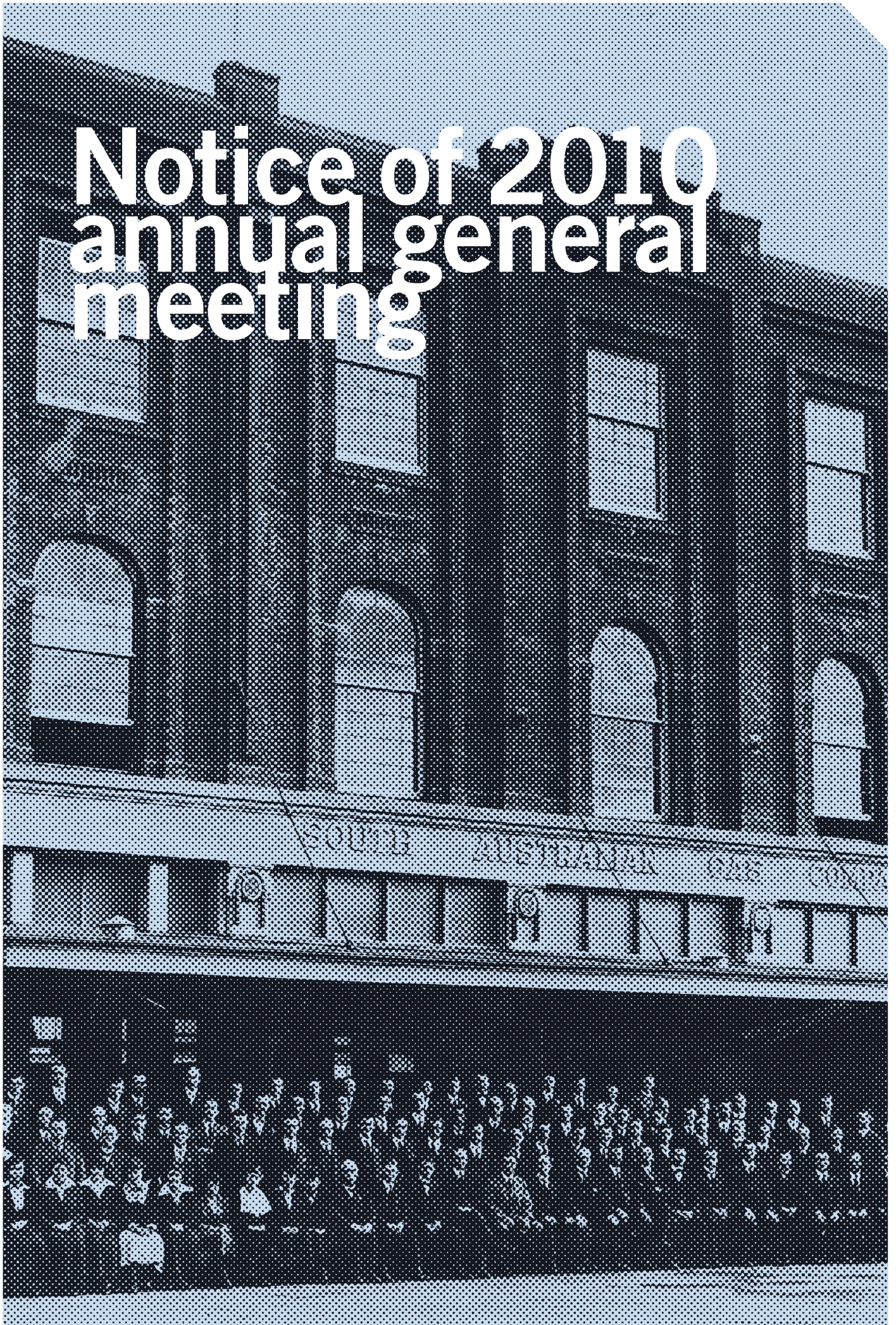


Notice of 2010 annual general meeting



Notice is hereby given of the 13th annual general meeting of Envestra Limited

The Annual General Meeting of Envestra Limited (Company) will be held at the Adelaide Convention Centre, North Terrace, Adelaide, on Wednesday, 27 October 2010, at 10:00 am.

Please refer to the accompanying Explanatory Notes, which form part of this Notice of Meeting, for further information about Agenda Items 2, 3, 4 and 5.

AGENDA

1. Financial Statements and Reports

To receive and consider the Company's financial statements, the Auditor's report and the report of the Directors for the year ended 30 June 2010.

2. Remuneration Report

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

"That the Remuneration Report, which forms part of the Directors' Report of the Company for the financial year ended 30 June 2010, be adopted".

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Amendments to Dividend Provisions of the Constitution *Special Business*

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

"That, with effect on and from 27 October 2010, the Constitution of the Company be amended in the manner set out in the Explanatory Notes which accompany this Notice of Meeting".

4. Election of Directors

To consider and, if thought fit, pass each of the following resolutions as ordinary resolutions:

(a) "That Mr Eric Fraser Ainsworth, who retires by rotation at the Annual General Meeting in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible, be re-elected as a Director".

(b) "That Mr Michael McCormack, who retires by rotation at the Annual General Meeting in accordance with the Company's Constitution and the ASX Listing Rules, and being eligible, be re-elected as a Director."

5. Approval of Increase in the Maximum Aggregate Remuneration Payable to Non-executive Directors *Special Business*

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

"That for the purpose of Article 13.13 of the Constitution of the Company and Rule 10.17 of the ASX Listing Rules, the aggregate maximum remuneration payable to Directors who are not full time employees of the Company be increased from \$750,000 to \$900,000 per annum".

The Company will disregard any votes cast on this resolution by a Director of the Company and any of their associates. 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 a direction on the proxy form to vote as the proxy decides.

By Order of the Board



John Allpass
Chairman

23 September 2010

EXPLANATORY NOTES

Agenda Item 2

Remuneration Report

The Company's Remuneration Report is submitted to shareholders for consideration and adoption under a non-binding vote. A copy of the report is set out on pages 35 to 40 of the 2010 Annual Report and financial statements.

Pursuant to section 250R(2) of the *Corporations Act 2001*, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on this Resolution does not bind the Directors or the Company.

The Annual Report is available on the Company's website www.investra.com.au

Agenda Item 3

Amendments to Dividend Provisions of the Constitution

The proposed amendments to the Constitution are set out below. Copies of the existing Constitution, and the Constitution incorporating the proposed amendments are available on the Company's website www.investra.com.au.

The purpose of the amendments is to align the Company's Constitution with recent amendments to the *Corporations Act 2001* relating to the payment of dividends by a company.

Previously, a company could only pay dividends out of company profits. The *Corporations Amendment (Corporate Reporting Reform) Act 2010* has replaced this requirement on and from 28 June 2010, so that a company may only pay a dividend if all of the following three tests would be met if the proposed dividend were paid:

- (a) (*Balance sheet test*) The Company's assets must exceed its liabilities immediately before the dividend is declared and the excess must be sufficient for the payment of the dividend.
- (b) (*Fair to shareholders*) The payment of the dividend must be fair and reasonable to the Company's shareholders as a whole.
- (c) (*No material prejudice to creditors*) The payment of the dividend must not materially prejudice the Company's ability to pay its creditors.

References in the Company's Constitution to dividends being paid out of profits (see Article 19.2 in relation to interim dividends) are therefore no longer consistent with the *Corporations Act* and are, in fact, inappropriate as their retention may require the Company to comply with the "profits tests" in addition to the above tests.

Further, as the "balance sheet test" refers to the time that the dividend is declared, companies will need to "declare" dividends, rather than merely "determine" to pay dividends.

While the Company's Constitution provides for the declaration of final dividends, it does not provide for the declaration of interim dividends.

The proposed amendments to the Constitution are designed to resolve these issues.

The Directors unanimously recommend that shareholders approve these amendments.

Proposed Amendments to the Constitution

Article 19.2

In the title, replace the word "authorise" with the word "declare".

Insert the words "declare an interim dividend in accordance with the *Corporations Act* and may" after the words "The Directors may".

Delete the words "of such interim dividends as appear to the Directors to be justified by the profits of the Company".

Article 19.4

Insert the words "out of the profits of the Company" after the words "before declaring any dividend".

Following the approval of the above amendments by shareholders the relevant articles will read as follows:

Article 19.2

Directors may declare interim dividend

The Directors may declare an interim dividend in accordance with the *Corporations Act* and may authorise the payment or crediting by the Company to, or at the direction of, the Members.

Article 19.4

Reserves and profits carried forward

The Directors may, before declaring any dividend out of the profits of the Company, set aside out of the profits of the Company such sums as they think proper as reserves, to be applied, at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Agenda Item 4

Election of Directors

In accordance with the Company's Constitution and the ASX Listing Rules, Mr Eric (Fraser) Ainsworth and Mr Michael McCormack will retire as Directors by rotation at the Annual General Meeting and offer themselves for re-election.

The qualifications and experience of the Directors standing for re-election are set out below. There are no other candidates.

Eric Fraser Ainsworth (64) B.Com, FCPA, FAICD
Director since February 2004

Member of the Audit Committee and Risk Committee
Member of the Remuneration Committee

Mr Ainsworth has more than 30 years' experience in the Australian resources and energy sectors.

He is Chairman, Horizon Oil Ltd, Chairman, Tarac Australia Ltd and a Director, Oil Search Ltd. He is a former Managing Director, SAGASCO Holdings Group and Delhi Petroleum Pty Ltd and former Chairman, SA Generation Corporation and Bionomics Ltd.

EXPLANATORY NOTES (cont.)

Michael McCormack (49) B. Surv. Grad Dip Eng, MBA, FAICD
Director since July 2007

Mr McCormack has more than 25 years' experience in the infrastructure sector of the energy industry.

He is Managing Director, APA Group and Chairman of a number of APA subsidiary companies. He is a Director, Australian Pipeline Industry Association.

Agenda Item 5

Approval of Increase in the Maximum Aggregate Remuneration Payable to Non-executive Directors

The current maximum aggregate amount payable to non-executive Directors of \$750,000 was approved by shareholders at the 2003 Annual General Meeting.

Approval is sought under Article 13.13 of the Company's Constitution and ASX Listing Rule 10.17 to increase the maximum aggregate remuneration to \$900,000.

The current fees, which were last increased on 1 July 2006, are: Chairman \$150,000, Directors \$75,000, Audit Committee Chairman \$15,000 and Audit Committee members \$10,000.

The Company has undertaken a review of the fees paid to non-executive Directors and the Board considers it necessary to increase the aggregate amount payable in order to:

- (a) attract and retain the calibre of Director able to appropriately contribute to a high-performing Board; and
- (b) have flexibility within the shareholder approved amount to increase Directors' fees in line with fees for similar companies and market conditions.

The Board is seeking shareholder approval to increase the maximum aggregate fees by \$150,000 (from \$750,000 to \$900,000) in order to provide the flexibility to make any increases in Directors' fees it considers appropriate.

If the resolution is approved by shareholders, it is proposed that the fees be increased as from 1 July 2010 to: Chairman \$180,000, Directors \$90,000, Audit Committee Chairman \$18,000 and Audit Committee members \$12,000.

Given the interests of the non-executive Directors in this item, the Board as a whole makes no recommendation.

INFORMATION FOR SHAREHOLDERS

Questions and Comments by Shareholders

In accordance with the *Corporations Act 2001*, shareholders will be provided a reasonable opportunity at the Annual General Meeting to ask questions about, or make comments on, the management, performance and prospects of the Company and the Remuneration Report.

Similarly, shareholders will be provided a reasonable opportunity to ask questions of a representative of the Company's Auditors, PricewaterhouseCoopers, relevant to the conduct of the audit, the preparation and content of the Auditors' report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Shareholders may submit written questions to the Company and its Auditors in advance of the Annual General Meeting. Any such questions must be submitted to the Company by no later than 5:00pm on 20 October 2010, addressed to:

Mr D Petherick, Company Secretary
 Envestra Limited, Level 10, 81 Flinders Street, Adelaide SA 5000
 or by facsimile to (08) 8227 1511
 or by email: des.petherick@envestra.com.au

A reasonable opportunity will be allowed at the meeting for a representative of the Company's Auditors to answer any written questions submitted in accordance with the above procedure.

Proxies

If you do not plan to attend the meeting, you are entitled to appoint a proxy to attend and vote on your behalf and you are encouraged to do so. You can appoint a proxy by completing and returning the enclosed proxy form. Proxies will only be valid and accepted by the Company if they are signed and received in the registry office no later than 48 hours before the meeting.

A proxy need not be a member of the Company. The proxy form must specify the proxy's name or the name of the office held by the proxy. To be valid, the form appointing the proxy must be lodged in one of the ways described in the proxy form accompanying this Notice of Meeting.

A member entitled to attend and vote at the meeting is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or a specified number of the member's voting rights. If you wish to appoint two proxies please refer to the back of the proxy form for instructions.

Eligibility to Vote

The Company has determined that for the purpose of voting at the meeting, shares will be taken to be held by the persons who are the registered holders of those shares at 7:00pm (CST) on 25 October 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.

LODGE YOUR VOTE



ONLINE www.linkmarketservices.com.au



By fax (02) 9287 0309



By mail Envestra Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia



All enquiries to Telephone (02) 8280 7788, Overseas Telephone +61 2 8280 7788

SHAREHOLDER VOTING FORM

I/we, being a member(s) of Envestra Limited (ABN 19 078 551 685) and entitled to attend and vote, hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (CST) on Wednesday, 27 October 2010 at the Adelaide Convention Centre and at any adjournment or postponement of the meeting.

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

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 2 Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4(a) Election of Director: Mr Eric Fraser Ainsworth	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4(b) Election of Director: Mr Michael Joseph McCormack	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				Resolution 5 Approval of Increase in the Maximum Aggregate Remuneration Payable to Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

To direct the proxy to cast votes covered by this proxy form in a particular manner on a resolution, place a tick or a cross in the relevant box. Unless the proxy is directed otherwise, he/she may vote as he/she thinks fit. Proxies will only be valid and accepted by the Company if they are signed and received in the registry office no later than 48 hours before the meeting. **The Chairman intends to vote in favour of each resolution in the absence of a direction.**



* 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.

STEP 3

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).

ENV PRX001



How to complete your 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 securities using this form.

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. If you leave this 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. A proxy may be an individual or a body corporate.

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 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 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:

(a) 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.

(b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:00 am (CST) on Monday, 25 October, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Shareholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Delivering it to Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.