0085 50% decrease in issue price	\$0.017 issue price	\$0.034 100% increase in issue price
Current Variable A 717,074,558 shares	10% voting dilution	71,707,456	71,707,456	71,707,456
	Funds raised	\$609,513	\$1,219,027	\$2,438,053
50% increase in Variable A 1,075,611,837 shares	10% voting dilution	107,561,184	107,561,184	107,561,184
	Funds raised	\$914,270	\$1,828,540	\$3,657,080
100% increase in Variable A 1,434,149,116 shares	10% voting dilution	143,414,912	143,414,912	143,414,912
	Funds raised	\$1,219,027	\$2,438,053	\$4,876,107

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of shares available under the Enhanced Placement Capacity.
- (b) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Enhanced Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (d) The table shows only the effect of issues of shares under Listing Rule 7.1 A, not under the 15% Placement Capacity under Listing Rule 7.1.
- (e) The issue price is \$0.017, being the closing price of the shares on ASX on 19 September 2017.

6.6 SPECIFIC INFORMATION REQUIRED BY LISTING RULE 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the Enhanced Placement Capacity as follows:

- (a) The Company may issue shares under the Enhanced Placement Capacity in order to provide additional funding to support the Company's activities, for example, funds raised may be applied towards the Company's future acquisitions and project developments. Shares may be issued for non-cash consideration.
- (b) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Enhanced Placement Capacity. The identity of the allottees of shares will be determined on a case-by-case basis having regard to factors including but not limited to the following:
 - (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the shares on the control of the Company;
 - (iii) the financial situation and solvency of the Company;
 - (iv) advice from corporate, financial and broking advisers (if applicable); and
- (c) The allottees under the Enhanced Placement Capacity have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

6.7 VOTING EXCLUSION STATEMENT – ASX LISTING RULE 7.3A.7

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the shares. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolution 7 – Appointment of Auditor

Ernst & Young (EY) has been the auditor of the Company since it was incorporated in 2000. The Board and management have enjoyed working with EY over that time and thank EY for its services as auditor of the Company.

Following a recent Board review of the Company's requirements and taking into account various factors, such as the Company's size and length of EY's service, the Board considers it appropriate that the Company's auditor changes.

Accordingly, the Company has requested that EY apply to ASIC under section 329(5) of the Corporations Act (Act) for consent to resign as auditor of the Company effective from the end of the Annual General Meeting.

In accordance with section 328B(1) of the Act, the Company has sought and obtained a nomination from a shareholder for BDO Audit Pty Ltd to be appointed as the Company's auditor. A copy of this nomination is annexed to this explanatory memorandum.

BDO Audit Pty Ltd has given its written consent to act as the Company's auditor, subject to shareholder approval.

BDO Audit Pty Ltd does not provide any services to the Company and the Company confirms that it is unaware of any matter which would give rise to a 'conflict of interest' situation, as defined in section 324CD of the Act, in relation to the Company.

The Directors unanimously recommend that shareholders vote in favour of Resolution 7.

Explanatory Memorandum continued...

Resolution 8 – Approval of Loan Share Plan

8.1 BACKGROUND

The Company's Board has adopted a new Loan Share Plan (**LSP**) which was adopted by the Board on 25 September 2017.

The Board adopted the LSP to retain, motivate and attract executives and to better align the interests of employees with those of the Company and its shareholders by providing an opportunity for eligible senior executives to acquire shares subject to the terms and conditions of the LSP (**Plan Shares**).

The Plan Shares will be issued or transferred to the participants in the LSP at market value, determined by the Board in its absolute discretion. The Company may provide a limited recourse loan to senior executives who are invited to participate in the LSP to assist them to purchase Plan Shares (**Loan**).

The Company is now seeking shareholder approval for the LSP.

8.2 LISTING RULES

Listing Rule 7.1 generally restricts listed companies from issuing more than 15% of their issued capital in any 12 month period without shareholder approval. There are however, a number of exceptions to this restriction including Listing Rule 7.2 (Exception 9). Listing Rule 7.2 (Exception 9) provides that Listing Rule 7.1 will not apply to an issue to a participant under an employee incentive scheme (e.g. the LSP), if within three years before the date of issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to this rule.

If this resolution is passed, the Company will be able to issue securities under the LSP to participants during the next 3 years without the need to seek further shareholder approval (subject to Chapter 10 of the ASX Listing Rules).

8.3 CORPORATIONS ACT

(a) *Section 259B – Taking security over Company shares*

Under the Corporations Act, subject to certain exceptions, a Company must not take security over shares in itself. However, a company is permitted to take security over shares in itself under an employee share scheme that has been approved by shareholders under section 259B(2) of the Corporations Act.

Accordingly, if the LSP is approved by shareholders, the Company will be able to take security over shares in itself where those shares (or rights or interests in them) are acquired by participants under the LSP.

(b) *Section 260C – Exempted financial assistance*

The provision of loans by the Company to enable LSP participants to acquire shares in the Company is considered the provision of financial assistance by the Company for the acquisition of shares in the Company.

Unless an exemption applies, under section 260A of the Corporations Act a company may only financially assist a person to acquire shares in the company if:

- (i) the giving of the assistance will not materially prejudice the interests of shareholders or the company's ability to pay its creditors; or
- (ii) shareholder approval has been granted.

However, an exemption to section 260A of the Corporations Act applies to financial assistance given under an employee share scheme that has been approved by a resolution passed by shareholders.

Accordingly, the passing of this resolution will provide approval for the giving of financial assistance to the acquisition of shares under an employee share scheme pursuant to section 260C(4) of the Corporations Act.

(c) *Section 200E – retirement benefit*

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The LSP allows the Board, in its discretion to, determine that some or all of the Plan Shares are deemed to have vested in the event a Participant's employment ceases (**Accelerated Vesting**).

In the circumstance of Accelerated Vesting, the value of the termination benefits that the Board may give under the LSP cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the benefit is decided to be given (if at all). The Board has not determined whether it will exercise discretion to grant any Accelerated Vesting or, in what circumstances, it will exercise its discretion.

Specifically, the value of an Accelerated Vesting will depend on a number of factors, including the Company's share price at the time of vesting of the Plan Shares and the number of Plan Shares that the Board determines to vest early (if any).

8.4 OTHER INFORMATION

The terms of the LSP to be adopted by shareholders under this resolution are summarised below. No securities have previously been issued under this LSP.

Eligibility	<ul style="list-style-type: none"> A person is eligible to participate in the LSP if he or she is a Director, officer or employee of a group company (Eligible Person). The Board may at any time make invitations to Eligible Persons to participate in the LSP specifying the total number of Plan Shares being offered or the manner for determining that number, the closing date for applications, the issue price, vesting conditions and any other specific terms and conditions of issue (Invitation).
Plan Shares	<ul style="list-style-type: none"> Each Plan Share entitles the participant to one fully paid ordinary Share in the Company. Unless otherwise specified in an Invitation, Plan Shares issued or transferred to a participant will rank equally with all existing shares from the date of issue or transfer. Unless the Board resolves otherwise, the Company will apply for official quotation of Plan Shares issued.
Loan	<ul style="list-style-type: none"> The Company may provide a limited recourse loan to a participant to allow them to fund the full consideration for the Plan Shares (Loan). The terms of the Loan will be set out in a separate loan agreement. A participant's obligation to repay the Loan will be the lesser of the Loan balance or the market value of the relevant Plan Shares. The Company has discretion to waive repayment of all, or part of, the Loan (with or without conditions). Any after-tax value of cash distributions (including dividends) received in respect of Plan Shares must be applied to repayment of the Loan.
Vesting	The Plan Shares will vest on the satisfaction of any applicable performance condition, service requirement or other conditions specified in an Invitation.
Change of Control	In the event of a change of control of the Company, the Board may in its absolute discretion, determine the manner in which any or all of the participant's unvested Plan Shares will be dealt with.
Disposal restrictions	<ul style="list-style-type: none"> A participant must not dispose of a Plan Share until the Plan Share has vested, the loan balance relating to that Plan Share has been repaid or discharged or any other disposal restrictions set out in the Invitation have expired. The Company may implement any procedure it deems appropriate to ensure the compliance by the Participant with the disposal restrictions (i.e. may implement a holding lock in respect of the Plan Shares).
Compulsory divestment	<ul style="list-style-type: none"> Plan Shares may be compulsorily divested in a number of circumstances, including non-satisfaction of vesting conditions, fraudulent or dishonest actions, insolvency, termination of employment, non-repayment of a Loan or any other circumstances expressly set out in an Invitation. Where in the reasonable opinion of the Board, a Plan Share has vested in fraudulent or dishonest circumstances, the Board may take any action to ensure no unfair benefit is obtained by the participant as a result of those circumstances.
Capital events	<ul style="list-style-type: none"> Bonus issues – If the Company undertakes a pro-rata bonus issue of shares to shareholders and shares are issued to a participant in respect of Plan Shares, those shares are deemed to be Plan Shares for the purposes of the LSP, and will be subject to the same vesting conditions as the Plan Shares to which they relate. Rights issues – Participants may elect to take up their rights at their cost. However, for so long as there is a loan balance, any proceeds arising from the sale of such rights or disposal of shares issued under the rights issue, must be applied to the loan balance. Other variations of capital – If there is a variation of capital, including a capitalisation, sub-division, consolidation or reduction in share capital. The Board may, subject to the Corporations Act and Listing Rules, make such adjustments as it considers appropriate to ensure that the consequences of application are fair as between the participants and other shareholders.
Administration	The LSP is administered by the Board. The Board may make regulations and determine procedures to administer and implement the LSP and may also terminate or suspend the operation of the LSP at its discretion.
Amendment	<ul style="list-style-type: none"> The Board may at any time amend any rules governing the operation of the LSP or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of Shares acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
Termination	The LSP may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.
Other terms and conditions	The LSP contains other customary terms and conditions relating to the operation and administration of the LSP.

A copy of the LSP is available from the Company Secretary on request.

A voting exclusion applies to Resolution 8 please see the notes to Resolution 8 in the notice of meeting.

Explanatory Memorandum continued...

Resolution 9 – Issue of shares to Mr Chris Murray or his nominee

9.1 REMUNERATION POLICY

The performance of the Company depends partly upon the quality of its executives. Their compensation structure is designed to strike an appropriate balance between fixed and variable remuneration, rewarding capability and experience and providing recognition for contribution to the Company's overall goals and objectives.

In deciding the remuneration and incentives of Mr Chris Murray (Managing Director), the Board considered that there should be an appropriate mix of remuneration comprising cash and securities to link his remuneration to the financial performance of the Company.

Equity-based incentives consistent with the Company's remuneration policy better aligns the performance of the Executive Director with the Company's financial performance. The Board also believes that an equity-based remuneration component helps it to attract and retain the best executives.

The Directors consider the remuneration policy to be a sensible and well-balanced policy which allows them to adjust the remuneration mix appropriately to the Company's changing circumstances.

9.2 LISTING RULE REQUIREMENTS

Listing Rule 10.14 provides that a listed company must not permit a director to acquire securities under an employee incentive scheme without shareholder approval. Accordingly, approval is sought under Listing Rule 10.14 for the proposed grant of 28,683,000 shares to Mr Murray or his nominee under the Company's Loan Share Plan (**Plan Shares**).

If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

9.3 CORPORATIONS ACT REQUIREMENTS

Shareholder approval under Chapter 2E of the Corporations Act (related party benefits) is not required because as the issue of Shares is considered to be reasonable remuneration and falls within the exception to the requirement for shareholder approval.

9.4 DATE OF GRANT

If approved, the total number of Plan Shares are expected to be granted to Mr Murray, or his nominee, on or about 10 November 2017 (**Grant Date**), but in any event will be granted within 1 month after the date of the meeting.

9.5 ISSUE PRICE

The issue price for each Plan Share will be the volume weighted average share price (**VWAP**) of the Company's shares over the 30 trading days ending on the date immediately prior to the date of grant.

9.6 VESTING CONDITIONS

Plan Shares will vest if:

- (a) the following conditions are satisfied:
 - (i) Mr Murray has been continuously employed by the Company from the Grant Date to the date that is 12 months after the Grant Date and has continuously been employed by the Group over that period; and
 - (ii) the VWAP of the Company's shares over any 30 trading day period is at least \$0.04 per share (or such equivalent price if a capital reconstruction occurs in relation to the Company) (**Target Price**); or
- (b) a change of control event occurs and the Target Price has been met over any 30 trading day period prior to the change of control event occurring.

9.7 INFORMATION REQUIRED BY LISTING RULE 10.15A

Maximum number of Shares that may be acquired	28,683,000 Plan Shares
Issue Price	The volume weighted average share price (VWAP) of the Company's shares over the 30 trading days ending on the date immediately prior to the date of grant.
Names of persons referred to in rule 10.14 who received securities under the scheme since the last approval, number of securities received and acquisition price for each security	No securities have previously been issued under this LSP
Names of all persons referred to in Listing Rule 10.14 entitled to participate in the scheme	Directors – Messrs Steve McLean, Anton Rohner, Richard Brimblecombe and Chris Murray. Note – although each director is eligible to participate, approval is sought under Resolution 9 for the issue of Shares to Mr Murray (or his nominee) only.
Terms of loan in relation to the grant of Shares	<ul style="list-style-type: none"> The Company will provide Mr Murray with a limited recourse loan to fund the acquisition of the Plan Shares (Loan). The total amount of the loan will be calculated in accordance with the following formula: <i>Loan Amount = Issue Price x Plan Shares</i> The Loan is immediately repayable on a number of circumstances occurring, including on termination of employment. Under the terms of the Loan, and subject to the satisfaction of certain conditions (including that the Issue Price must be greater than \$0.02 per Plan Share), the Company must waive repayment of such Loan Amount that is equal to 76.5% of the difference between the Issue Price and \$0.02 multiplied by the number of Plan Shares attributable to that Loan.
Required Statements	<p>Details of any securities issued under the employee incentive scheme will be published in each annual report relating to a period in which securities have been issued and approval for the issue of securities obtained under Listing Rule 10.14.</p> <p>Any additional persons who require shareholder approval under Listing Rule 10.14 that become entitled to participate in the employee incentive scheme after the Resolution is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p>
Date by which Shares will be issued	Expected to be 10 November 2017, but in any event, within 1 month after the date of approval
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 9. The Chairman of the meeting intends to, and is expressly authorised to, vote all Undirected Proxy Forms in favour of Resolution 9.

The Directors (with Mr Murray abstaining) recommend that Shareholders vote in favour of Resolution 9.

Explanatory Memorandum continued...

Resolution 10 – Grant of share appreciation rights to Mr Chris Murray

10.1 BACKGROUND

At the 2016 Annual General Meeting, shareholders approved the grant of 20,000,000 share appreciation rights (**SARs**) to the Managing Director (**Original Grant**). A SAR is a right to receive shares in the Company or an equivalent cash payment based on the increase in the Company's share price over a specified period, subject to satisfying certain conditions (including a performance condition).

As announced on 21 April 2017, the Company completed an entitlement offer during the year which resulted in an additional 69,200,220 fully paid ordinary shares being issued.

Under the terms of the Company's Share Appreciation Rights Plan (**Plan**), the Board has the discretion to adjust the number of SARs in the event of a capital reorganisation. Such adjustment must be to minimise or eliminate any material advantage or disadvantage to the participant.

The Company has exercised its discretion to adjust the number of SARs on issue to its Managing Director, Mr Chris Murray, in order to ensure that he is not disadvantaged by the entitlement offer.

10.2 ADJUSTMENT CALCULATION

The inherent value of a SAR is related to both the share price (which is impacted by dilution) and the likelihood of the share price to vary upwards (which is related to the volatility of the underlying share). Therefore, fair value calculations, using the Black Scholes methodology, are required in order to determine the appropriate adjustment to the number of SARs.

10.4 KEY TERMS OF THE GRANT

The key terms of the grant of SARs proposed to be made to Mr Murray under the Plan are set out below.

MAXIMUM NUMBER OF SARs	It is the Board's intention to grant Mr Murray a long term incentive (LTI) comprising 4,061,958 SARs. The SARs will be granted in two equal Tranches as follows:		
	Tranche	Number of SARs	Earliest Vesting Date
	1	2,030,979	11 January 2018
	2	2,030,979	11 January 2019

The additional SARs to be granted are determined on the basis of equivalent fair value. The fair value for this purpose is not the accounting value, which takes into account performance between the start of the period and the shareholder approval date, rather, it reflects the value at the time it was agreed upon (11 January 2016), reflecting the intention of the Company's Board at that time.

Based on calculations, the required number of SARs to eliminate any disadvantage to Mr Murray is 4,061,958 SARs (**Additional SARs**). The Additional SARs will be issued in two equal tranches and on the same terms and conditions as the Original Grant.

10.3 REGULATORY REQUIREMENTS

Accordingly, shareholder approval is being sought for the grant of additional SARs under the Plan.

Under the ASX Listing Rule 10.14, shareholder approval is required for certain issues of securities to directors of the Company under an employee incentive scheme. Accordingly, shareholders are asked to approve a grant of SARs to Mr Murray under the terms of the Plan. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

Approval is also sought under section 200E of the Corporations Act for the pro-rata vesting of SARs to Mr Murray in the event of cessation of employment in limited circumstances.

Date of grant	If shareholder approval is obtained, the Board intends that the SARs will be granted to Mr Murray shortly after the meeting (but, in any event, within 12 months after the date of the meeting).
Performance condition	<p>The performance condition is based on growth in the Company's share price. The Board has selected this measure as it is open and transparent, and it also provides strong alignment with shareholder interests.</p> <p>All SARs granted under this LTI will have a Performance Condition threshold of ReNu Energy Limited achieving a minimum share price of \$0.05 (Threshold).</p> <p>Note: No SARs in either Tranche 1 or Tranche 2 will vest if the growth in ReNu's share price is below the Threshold.</p> <p>The SARs in each Tranche will be initially tested against the performance condition on the Earliest Vesting Date applicable to that Tranche.</p>
Additional testing dates	<p>Any SARs that do not vest in either Tranche 1 or Tranche 2 will be subject to a maximum of 4 additional tests occurring every 6 months from the Earliest Vesting Date for the relevant Tranche (each a Testing Date).</p> <p>If the SARs have not, pursuant to these performance conditions, vested by the final applicable re-testing date, the SARs will lapse and be cancelled.</p>
Price payable for SARs	No amount will be payable in respect of the grant of, or on the vesting of, the SARs.
Allocation of Shares	<p>The SARs will vest to the extent the performance condition is met at the relevant Vesting Date.</p> <p>Subject to the Plan Rules, each SAR that vests will deliver a reward value based on the increase in ReNu share price over the relevant performance period (from the Commencement Date to the Earliest Vesting Date). Provided that the reward value is not less than zero, it will be converted into Shares using the following formula:</p> $\frac{\text{Number of SARs} \times (\text{Market Price} - \text{Opening Price})}{\text{Market Price}}$ <p>Where:</p> <ul style="list-style-type: none"> • Opening Price is the VWAP of the Company's ordinary shares for the 30 calendar days immediately prior to Mr Murray's commencement date of 11 January 2016 being \$0.0297. • Market Price is the VWAP of the Company's ordinary shares for the 30 calendar days immediately prior to the relevant Vesting Date. <p>The shares allocated will not be subject to any additional trading restrictions.</p> <p>Under the Plan, the Company has the discretion to make a cash payment in respect of reward value of the vested SARs (i.e. instead of delivering the reward value in Shares).</p>
Cessation of employment	<p>If the Managing Director ceases employment with the Company prior to SARs vesting, the default position is that all unvested SARs will lapse on that date.</p> <p>However, in certain circumstances (such as cessation for reasons of death, disability or otherwise in circumstances approved for this purpose by the Board), the Board may determine the treatment of any unvested SARs.</p>
Other required information – ASX Listing Rules	<ul style="list-style-type: none"> • No current directors other than Mr Murray are currently entitled to participate in the Plan. • The Company has previously issued 20,000,000 SARs to the Managing Director under the Plan. • There are no loans in relation to the acquisition of SARs or securities issued under the Plan.
Other required information – section 200E Corporations Act	<p>The value of the SARs that may vest on cessation of employment cannot currently be ascertained.</p> <p>The circumstances that may affect the calculation of this value include:</p> <ul style="list-style-type: none"> • performance against the performance condition at the time employment ceases • the part of the performance period that has elapsed at the time employment ceases, and • the number of SARs that lapse on cessation of employment.

Notice of Annual General Meeting 2017

Explanatory Memorandum continued...

10.5 IMPACT ON CAPITAL STRUCTURE

Until SARs vest and shares (if any) are issued, the grant of SARs will not impact on the number of ordinary shares on issue for the Company. The Company is unable to provide any guidance on the number of ordinary shares that may be issued on the vesting of SARs as the calculation is subject to a number of variables.

10.6 RECOMMENDATION AND VOTING EXCLUSION

The Board (other than Mr Murray) recommends that shareholders vote in favour of Resolution 10.

A voting exclusion applies to this Resolution– please see the notes to Resolution 10. The Chairman of the meeting intends to, and is expressly authorised to, vote all Undirected Proxy Forms in favour of Resolution 10.

20 September 2017

The Directors
ReNu Energy Limited
Level 1, 9 Gardner Close
MILTON QLD 4064

Dear Sirs,

RE: NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE CORPORATIONS ACT 2001 (CTH)

The undersigned, being a shareholder of ReNu Energy Limited (**Company**), hereby gives written notice under section 328B(1) of the *Corporations Act 2001* (Cth) of the nomination of BDO Audit Pty Ltd for appointment as auditor of the Company at the forthcoming Annual General Meeting.

Yours faithfully,



MR CHRIS MURRAY
Shareholder



PRINCIPAL and REGISTERED OFFICE Level 1, 9 Gardner Close, MILTON QLD 4064 **Telephone:** +61 7 3721 7500 **Facsimile:** +61 7 3721 7599
POSTAL ADDRESS PO Box 2046, MILTON QLD 4064 **Internet** www.renuenergy.com.au **Email** info@renuenergy.com.au



ACN 095 006 090

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

ReNu Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

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 above by **10:00am (Brisbane Time) on Tuesday, 7 November 2017**, 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:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy 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 reverse of this Proxy Form).

HOW TO COMPLETE THIS SHAREHOLDER PROXY 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.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

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. 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 Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- 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; and
- 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 lodge 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 or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

PROXY FORM

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

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 you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (Brisbane time) on Thursday, 9 November 2017 at Karstens, Meeting room 2401 – 2402, Level 24, 215 Adelaide Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 8, 9 and 10: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 8, 9 and 10 even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Issue of shares to Mr Chris Murray or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Steve McLean as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Grant of Share Appreciation Rights to Mr Chris Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Mr Anton Rohner as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of the prior issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of Enhanced Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of Loan Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 2



* 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.

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

STEP 3

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).

