



**STATE GAS LIMITED**  
ACN 617 322 488

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

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Date of meeting: 23 November 2022

Time of meeting: 9:00am AEST

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7.00pm (AEST) on Monday, 21 November 2022.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 439 310 818.

## BUSINESS OF THE ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of State Gas Limited ACN 617 322 488 (**Company**) will be held at Colin Biggers & Paisley Lawyers, Level 35, 1 Eagle Street, Brisbane on 23 November 2022 at 9:00am (AEST).

Terms used in this Notice of Meeting are defined in the Glossary forming part of the Explanatory Statement. The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

A copy of this Notice and the Explanatory Memorandum which accompanies this Notice has been lodged with the Australian Securities & Investments Commission (**ASIC**) in accordance with Section 218 of the Corporations Act.

## ORDINARY BUSINESS

### Reports and Accounts

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022, together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

*No resolution is required to be passed on this item.*

#### 1. Resolution 1 – Adoption of Remuneration Report (Non-Binding)

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022.”*

#### Short Explanation

The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A voting exclusion statement is set out below.

#### 2. Resolution 2 – Re-Election of Anthony Bellas

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

*“That, for the purposes of clause 18.4 of the Constitution, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Anthony Bellas, a Director, retires and being eligible, is re-elected as a Director.”*

#### 3. Resolution 3 – Re-Election of Greg Baynton

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

*“That, for the purposes of clause 18.4 of the Constitution, ASX Listing Rules 14.4 and 14.5 and for all other purposes, Greg Baynton, a Director, retires and being eligible, is re-elected as a Director.”*

#### **4. Resolution 4 – Appointment of director - John Stretch**

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

*“That, John Stretch, being eligible, is elected as a Director.”*

#### **5. Resolution 5 – Appointment of director - Phillip St Baker**

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

*“That, Phillip St Baker, being eligible, is elected as a Director.”*

#### **6. Resolution 6 – Participation of related party in placement - Greg Baynton**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 446,429 Shares at an issue price of \$0.28 per Share to Greg Baynton (or his nominee) as part of the Company's placement announced on ASX on 10 October 202, on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

#### **7. Resolution 7 – Participation of related party in placement - Anthony Bellas**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 178,572 Shares at an issue price of \$0.28 per Share to Anthony Bellas (or his nominee) as part of the Company's placement announced on ASX on 10 October 202, on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

#### **8. Resolution 8 – Participation of related party in placement - Richard Cottee**

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

*“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 35,715 Shares at an issue price of \$0.28 per Share to Richard Cottee (or his nominee) as part of the Company's placement announced on ASX on 10 October 202, on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

#### **9. Resolution 9 – Ratification of a previous issue of Shares**

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

*“That, in accordance with Listing Rule 7.4, and for all other purposes, the Company ratify the issue of 24,339,284 Shares previously issued under the Company's Listing Rule 7.1 (15%) issue capacity pursuant*

*to the placement, (pursuant to the placement announced on 10 October 2022), on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

## **SPECIAL BUSINESS**

### **10. Resolution 10 - Approval of 10% Placement Capacity**

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities 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, over a 12 month period from the date of the Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out below.

### **11. Resolution 11 - Approval of Amendments to the Company’s Constitution**

To consider and, if thought fit, to pass the following as a **special resolution**:

*“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval be given that the constitution of the Company be amended in the manner set out in the Explanatory Statement, with effect from the passing of this Resolution.”*

## VOTING EXCLUSIONS:

### Resolution 1

The Company will disregard any votes cast on Resolution 1 by a Director or on behalf of “Key Management Personnel” (as defined in the Accounting Standards as published by the Australian Accounting Standards Board) and their “closely related parties”.

Key Management Personnel (**KMP**) are the Company’s Directors and Executives identified in the Company’s Remuneration Report. A closely related party of a KMP means a spouse or child of the KMP, a child of the KMP’s spouse, a dependent of the KMP or the KMP’s spouse and anyone else who is one of the KMP’s family and may be expected to influence the KMP, or be influenced by the KMP, in the KMP’s dealings with the Company or a company the KMP controls (**Closely Related Party**).

However, the Company need not disregard a vote if the vote is not cast on behalf of a person described above and either: (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or (b) the voter is the Chairman and the appointment of the Chairman expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

### Resolutions 6, 7 and 8

The Company will disregard any votes cast on Resolutions 6, 7 and 8 by the Director named in each respective Resolution and any other person who will obtain a material benefit as a result of the issue of the securities in each case (except a benefit solely by reason of being a holder of ordinary securities in the entity) and their associates.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### Resolution 9

The Company will disregard any votes cast on Resolution 9 by any person who participated in the issue or is a counterparty to the agreement being approved, or their associates.

However, this does not apply to a vote cast in favour of a Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Resolution 10**

The Company will disregard any votes cast on Resolution 10 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), and any of their associates.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way..

## **IMPORTANT INFORMATION ABOUT VOTING ON THE RESOLUTIONS**

### All Resolutions will be by Poll

In accordance with clause 15.13 of the Company's constitution, the Chair intends to call a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll, rather than on a show of hands. The Chair considers voting by poll to be in the interests of the Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

### How to vote

Shareholders may vote by:

- (a) Using the online platform. We recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the Meeting using the instructions below:
  - (i) Enter <https://meetings.linkgroup.com/GAS22> into a web browser on your computer or online device;
  - (ii) Securityholders will need their Securityholder Reference Number or Holder Identification Number, which is printed at the top of the Voting Form; and
  - (iii) Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

Online voting will be open between the commencement of the Meeting at 9:00am (AEST) on Wednesday, 23 November 22 and the time at which the Chair announces the closure of voting.

More information about online participation in the Meeting is available in the Online Platform Guide.

- (b) Appointing a proxy to attend and vote on their behalf, using the enclosed proxy form.

### Voting by proxy

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) two proxies if the member is entitled to more than one vote.

Where the member appoints two 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 discarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, please contact the Share Registry, Link Market Services Limited, on 1300 554 474, which will supply it on request.

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 Share Registry, Link Market Services Limited, no later than Monday, 21 November at 9:00am (AEST) (that is, at least 48 hours before the meeting). Proxies received after this time will not be accepted. Instructions for completing the proxy form are outlined on the form, which may be returned by:

- (a) posting it in the reply-paid envelope provided;

- (b) posting it to State Gas Limited C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- (c) hand delivering it to Link Market Services Limited, Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150;
- (d) faxing it to Link Market Services Limited on fax number (02) 9287 0309;
- (e) lodging it online at <https://investorcentre.linkgroup.com> in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy form online.

Proxies given by corporate Shareholders must be executed in accordance with their Constitutions or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as a proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote how he or she thinks fit.

The Constitution provides that a proxy form issued by the Company may provide that where the appointment of a proxy has not identified the person who may exercise it, the appointment will be deemed to be given in favour of the Chair of the meeting who may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or the secretary.

If a Shareholder appoints the Chair of the meeting as the Shareholder's proxy and does not specify how the Chair is to vote on an item of business, the Chair will vote, as a proxy for that Shareholder, in favour of the item on a poll.

Dated: 24 October 2022

By order of the Board  
Richard Cottee  
Chairman



## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions to be put to Shareholders at the Annual General Meeting to be held online (see further details in the Notice of Meeting) and at Colin Biggers & Paisley Lawyers, Level 35, Waterfront Place, 1 Eagle Street, Brisbane on Wednesday, 23 November 2022 at 9:00am (AEST).

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the Resolutions to be put to Shareholders.

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Statement in full before making any decision in relation to the Resolutions.

Unless otherwise defined, terms used in this Explanatory Statement are defined in the Glossary forming part of this Explanatory Statement.

### Financial Statements and Reports

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's 2022 Annual Report to Shareholders unless specifically requested to do so. The Company's 2022 Annual Report is available on its website at <https://stategas.com/>.

#### 1. Resolution 1 – Adoption of Remuneration Report (Non-Binding)

##### 1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the company. The remuneration report is part of the Directors' report contained in the annual financial report of the company for a financial year.

The Chair must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the Annual General Meeting.

##### 1.2 Voting Consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the

managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### 1.3 Previous Voting Results

At the Company's previous Annual General Meeting, the votes cast against the remuneration report considered at that meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### 1.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

<p><b>If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:</b></p>	<p>You <b><u>must direct your proxy</u></b> how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the votes on this Resolution.</p>
<p><b>If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):</b></p>	<p>You <b><u>do not</u></b> need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you are taken to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel. The Chair intends to vote undirected proxies in favour of all Resolutions.</p>
<p><b>If you appoint any other person as your proxy:</b></p>	<p>You <b><u>do not</u></b> need to direct your proxy how to vote on this Resolution.</p>

## 2. Resolution 2 – Re-Election of Anthony Bellas

### 2.1 Background

Clause 18.4 of the Constitution provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company following that Director's last election or appointment.

Pursuant to Resolution 2, Anthony Bellas, being eligible for re-election, offers himself for re-election at the Meeting pursuant to clause 18.4 of the Constitution.

### 2.2 Qualifications and other material directorships

Mr Bellas brings over 30 years of experience in the public and private sectors. Tony was previously CEO of the Seymour Company, one of Queensland's largest private investment and development companies. Prior to joining the Seymour Company, Tony held the position of CEO of Ergon Energy, a Queensland Government-owned corporation involved in electricity distribution and retailing. Before that, he was CEO of CS Energy, also a Queensland Government-owned corporation and the State's largest electricity generation company, operating over 3,500 MW of gas-fired and coal-fired plant at four locations. Tony had a long career with Queensland Treasury, achieving the position of Deputy Under Treasurer

Mr Bellas was appointed as a Director on 16 June 2017 and is considered to be an independent Director.

### **2.3 Directors' Recommendation**

The Directors, other than Mr Bellas, recommend the re-election of Anthony Bellas

## **3. Resolution 3 – Re-Election of Greg Baynton**

### **3.1 Background**

Clause 18.4 of the Constitution provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company following that Director's last election or appointment.

Pursuant to Resolution 2, Greg Baynton, being eligible for re-election, offers himself for re-election at the Meeting pursuant to clause 18.4 of the Constitution.

### **3.2 Qualifications and other material directorships**

Mr Baynton has been a Director of Australian exploration companies for over 20 years. He is founder and Executive Director of investment and advisory firm, Orbit Capital Pty Ltd. Mr Baynton has experience in investment banking, infrastructure investment, IPOs, public company directorships, Queensland Treasury and the Department of Mines and Energy. He is a Fellow of the Geological Society of London.

Mr Baynton was appointed as a Director on 7 June 2017 and is not considered to be an independent Director.

### **3.3 Directors' Recommendation**

The Directors, other than Mr Baynton, recommend the re-election of Greg Baynton.

## **4. Resolutions 4 and 5 – Appointment of John Stretch and Philip St Baker**

### **4.1 Background**

On 10 October 2022, the Company announced the appointment of John Stretch and Phillip St Baker as Directors.

Listing Rule 14.4 provides that a director appointed as an addition to the board of an entity must not hold office past the next annual general meeting of the Company. The Company's Constitution contains equivalent provisions.

Information about John Stretch and Mr Philip St Baker is set out in the Company's ASX announcement of 10 October 2022.

Since Mr Stretch and Mr St Baker were appointed as additions to the Board before the Meeting the subject of this Notice, the Company now seeks the approval of Shareholders for the appointment of these Directors.

### **4.2 Directors' Recommendation**

Each Director, with the exception of Mr Stretch in relation to Resolution 4 and Mr St Baker in relation to Resolution 5, recommends that Shareholders vote in favour of Resolutions 4 and 5.

## **5. Resolutions 6, 7 and 8 - Participation of related parties in a Placement**

### **5.1 Background**

On 10 October 2022, the Company announced that it had undertaken a placement of Shares to strategic investors and undertaken an associated equity raising, raising \$7 million at \$0.28 per Share (**Placement**).

The Placement was managed by Morgan's Corporate Limited and included commitments from Directors for 660,716 Shares, subject to the approvals sought by Resolutions 6, 7 and 8.

Those commitments were comprised of:

- (a) Resolution 6 – Greg Baynton, 446,429 Shares;
- (b) Resolution 7 – Anthony Bellas, 178,572 Shares; and
- (c) Resolution 8 – Richard Cottee, 35,715 Shares,

and each of those respective Resolutions seeks approval for the issue (**Issue**) of the stated Shares to the Director concerned (each, a **Related Party Participant**).

### **5.2 Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

Related party is widely defined under the Corporations Act, and includes directors of a company. Financial benefit is defined broadly and includes benefits from the public company's subsidiaries. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. The Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate.

The Participation will result in the issue of Shares which constitutes giving a financial benefit, and the Related Party Participant is a related party of the Company by virtue of being a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to the Related Party Participant at the same price and on the same terms as the Shares that were issued to non-related party participants in the Placement, and as such the giving of the financial benefit is on arm's length terms.

As a financial benefit given on arm's length terms is one of the exceptions contemplated in paragraph (a) above, the approval of Shareholders contemplated in the explanation above is not required.

### **5.3 ASX Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) 10.11.1 - a related party;
- (b) 10.11.2 - person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- (c) 10.11.3 - a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) 10.11.4 - an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) 10.11.5 - a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Issue falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Shareholders under Listing Rule 10.11.

If each of Resolutions 6, 7 and 8 is passed, the Company will be able to proceed with the issue of Shares to the Related Party Participant the subject of the Resolution passed, within 1 month after the date of the Meeting. In this event, by operation of Listing Rule 7.2 Exception 14, the Issue to the Related Parties will not be included in the 15% calculation of the Company's Equity Security issue capacity.

If any of Resolutions 6, 7 and 8 is not passed, the Company will not be able to proceed with the issue of the Shares to the Related Party Participant in respect of who the Resolution was not passed and the Company will not raise the capital represented by that portion of the Placement.

#### 5.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

<b>Name of person to whom securities will be issued</b>	Resolution 6 - Greg Baynton,; Resolution 7 - Anthony Bellas; and Resolution 8 - Richard Cottee.
<b>Which category in Listing Rules 10.11.1–10.11.5 the person falls within and why</b>	Each of Mr Baynton, Mr Bellas and Mr Cottee falls under Listing Rule 10.11.1, as each is a Director.
<b>Number and class of securities to be issued</b>	Resolution 6 – 446,429 Shares; Resolution 7 – 178,572 Shares; and Resolution 8 – 35,715 Shares.
<b>Summary of the material terms of the securities</b>	Fully paid ordinary shares ranking equally with all other Shares on issue.
<b>Date of issue</b>	The Shares will be issued within 1 month of the Meeting, if approved by Shareholders.
<b>Issue Price</b>	The Shares will be issued for \$0.28 per Share.
<b>Purpose of the issue</b>	The Issue forms part of the Placement, which raised funds for: <ul style="list-style-type: none"> <li>(a) continuation of horizontal well drilling and the testing program at the Company's 100%-owned Rolleston-West Gas Project;</li> <li>(b) the Company's Compressed Natural Gas Trucking project (as announced on ASX), which</li> </ul>

	<p>aims to utilize the Company's conventional gas sourced from its 100%-owned Reid's Dome Gas Field;</p> <p>(c) planning and survey work for the Company's proposed export pipeline to connect its gas projects with the east coast gas pipeline network;</p> <p>(d) funding drilling associated with the Company's carbon sequestration joint-venture in Central Queensland; and</p> <p>(e) working capital.</p>
<b>Current remuneration of the related party to whom the securities will be issued</b>	<p>Per the Company's 2022 Annual Report:</p> <p>(a) Greg Baynton's cash remuneration for the 2022 financial year was \$83,800 inclusive of statutory superannuation;</p> <p>(b) Anthony Bellas' cash remuneration for the 2022 financial year was \$55,000 inclusive of statutory superannuation; and</p> <p>(c) Richard Cottee's cash remuneration for the 2022 financial year was \$100,000 inclusive of statutory superannuation.</p> <p>Each of the Related Participants is eligible to participate in the Company's Performance Rights and Options Plan, but none of the Related Participants received positive net equity remuneration during the 2022 financial year.</p>
<b>Voting exclusion</b>	A voting exclusion statement is set out in the Notice of Meeting.

## 5.5 Directors' Recommendation

The Directors, recommend that Shareholders vote in favour of this Resolution.

## 6. Resolution 9 – Ratification of a previous issue of Shares

Broadly speaking, and subject to a number of exceptions in Listing Rule 7.2, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period, to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Shares under the 10 October 2022 Placement (**Placement/Issue**) did not exceed the 15% threshold. However, since the issue of the Shares (**Placement Shares**) under the Placement did not attract any of the exceptions in Listing Rule 7.2 and was not previously approved by Shareholders, these Shares effectively used up part of the Company's 15% limit under Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue.

Listing Rule 7.4 allows shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this

end, Resolution 9 seeks Shareholder approval to the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 9 is passed, the issue of the Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

If Resolution 9 is not passed, the issue of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without Shareholder approval over the 12-month period following the issue date.

The Company provides the following information pursuant to Listing Rule 7.5:

<b>Name of persons to whom Placement Shares were issued</b>	Strategic and sophisticated investors identified by Morgans Corporate Limited, the lead manager of the Placement, including entities associated with Phillip St Baker.
<b>Number of Placement Shares issued</b>	24,339,284 Shares ranking equally in all respects with the Company's other Shares on issue.
<b>Date of issue of the Placement Shares</b>	23 June 2022
<b>Issue price of Shares</b>	\$0.28 per Share.
<b>Purpose of the Issue</b>	<p>The Issue forms part of the Placement, which raised funds for:</p> <ul style="list-style-type: none"> <li>(a) continuation of horizontal well drilling and the testing program at the Company's 100%-owned Rolleston-West Gas Project;</li> <li>(b) the Company's Compressed Natural Gas Trucking project (as announced on ASX), which aims to utilize the Company's conventional gas sourced from its 100%-owned Reid's Dome Gas Field;</li> <li>(c) planning and survey work for the Company's proposed export pipeline to connect its gas projects with the east coast gas pipeline network;</li> <li>(d) funding drilling associated with the Company's carbon sequestration joint-venture in Central Queensland; and</li> <li>(e) working capital.</li> </ul>
<b>Voting exclusion</b>	A voting exclusion statement is set out in the Notice of Meeting.

## 6.2 Directors' Recommendation

The Directors, with the exception of Phillip St Baker who participated in the Issue before being appointed as a Director, recommend that you vote in favour of this Resolution.

## 7. Resolution 10 - Approval of 10% Placement Capacity

### 7.1 General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 10 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If Resolution 10 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 10 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval pursuant to Listing Rule 7.1.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted Equity Securities. As at the date of this Notice, the Company only has one class of quoted Equity Securities on issue, being the Shares (ASX Code: GAS).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this Resolution for it to be passed. If Shareholders approve this Resolution, the exact number of Equity Securities which may be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (**10% Placement Securities**).

### 7.2 Technical Information required by ASX Listing Rule 7.1A

#### (a) Calculation for Additional 10% Placement - Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the period of the approval, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** has the same meaning as in Listing Rule 7.1.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.



(b) **Listing Rule 7.1A.3**

*Equity Securities*

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company and issued for cash consideration.

As at the date of this notice of meeting, the classes of Equity Securities in the Company quoted on the ASX are ordinary shares and options. The Company presently has 224,832,305 Shares on issue at the date of this Notice of Meeting. The Company is only seeking approval to issue ordinary Shares (and no other class of Equity Securities) under the 10% Placement Capacity.

(c) **Information to be given to ASX - Listing Rule 7.1A.4**

If Resolution 10 is passed and the Company issues any 10% Placement Securities under Listing Rule 7.1A, the Company must:

- (i) state in its announcement of the issue or in its application for quotation of the 10% Placement Securities that they are being issued under Listing Rule 7.1A; and
- (ii) give to the ASX immediately after the issue a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market).

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% issue capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 224,832,305 Shares. The Company will have the capacity to issue the following Shares on the date of the Meeting:

- (i) subject to approval of Resolution 4, 33,724,845 Shares under Listing Rule 7.1; and
- (ii) 22,483,230 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

**7.3 Technical Information required by ASX Listing Rule 7.3A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(a) **The period for which the approval will be valid - Listing Rule 7.3A.1**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting; and
- (ii) the time and date of the Company's next Annual General Meeting; or
- (iii) the time and date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by ASX (**10% Placement Capacity Period**).

If approval is given for the issue of the 10% Placement Securities then the approval will expire, on 23 November 2023, unless the Company holds its next Annual General Meeting or Shareholder approval is granted pursuant to Listing Rule 11.1.2 or Listing Rule 11.2 prior to that date.

**(b) Minimum Price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.2**

The issue price for the 10% Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section (i) above, the date on which the Equity Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 10% Placement Securities.

**(c) Purpose of Issue under 10% Placement Capacity - Listing Rule 7.3A.3**

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration, in which case the Company intends to use funds raised towards any of:

- (i) an acquisition of new assets or investments (including expenses associated with such an acquisition) for cash;
- (ii) continued exploration expenditure on the Company's current assets; and/or
- (iii) general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**(d) Risk of economic and voting dilution - Listing Rule 7.3A.4**

If Equity Securities are issued under the 10% Placement Capacity, there is a risk of economic and voting dilution of existing Shareholders, including the following risks:

- (i) the market price for Equity Securities in the class of securities issued under the 10% Placement Capacity may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (ii) the Equity Securities may be issued under the 10% Placement Capacity at a discount to the market price for those Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the number of Equity Securities on issue as at 14 October 2022 and the market price as at that date, being \$0.34.

The table also shows:

- (i) 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 as at 14 October 2022. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlement offer or securities issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future general meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the market price as at 14 October 2022.

Variable "A"	No. of Shares issued under 10% placement capacity	Funds Raised based on:			
		Issue price at 50% decrease to current price	Issue price at current price	Issue price at 50% increase in current price	
		\$0.17	\$0.34	\$0.51	
Current	224,171,589	22,417,159	\$3,810,917	\$7,621,834	\$11,432,751
150%	336,257,383	33,625,738	\$5,716,375	\$11,432,751	\$17,149,126
200%	448,343,178	44,834,318	\$7,621,834	\$15,243,668	\$22,865,502

The table has been prepared on the following assumptions:

- (i) There are currently 224,171,589 Shares on issue. The issue price set out above is \$0.34 which is the closing price on 14 October 2022.
- (ii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iii) The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- (iv) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- (v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (vi) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (vii) 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%.

(e) **Allocation policy under the 10% Placement Capacity - Listing Rule 7.3A.5**

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments.

(f) **Previous issues under ASX Listing Rule 7.1A.2 - Listing Rule 7.3A.6**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at the Annual General Meeting held on 30 November 2021 (**Previous Approval**).

The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A2 since the Previous Approval.

#### **7.4 Outcome of voting for and against the Resolution**

If Resolution 10 is approved by Shareholders, then the Company will have the benefit of the 10% Placement Capacity and be able to issue the 10% Placement Securities within the 10% Placement Period.

If Resolution 10 is not approved by Shareholders, then the Company will not have the benefit of the 10% Placement Capacity and be unable to issue the 10% Placement Securities within the 10% Placement Period. If necessary, the Company may have to source other methods of fundraising to meet its objectives during this period.

#### **7.5 Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this Resolution.

#### **7.6 Directors' recommendations**

None of the Directors have material personal interest in the subject matter of this Resolution. The Board recommends Shareholders vote in favour of this Resolution as it provides the Company with the flexibility to issue further Securities representing up to 10%, in addition to using the Company's 15% issue

capacity under Listing Rule 7.1, of the Company's share capital during the next 12 months without Shareholder approval.

## 8. Resolution 11 - Approval of Amendments to the Company's Constitution

### 8.1 Background

In keeping with recent developments, the Company proposes to amend the Constitution as set out below. The amendments are proposed to bring the provisions of the Constitution in line with recent technological updates and will assist the Company to streamline communications with Shareholders, as well as to utilise various electronic platforms and tools to hold and conduct Shareholder meetings.

Section 136 of the Corporations Act allows a company to:

- (a) adopt a new constitution after registration; and
- (b) modify or repeal its constitution,

by passing a special resolution. Accordingly, this Resolution 6, seeks shareholder approval to amend the existing Constitution by special resolution.

### 8.2 Proposed Amendments

The Company seeks Shareholder approval for the purposes of section 136(2) of the Corporations Act, and for all other purposes, to amend the Constitution as follows:

- (a) inserting new definition of "Virtual Meeting Technology" in clause 1.1, as follows:

***"Virtual Meeting Technology"** means, in terms of section 253Q of the Corporations Act, an instantaneous audio-visual communication device or similar form of technology which, by itself or in conjunction with other arrangements:*

- (a) gives the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate in proceedings in the main place without being physically present in the same place;*
- (b) enables the chairman to be aware of proceedings in the other place(s); and*
- (c) enables the members in the separate meeting place(s) to vote on a show of hands or on a poll."*

- (b) Adding a new clause 15.17, as follows:

#### *15.17 Hybrid and Virtual Meetings*

*Despite anything in this constitution:*

- (a) Virtual Meeting Technology may be used in holding a general meeting either on its own without a main place of attendance (virtual meeting) or by linking several meeting places to the main place of the general meeting (hybrid meeting).*
- (b) The chairman may arrange for any persons attending the general meeting (including persons whom the chairman considers cannot be accommodated in the place where the meeting is notified to take place) to attend the meeting from one or more separate places using any Virtual Meeting Technology.*
- (c) If a separate place is linked to the notified place of a general meeting by Virtual Meeting Technology, a member present at the separate place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the notified place.*

- (d) *Where the general meeting is held by Virtual Meeting Technology without a main place of attendance, the place of meeting is deemed to be the registered office of the Company and the time of meeting is taken to be time at the registered office of the Company.*
  - (e) *If, before or during the general meeting, any technical difficulty occurs affecting Virtual Meeting Technology and impairing Members' rights under section 253Q of the Corporations Act, the chairman may adjourn the general meeting until the difficulty is remedied.*
  - (fi) *Where the general meeting is held by Virtual Meeting Technology, a resolution put to the vote at the general meeting must be decided on a poll.*
  - (g) *Nothing in this clause is to be construed to limit the powers conferred on the chair by law."*
- (c) Inserting new clause 15.18, as follows:
- 15.18 Electronic notices of meeting**
- Unless the law provides otherwise and despite anything in this constitution:*
- (a) *a notice of a general meeting and instrument of proxy need not be provided physically in writing;*
  - (b) *a notice of a general meeting and instrument of proxy may be provided to Members using one or more technologies to communicate the contents; and*
  - (c) *a notice of a general meeting and instrument of proxy may be provided to Members using one or more technologies to communicate details of an online location where they can be viewed or downloaded."*

### **8.3 Effect of amendments**

The recent legislative updates made to the Corporations Act provide that companies may use technology to allow members to attend general meetings virtually only if a wholly virtual meeting is expressly permitted by the constitution. The new clause 15.17 will allow the Company to hold wholly virtual meetings of members.

The *Corporations Amendment (Meetings and Documents) Act 2022* (Cth) permits a notice of meeting and any other information provided with that notice, to be communicated using technology. For example, an entity may send its shareholders an email setting out or attaching a notice of meeting and other material relating to that notice of meeting (for example, a proxy form). Alternatively, an entity may send an email to its shareholders with a link to where the notice and other materials can be viewed or downloaded. In circumstances where the entity does not have the email address for certain shareholders, the entity may send a letter or postcard setting out a URL for viewing or downloading the notice and other materials.

Shareholders may elect to receive documents in a physical form or electronically and the Company must provide that member with the documents in the form based on the Shareholder's election (unless it falls under ASIC's emergency power to grant relief).

It is desirable that the Company continues to have the ability to make notices of meeting and proxy forms available in this manner. Clause 15.18 will facilitate this.

### **8.4 Directors Recommendation**

The Board recommends that shareholders vote in favour of this Resolution.

## GLOSSARY

**AEST** means Australian Eastern Standard Time

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Business Day** means Monday to Wednesday inclusive, except New Year's Day, Good Wednesday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chairman** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity;
- (e) a company the member controls;
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition closely related party in the Corporations Act.

**Company** means State Gas Limited ACN 617 322 488.

**Constitution** means the constitution of the Company.

**Directors** means the current directors of the Company.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**General Meeting** or **Meeting** means the General Meeting of the Company convened by this Notice of Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or of the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated entity.

**Notice** or **Notice of Meeting** means this Notice of the General Meeting including the Explanatory Statement and Proxy Form.

**Option** means an option to acquire a Share.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.



**LODGE YOUR VOTE****ONLINE**<https://investorcentre.linkgroup.com>**BY MAIL**State Gas 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  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150**ALL ENQUIRIES TO**

Telephone: +61 1300 554 474

**LODGE 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 **9:00am (AEST) on Monday, 21 November 2022**, 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**<https://investorcentre.linkgroup.com>

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).

**BY MOBILE DEVICE**

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier 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 device.

**QR Code****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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## PROXY FORM

I/We being a member(s) of State Gas 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 and email of the person or body corporate you are appointing as your proxy. An email will be sent to your appointed proxy with details on how to access the virtual meeting.

Name

Email

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 **9:00am (AEST) on Wednesday, 23 November 2022** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **Colin Biggers & Paisley Lawyers, Level 35, 1 Eagle Street, Brisbane** or logging in online at <https://meetings.linkgroup.com/GAS22> (refer to the Virtual Guide and **Notice of Annual General Meeting and Explanatory Notes**).

**Important for Resolutions 1, 6, 7 & 8:** 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, 6, 7 & 8, 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 all available 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 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Ratification of a previous issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Greg Baynton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of Amendments to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Appointment of director - John Stretch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Appointment of director - Phillip St Baker	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Participation of related party in placement - Greg Baynton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Participation of related party in placement - Anthony Bellas	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Participation of related party in placement - Richard Cottee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



\* 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

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).

GAS PRX2201N

