

Notice of Annual General Meeting

The Annual General Meeting of MPower Group Limited ABN 73 009 485 625 will be held at Level 4, 15 Bourke Road, Mascot, New South Wales, Australia on Thursday 26 November 2020 at 10.00am.

Items of business

Discussion of financial statements and reports

1. To discuss the Company's financial statements and reports for the year ended 30 June 2020.

Remuneration report

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

"That the remuneration report for the financial year ended 30 June 2020 be adopted."

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of:

- a member of the Key Management Personnel details of whose remuneration are included in the remuneration report; or
- a Closely Related Party of such member.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Re-election of directors

3.1 Re-election of Peter Wise

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

"That Peter Wise, a director of the Company who retires by rotation in accordance with the provisions of the constitution, being eligible, is re-elected as a director of the Company."

3.2 Re-election of Robert Moran

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

"That Robert Moran, a director of the Company who retires by rotation in accordance with the provisions of the constitution, being eligible, is re-elected as a director of the Company."

Appointment of Auditor

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

"That pursuant to section 327B(1)(b) of the Corporations Act and for all other purposes, Stantons International Audit and Consulting Pty Ltd, having been nominated by a shareholder and having given its consent in writing to act as auditor, be appointed as the auditor of the Company to hold office from the conclusion of this Annual General Meeting until it resigns or is removed from the office of auditor of the Company."

Additional Information

This notice of meeting is accompanied by an Explanatory Statement which provides an explanation of the business of the meeting, including the proposed resolutions.

Voting entitlement

The board of directors of MPower Group Limited has determined in accordance with regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those who hold them at 10.00am (Sydney time) on Tuesday 24 November 2020. This means that if you are not the registered holder of a relevant share at the time, you will not be entitled to vote in respect of that share.

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Voting by proxy

Each shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on behalf of that shareholder. The proxy need not be a shareholder. Please note that a proxyholder cannot vote on a show of hands but can speak at the meeting and can vote on a poll.

A shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion, or number, of shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a shareholder appoints a proxy and specifies the way the proxy is to vote on a particular resolution:

- (a) where the proxy is not the Chairman:
 - (i) the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the shareholder specifies; and
 - (ii) if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and
- (b) where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the shareholder specifies.

A proxy appointment form is enclosed with this Notice. For the appointment of a proxy to be effective for the meeting, the following documents must be received by no later than 48 hours before the start of the meeting at 10.00am (Sydney time) on Thursday 26 November 2020:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Impact of your proxy appointment on your voting instructions

If you appoint the Chairman of the Meeting as your proxy and have not directed him how to vote, you are authorising the Chairman of the Meeting to cast your undirected vote on all proposed resolutions in accordance with his intentions set out below.

If you appoint any other Director or other member of the Key Management Personnel or their Closely Related Parties as your proxy, they will not be able to vote your proxy on the resolutions in items 2 (Remuneration report), unless you have directed them how to vote.

If you intend to appoint a member of the Key Management Personnel or the Chairman of the Meeting as your proxy, you are encouraged to direct them how to vote on the resolution in item 2 by marking "For", "Against" or "Abstain" for that item of business.

The Chairman's voting intentions

The Chairman of the Meeting intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman of the Meeting intends to vote undirected proxies, the Company will make an announcement to the ASX.

The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive.

Proxies may be lodged:

By mail	MPower Group Limited Level 4 15 Bourke Road Mascot NSW 2020 Australia
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By email	proxy@mpower.com.au
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In person	MPower Group Limited, Level 4 15 Bourke Road Mascot NSW 2020 Australia
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Please allow sufficient time for your form to be received by 10.00am (Sydney time) on Tuesday 24 November 2020.

Corporate representatives

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of shareholders. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution. A copy of the properly signed appointment document must be produced prior to admission to the Meeting.

By order of the board of directors
of MPower Group Limited



Neil Langridge
Company Secretary
26 October 2020

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Explanatory Statement

The following notes explain the items of business to be discussed at the MPower Group Limited Annual General Meeting. The notes are set out in the order of the items in the Notice of Meeting and should be read with the notice.

1. Discussion of financial statements and reports

The Company's financial report and other items referred to in item 1 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports.

The Chairman will allow a reasonable opportunity for members as a whole at the meeting to ask questions about or make comments on the reports.

2. Remuneration report

The Annual Report for the financial year to 30 June 2020 contains a remuneration report which sets out the remuneration policies applicable to the Company and reports the remuneration arrangements that were in place for the Company's non-executive directors and senior executives for the 2020 financial year.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting before members are asked to vote on resolution 2, to adopt the remuneration report.

The vote on this resolution is advisory only and does not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If 25% or more of 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 a managing director) must stand for re-election.

Noting that each Director has a personal interest in his own remuneration from the Company, the Board unanimously recommends that you vote in favour of resolution 2.

The Chairman intends to vote any proxies held by him in favour of resolution 2 (unless the appointer directs him otherwise).

3. Re-election of directors

3.1 Re-election of Peter Wise as a director

Peter Wise has been a director since 1986 and has been active since then and before as Chairman or director of a wide range of investments and businesses across Australia and New Zealand, including over 30 years involvement in the power systems sector. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

The continuing Directors unanimously support the re-election of Peter Wise as a Director of the Company.

The Chairman intends to vote any undirected proxies held by him in favour of the resolution in item 3.1.

3.2 Re-election of Robert Moran as a director

Robert Moran has been a director since 2002. Robert Moran is Chairman of Oceania Capital Partners and has extensive experience in principal investing and previously practiced as a corporate and commercial lawyer. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

The continuing Directors unanimously support the re-election of Robert Moran as a Director of the Company.

The Chairman intends to vote any undirected proxies held by him in favour of the resolution in item 3.2.

4. Appointment of Auditor

With effect from 2 June 2020 and in accordance with section 327C of the Corporations Act, the Company appointed Stantons International Audit and Consulting Pty Ltd ("Stantons") as auditor of the Company following ASIC's consent to the resignation of the previous auditor of the Company, Deloitte Touche Tohmatsu, in accordance with section 329(5) of the Corporations Act.

Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, Stantons holds office as auditor of the Company until the Company's next annual general meeting, being the Meeting the subject of this Notice of Meeting.

In accordance with section 327B(1)(b), the Company now seeks Shareholder approval for the ongoing appointment of Stantons as auditor of the Company and its controlled entities.

In accordance with section 328B of the Corporations Act, notice in writing nominating Stantons as auditor has been given to the Company by a Shareholder. A copy of the notice is included in this Notice of Meeting.

The appointment of Stantons will be by vote of Shareholders as an ordinary resolution.

Stantons has provided to the Company, and has not withdrawn, its written consent to act as auditor of the Company, in accordance with section 328A(1) of the Corporations Act.

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Glossary

In this Explanatory Statement:

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of directors of the Company.

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 dependant 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 Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 to be a Closely Related Party.

Company or **MPower** means MPower Group Limited ACN 009 485 625.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the Explanatory Statement accompanying the Notice.

Key Management Personnel has the meaning given to that term in the Corporations Act and generally includes those persons having authority or responsibility for planning, directing or controlling the actions of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Meeting or Annual General Meeting means the annual general meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Statement.

Resolution means a resolution set out in the Notice.

Share or **Shares** means an ordinary fully paid share or shares in the capital of the Company.

Shareholder means a holder of Shares.

Nomination of auditor

26 October 2020

To: The Company Secretary
MPower Group Limited
Level 4
15 Bourke Road
Mascot NSW 2020
Australia

Tag Private Pty Limited is a member of MPower Group Limited. Tag Private Pty Limited nominates Stantons International Audit and Consulting Pty Ltd to be the auditor of MPower Group Limited.



Director – Tag Private Pty Limited



Director – Tag Private Pty Limited

Proxy Form



MPOWER Group Limited
ACN 009 485 625

Level 4
15 Bourke Road
Mascot NSW 2020
Australia

Email: proxy@mpower.com.au

Appointment of Proxy

I/We _____

of _____

being a member/s of MPOWER Group Limited and entitled to attend and vote hereby appoint

the Chairman
of the meeting
(mark with an "X")

OR

If you are not appointing the Chairman of the meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MPOWER Group Limited to be held at Level 4, 15 Bourke Road, Mascot, New South Wales, Australia on Thursday 26 November 2020 at 10.00am and at any adjournment of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member or members of the key management personnel for the Company and its subsidiaries.

Important Note: If the Chairman of the meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box below.

Voting directions to your proxy – please mark X to indicate your directions

Agenda	For	Against	Abstain
2. Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Peter Wise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Robert Moron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote undirected proxies in favour of each of the items of business.

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.

Please sign here

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact name

Contact daytime telephone

Date

How to complete this Proxy Form

Appointment of proxy

If you wish to appoint the Chairman of the meeting as your proxy, mark the first box with an "X". If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate in the second box. If you leave the section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the Company.

Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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 or you may copy this form.

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 securities 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. Both forms must be returned together in the same envelope.

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, all of the shareholders should sign.

Power of attorney:

To sign under power of attorney, you must have already lodged this document with the Company. 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.

If a representative of the corporate shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry at www.investorcentre.com under the tab "Need a printable form?".

Lodgement

This proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10.00am (Sydney time) on Tuesday 24 November 2020. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

In person MPower Group Limited
Level 4
15 Bourke Road
Mascot NSW 2020
Australia

By mail MPower Group Limited
Level 4
15 Bourke Road
Mascot NSW 2020
Australia

By email proxy@mpower.com.au
