

# PROXY FORM

ULTIMATE POWER & ENERGY LIMITED

## How to complete this Proxy form

### 1. 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 mark the box and make the correction on the form. **Please note, you cannot change ownership of your shares using this form.**

### 2. Appointment of a proxy

A member entitled to attend and vote at the Meeting may appoint one proxy. A proxy need not be a member of the Company. A proxy may be an individual or a Company.

### 3. Identity of proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, the Chairman of the Meeting will act as your proxy.

### 4. Voting instructions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. 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.

### 5. Signing instructions

The Proxy form must be signed in the spaces provided.

#### *Individual*

If the holding is in one name, the holder must sign.

#### *Joint holding*

If the holding is in more than one name, any one holder may sign.

#### *Power of Attorney*

To sign under power of attorney, you must have already lodged this document with the Company or attach a certified copy of the power of attorney to this form when you return it.

#### *Companies*

If the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (under 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 Company is to attend the meeting, the appropriate 'Certificate of Appointment of Corporate Representative' must be produced before admission to the meeting.

## How to complete this Proxy form

This Proxy form (and any power of attorney under which it is signed) must be received by the Company not later than **2 business days** before the meeting (ie by 5pm on the 20<sup>th</sup> November, 2015). Any Proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged in any of the following ways:

#### *Post or hand delivery*

To the Company's registered office at 45 CALLAGHAN AVE, Glen Waverley, VIC, 3150.

#### *Email*

To the company email address: [upeworld@hotmail.com](mailto:upeworld@hotmail.com)

## **GUIDANCE NOTE**

*Before finalising this form please consider this guidance note*

You should use this proxy form in circumstances where the resolutions at your AGM includes resolutions relating to the remuneration of key management personnel of the company (as defined in the notice of Annual General Meeting) and on the adoption of the remuneration report.

You should delete all references to 'item 4' <remuneration related resolution> in circumstances where the only remuneration related resolution at your AGM is a resolution on the adoption of remuneration report.

# Proxy form

**ULTIMATE POWER & ENERGY LIMITED**  
**A.B.N. 40159476892**

<Name Member>

<Address>

<Address>

<Suburb, State Postcode>

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

## Appointment of proxy

I/We being a member/s of ULTIMATE POWER & ENERGY LIMITED and entitled to attend the vote appoint the person named below or, if no person is named below, the Chairman of the Meeting as my/our proxy to vote in accordance with directions set out below (with a discretion as to any business not referred to below) or, if no directions are given, as my/our proxy sees fit, at the Annual General Meeting of the Company to be held at **45 CALLAGHAN AVE, GLEN WAVERLEY, VIC3150** on the **23<sup>rd</sup> November, 2015 at 10:00 am** and at any adjournment of that meeting.

The Chairman of the Meeting (mark with an 'X') OR

Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

Items 1, 2 and 3 - Direction to the Chairman of the Meeting to cast votes

I/We direct the Chairman of the Meeting to vote in accordance with his/her voting intentions on items 1, 2 and 3 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though items 1, 2 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel.

By marking this box, you direct the Chairman of the Meeting to vote in accordance with his/her voting intentions on items 1, 2 and 3 as set out below and in the Notice of Meeting.

If you do not mark this box, and you have not directed your proxy how to vote on items 1, 2 and 3, the Chairman of the Meeting will not cast your votes on items 1, 2 and 3 and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote all available proxies in favour of items 1, 2 and 3.

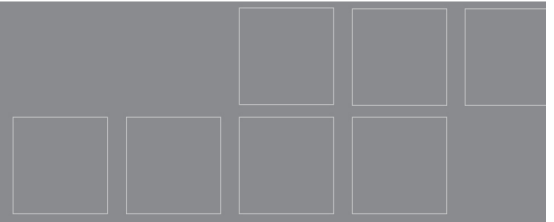
## Voting directions to your proxy

Please mark with 'X' to indicate your directions

Ordinary Business	Accept	Decline	Abstain*
Item 2. Receipt of financial report, Director's report and Auditor's report			
Item 3. Re-election of directors			
Item 4. Remuneration Report			

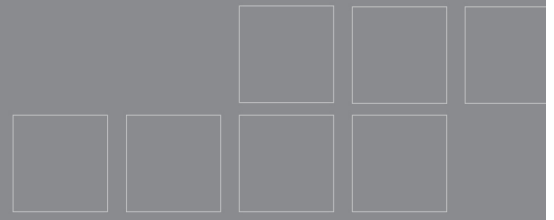
\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in working out the required majority on a poll.

# Proxy form



If a proxy does not attend the meeting or does not elect to vote on a resolution and a poll is duly demanded, then the Chairman of the meeting will be taken to have been appointed as the proxy of the relevant shareholder in respect of the meeting.

# Proxy form



**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

Shareholder 2

Shareholder 3

Sole Director and  
Sole Company  
secretary

Director

Director/Company Secretary

**ULTIMATE POWER & ENERGY  
LIMITED  
A.B.N. 40 159 476 892  
Registered Office – 45 CALLAGHAN AVE,  
GLEN WAVERLY, VIC, 3150**