

17 July 2015

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

2015 Extraordinary General Meeting

Icon Energy Limited (**ASX: ICN**) (**Icon Energy or Company**) advises that an Extraordinary General Meeting (**EGM**) will be held on Monday, 17 August 2015, at the Company's head office, 4 Miami Key, Broadbeach Waters, Gold Coast, 4218 commencing at 11.00 am (Qld time).

This meeting has been called to determine the benefits to be paid to Mr Ross Mallett, former Legal Counsel and Company Secretary of the Company. Under the Corporations Act, the company must seek approval from shareholders for the payment of any termination benefits which are claimed over and above those payments already made to Mr Mallett in accordance with the relevant section of the Act. Mr Mallett has, on two occasions, asserted that he will sue the Company for breach of contract for those contractual entitlements the quantum of which exceeds the limit set under the Corporations Act.

The Company's Notice of EGM, Explanatory Statement and Proxy Form were dispatched to Shareholders today and are attached.

Copies of these documents are available on the Company's website at www.iconenergy.com

Yours faithfully



Ray James
Managing Director
Icon Energy Limited

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ICON ENERGY LIMITED
ABN 61 058 454 569

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 11.00am (Qld time)

DATE: Monday, 17 August 2015

PLACE: Icon Energy Limited
4 Miami Key
Broadbeach Waters
Gold Coast QLD 4218

This Notice of Meeting 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. Should you wish to discuss the matters in this Notice of Meeting please contact the Managing Director on +617 5554 7111.



ICON ENERGY (ABN: 61 058 454 569)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that Icon Energy Limited (**Icon Energy**) or (**Company**) will hold its Extraordinary General Meeting (EGM) at 11:00am (Qld time) on Monday, 17 August at 4 Miami Key, Broadbeach Waters, Gold Coast, 4218.

BUSINESS – FORMER EXECUTIVE'S TERMINATION BENEFITS

This meeting has been called to determine the benefits to be paid to Mr Ross Mallett, former Legal Counsel and Company Secretary of the Company. On 13 May 2015, Mr Mallett's position was made redundant due to an internal restructure intended to result in a reduction of ongoing corporate administration costs. The Corporations Act restricts the benefits that can be given to certain individuals without shareholder approval.

Mr Mallett has on two occasions asserted that he will sue the Company for breach of contract for those contractual entitlements the quantum of which exceeds the limit set under the Corporations Act. At this meeting, approval is being sought for the purposes of the Corporations Act to enable the Company to pay proposed termination benefits in excess of that permitted under the relevant section of the Act.

The Explanatory Memorandum which accompanies and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms used in this Notice of Extraordinary General Meeting.

ITEMS FOR APPROVAL

Resolution 1

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

"That, for the purposes of ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, this Extraordinary General Meeting of Icon Energy Limited approves the Company providing the following benefits to Mr Ross Mallett as provided for under the Executive Services Agreement between Mr Mallett and the Company dated 12 March 2012 (ESA) in connection with his redundancy and loss of office:

- a) *following the first part payment of \$173,630.42 under clause 7.3(i) of the ESA paid as part of the \$339,340.60 termination payment made to Mr Mallett in June 2015, a gross payment of \$165,710.18 being the remaining payment outstanding under clause 7.3(i) of the ESA;*
- b) *the issue of 565,452 fully paid ordinary Icon Energy shares as a consequence of the accelerated vesting of 565,452 performance rights that were awarded under the Company's 2012/2013 Long Term Incentive Plan; and*
- c) *the issue of 853,547 fully paid ordinary Icon Energy shares as a consequence of the accelerated vesting of 853,547 performance rights that were awarded under the Company's 2013/2014 Long Term Incentive Plan."*



Voting Exclusion Statement

The Company will in accordance with section 200E(2A) of the Corporations Act disregard any votes cast on either resolution by Mr Mallett and any associate of Mr Mallett. However, section 200E (2B) of the Corporations Act states that the Company need not disregard a vote if:

- a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- b) it is not cast on behalf of Mr Mallett or an associate of Mr Mallett.

Resolution 2

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

“That, for the purposes of ASX Listing Rule 7.1, ASX Listing Rule 10.19 and sections 200B and 200E of the Corporations Act, the Company gives the following benefits to Mr Ross Mallett as claimed by Mr Mallett:

- a) *the issue of 568,613 fully paid ordinary Icon Energy shares, being the maximum issue of shares that may have been issued upon conversion of vested performance rights if the Company had offered an award under the 2014/2015 Short Term Incentive Plan; and*
- b) *the issue of 1,299,688 fully paid ordinary Icon Energy shares, being the maximum issue of shares that may have been issued upon conversion of vested performance rights if the Company had offered an award under the 2014/2015 Long Term Incentive Plan and based on the achievement of the corporate targets to date.”*

Voting Exclusion Statements

The Company will in accordance with section 200E(2A) of the Corporations Act disregard any votes cast on either resolution by Mr Mallett and any associate of Mr Mallett. However, section 200E (2B) of the Corporations Act states that the Company need not disregard a vote if:

- a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the proposed Resolution; and
- b) it is not cast on behalf of Mr Mallett or an associate of Mr Mallett.

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast on Resolution 2 by Mr Mallett, any person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of Mr Mallett.

However, the Company need not disregard a vote if:

- a) 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
- b) 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

Signed for and on behalf of Icon Energy Limited by:

16 July 2015



EXPLANATORY MEMORANDUM

Shareholders Eligible to Vote

In accordance with the Company's Constitution and Reg. 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 11.00 am (Qld time) on Saturday, 15 August 2015 will be entitled to attend and vote at the EGM as a Shareholder.

If more than one joint holder of shares is present at the EGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Voting by Proxy

If you are a Shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 150D of the Corporations Act 2001 (Cth) (The **Act**) to exercise its powers as proxy at the EGM.

A proxy need not be a Shareholder of the Company.

A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form. If in respect of any of the items of business you do not direct your proxy how to vote, you are directing your proxy to vote as he or she decides.

If you mark the abstain box for a particular item you are directing your proxy to not vote on your behalf and your shares will not be counted in computing the required majority on a poll.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote undirected proxies in favour of Resolution 1 and against Resolution 2. If you wish to appoint the Chairman as your proxy with a direction to vote against, or to abstain from voting on an item of business, you should specify this by completing the appropriate 'Against' or 'Abstain' box on the proxy appointment form.

The Chairman is deemed to be appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

Proxy Delivery

To be effective, the proxy must be received no later than 11.00 am (Qld time) on Saturday, 15 August 2015. Proxies must be completed in accordance with the instructions on the enclosed proxy form and returned to Icon's Share Registrar Computershare Registry Services Pty Ltd by one of the following methods:



Post: In the enclosed pre-addressed envelope

Facsimile: (within Australia) 1800 783 447 or
(outside Australia) +61 3 9473 2555

Delivery: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Online: At www.investorvote.com.au using the secure access information shown on your proxy form.

The Company reserves the right to declare invalid any purported proxy appointment not received in this manner.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00 am (Qld time) on Saturday, 15 August 2015 being 48 hours before the EGM.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the EGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the EGM a properly executed letter or other document confirming its authority to act as a body corporate representative.

Polls

On a poll, every Shareholder has one vote for every fully paid ordinary share held.



EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's EGM to be held at 11.00 am (Qld time) on Monday, 17 August 2015.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in order to decide how to vote upon the Resolutions.

Resolution 1

Resolution 1 seeks approval for the provision of certain benefits to Mr Mallett upon Mr Mallett's position with the Company becoming redundant. Following an internal restructure designed to reduce ongoing corporate administration and as advised to ASX on 13 May 2015, Mr Mallett ceased to be Legal Counsel and Company Secretary that day and was entitled to be paid certain statutory entitlements such as accrued salary, annual leave and redundancy payments, plus contractual payments for the termination of his Executive Services Agreement (ESA).

The *Corporations Act (Act)* restricts the benefits that can be given without prior shareholder approval to certain individuals on cessation of their holding of a managerial or executive office with the Company (and its related bodies corporate). This restriction prohibits the giving of any benefit (as defined in the Act) that exceeds 12 months' of the individual's "average annual base salary" in addition to statutory entitlements under Regulation 2D.2.02 of *Corporations Regulations* such as accrued salary, annual leave and redundancy payments (**Statutory Entitlements**).

On 12 March 2012, Mr Mallett entered into an Executive Services Agreement with the Company (**ESA**) which provided for termination benefits that exceed 12 months' of his "average annual base salary" (calculated by reference to the ESA as \$339,340.60) (**200G Limit**). The amount of \$339,340.60 is the maximum amount of contractual entitlements that the Company can pay to Mr Mallett without shareholder approval, as permitted under section 200G(2)(e) of the Act (**200G Payment**). The Statutory Entitlements are not included in the calculation of the 200G Limit.

Shareholder approval is being sought for the purposes of sections 200B and 200E of the Act to enable the Company to pay the proposed termination benefits that exceed the 200G Limit to Mr Mallett as a result of cessation of his employment with the Company and are as set out in Table 2 (**Contract Termination Benefits**).

What the approvals do and don't cover

Shareholders are being asked to approve the Contract Termination Benefits.

The Contract Termination Benefits are in addition to the Statutory Entitlement and 200G Payment. The 2015 Remuneration Report will contain full details of the 200F Payment and 200G Payment and are summarised below in Table 1.



Table 1: Statutory Entitlements and 200G Payment

In respect of Table 1, Shareholders should note that:

- these amounts have already been paid by the Company to Mr Mallett (and are not subject to Shareholder approval);
- these amounts are gross of any taxes (where applicable)
- these amounts are inclusive of superannuation contributions (where applicable)
- clause references (cl) are references to the ESA.

STATUTORY ENTITLEMENTS	
Accrued Annual Leave Entitlement	\$19,498.89
Accrued Leave Loading Entitlement	\$3,412.31
Total Leave Entitlement Accrued	\$22,911.19
Redundancy Payment under the Fair Work Act	\$40,743.63
<u>Total Statutory Entitlements Paid In June 2015</u>	<u>\$63,654.82</u>
CONTRACTUAL ENTITLEMENTS PAID UP TO 200G Payment LIMIT	
Payment in Lieu of Notice (cl 7.1 of ESA) – 6 months' salary and superannuation	\$165,710.18
Part Payment of Termination Payment (cl 7.3(i) of ESA)¹	\$173,630.42
<u>Total Contractual Entitlements Paid in June 2015</u>	<u>\$339,340.60²</u>

¹ The total amount payable under cl 7.3(i) of the ESA is \$339,340.60. Under the ESA, Mr Mallett was entitled to be paid salary in lieu of notice plus a termination payment and other benefits which exceeded the 200G Limit. The payment has been apportioned as to its two components so that the Company does not breach the 200G Limit. The termination payment has been part paid up to the 200G Limit. The balance of the termination payment under cl 7.3(i) is included in Table 2.

² This amount equals the 200G Limit.



Table 2: Contract Termination Benefits Requiring Shareholder Approval

In respect of Table 2, Shareholders should note that:

- due to the 200G Limit, these benefits cannot be paid by the Company to Mr Mallett without Shareholder approval;
- these benefits are gross of any taxes (where applicable)
- these benefits are inclusive of superannuation contributions (where applicable)
- clause references (cl) are references to the ESA.

CONTRACTUAL ENTITLEMENTS	
Second and Final Payment of Termination Payment (cl 7.3(i))	\$165,710.18
Issue of Icon Energy Shares	
Accelerated vesting of 565,452 performance rights that were awarded under the Company's 2012/2013 Long Term Incentive Plan ¹	565,452 Icon Energy Shares²
Accelerated vesting of 853,547 performance rights that were awarded under the Company's 2013/2014 Long Term Incentive Plan ³	853,547 Icon Energy Shares⁴

¹ The Performance Rights issued under the 2012/2013 Long Term Incentive Plan were granted with effect from 14 December 2012 and issued pursuant to the Company's Performance Rights Plan (**Plan**) (**2012/2013 LTI**). The 2012/2013 LTI was described in detail in the 2013 Annual Report and is summarised as follows:

*Performance Rights were granted at no cost to participants. The Performance Period is between 1 July 2012 to 30 June 2015. Generally, in order for the Performance Rights under the LTI to vest, the following two sets of performance criteria must be met (**Hurdles**):*

- (1) *The average daily Icon Energy share price must achieve and maintain a level of at least 40 cents per share for at least 30 consecutive days during the Performance Period; and*
- (2) *The growth of the Icon Energy share price relative to the share price of a comparator group of Australian oil and gas exploration and production companies and other companies appearing in the S&P/ASX 300 Energy list (expressed as a percentile ranking) over the Performance Period must achieve the 40th percentile in order for Rights to begin vesting.*

Under clause 7.3(iii) of the ESA, Mr Mallett is entitled to automatic and accelerated vesting of any outstanding Performance Rights under the Plan (regardless of whether or not the Hurdles may be met), including those Rights granted to him under the 2012/2013 LTI.

² For the purposes of section 200E (2)(b) of the Act, based on a current share price of \$0.053 (as at 16 June 2015), the "value" of this benefit is approximately \$29,968.96.

³ The Performance Rights issued under the 2013/2014 Long Term Incentive Plan were granted with effect from 4 March 2014 and issued pursuant to the Company's Performance Rights Plan (**Plan**) (**2013/2014 LTI**). The 2013/2014 LTI was described in detail in the 2014 Annual Report and is summarised as follows:



*Performance Rights were granted at no cost to participants. The Performance Period is between 1 July 2013 to 30 June 2016. Generally, in order for the Performance Rights under the LTI to vest, the following two sets of performance criteria must be met (**Hurdles**):*

- (1) The average daily Icon Energy share price must achieve and maintain a level of at least 45 cents per share for at least 30 consecutive days during the Performance Period; and*
- (2) The growth of the Icon Energy share price relative to the share price of a comparator group of Australian oil and gas exploration and production companies and other companies appearing in the S&P/ASX 300 Energy list (expressed as a percentile ranking) over the Performance Period must achieve the 40th percentile in order for Rights to begin vesting.*

Under clause 7.3(iii) of the ESA, Mr Mallett is entitled to automatic and accelerated vesting of any outstanding Performance Rights under the Plan (regardless of whether or not the Hurdles may be met), including those Rights granted to him under the 2013/2014 LTI.

⁴ For the purposes of section 200E (2)(b) of the Act, based on a current share price of \$0.053 (as at 16 June 2015), the “value” of this benefit is approximately \$45,237.99.

The Icon Energy Limited Performance Rights Plan was approved by Shareholders at the Company’s 2014 Annual General Meeting as an exception to ASX Listing Rule 7.1 (15% issue limit). As such, Shareholders are not being requested to approve the issue of shares for the purposes of the ASX Listing Rules.

Information for the purposes of the ASX Listing Rules

ASX Listing Rule 10.19 provides that, without the approval of ordinary shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

Depending upon the value of the termination benefits to other officers, and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed this 5% threshold. Accordingly, Shareholder approval is being sought in case the value of the termination benefits exceeds this 5% threshold.

Recommendation

The Board notes that, following the decision by Chevron Exploration Australia 1 Pty Ltd to not participate in “Stage 2” of ATP 855, the Company’s immediate exploration prospects have changed. In addition, the Company’s circumstances have changed since the Company entered into the ESA. Nevertheless, the Company must honour its contractual obligations, subject to shareholders sanctioning each of three Termination Benefits payments. As such, the Board unanimously recommends Shareholders vote in favour of Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1.

A Voting Exclusion Statement is included in the Notice of Meeting.



Resolution 2

Resolution 2 seeks approval for the provision of certain benefits to Mr Mallett as claimed by Mr Mallett. Under the Act, the nature of these benefits are classified as benefits that, if the 200G Limit has been exceeded, requires Shareholder approval.

Due to the Company's current circumstances, including the modest exploration prospects described above, the Board, in its absolute and unfettered discretion has decided not to make any awards under either a short-term incentive or long-term incentive structure in respect of the 2014/2015 financial year (FY15 STI and FY15 LTI, respectively).

Mr Mallett claims that he is entitled, as a matter of contract law, to a pro-rata benefit for equity for either FY15 STI and/or FY15 LTI, in respect of the vesting of performance rights that would have occurred following the achievement against pre-determined performance targets for a set performance period. The Board of Icon Energy does not consider that Mr Mallett (or any employee – current or past) has any entitlement to a payment/benefit under either FY15 STI or FY15 LTI.

As Mr Mallett has on two occasions threatened to sue the Company for breach of contract, and in light of the 200G Limit, the Board has determined it most appropriate for Shareholders to consider the matter and determine whether any shares ought to be issued in response to Mr Mallett's claim. The Board unanimously recommends that the Shareholders vote against this resolution.

The ESA provides:

“7.3 Payment on Termination

If the Board terminates the Executive's employment ... the Executive will receive, in addition to payment in lieu of notice:

...

ii. a pro-rata payment in respect of the Executive's participation in the Performance Rights Plan for the year in which the Executive's termination occurs in accordance with the Plan Rules as varied from time to time. As the employment relationship has ceased, the Executive will not be eligible to any further share or option grants in that year. The Executive will receive the equivalent value of this benefit in cash based on achievement of the Plan's performance targets for the part year that the Executive serves with the Company running from the date of the yearly grant to the Executive's Termination Date.

...”

The Icon Energy Limited Performance Rights Plan (**Plan**) allows the Icon Board to make offers of performance rights to eligible employees in the Board's absolute and unfettered discretion. The Board set corporate key performance indicators at its October 2014 Meeting in anticipation of offers being made under the Plan later in FY15 (**Corporate KPIs**). However, due to the Company's changed circumstances, as discussed at the February 2015 Board Meeting and as resolved at the April 2015 Meeting, the Board agreed not to make any offers under the Plan in respect of either the FY15 STI or FY15 LTI.



As the Company had made no offers under the Performance Rights Plan in respect of a FY15 STI or FY15 LTI, the Company believes it is difficult to meet the exact requirements of clause 7.3(ii), including making a pro-rata cash payment based on achievement of the Plan's performance targets. Instead, the Company believes it most equitable based on the achievement against the following Corporate KPIs and the assumption that Mr Mallett would have achieved 100% against his personal key performance indicators (**Maximum Amount Principle**).

The Maximum Amount Principle would be calculated as follows:

Staff Performance Appraisals (50%)	Corporate Performance ¹ (50%)	Total (average)	Fixed Remuneration at 1/7/2014	Max STI% (Seniority Factor)	VWAP	2015 STI 30%: Cash component	2015 STI 70% : No. of Shares	2015 LTI: No. of Shares
100.00% (assumed)	25.00%	62.50%	\$331,420	40.00%	\$0.102	n/a ²	568,613	1,299,688

¹

2015 Corporate KPIs	Target	Achieved
1. Increase in 2C contingent resource in ATP855 to at least 1.1Tcf (Icon share)	30%	0
2. Successful stimulation and flow testing program Chevron elects to move to Stage 2	30%	0
3. No significant WHS incidents on Icon operated tenements. No reportable incidents	10%	5%
4. Maintain sufficient funds to meet corporate objectives. Maintain adequate funding	20%	20%
5. Farmout or sale of ATP626 or ATP594 Farmout or sale arranged (contracted)	10%	0
TOTAL ACHIEVED		25%

² Mr Mallett will not be paid the cash component in respect of the FY15 STI. The Board confirms that no cash bonuses will be paid to any employee (current or former) in respect of FY15.

As such:

- the maximum issue of shares in respect of fully vested Performance Rights that may have been granted if the Board had resolved to make an award under a 2014/2015 STI was awarded employing the Maximum Amount Principle is 568,613 Icon Energy Shares . For the purposes of section 200E (2)(b) of the Act, based on a current share price of \$0.053 (as at 16 June 2015) the "value" of this benefit is approximately \$30,136.49.
- the maximum issue of shares in respect of fully vested Performance Rights that may have been granted if the Board had resolved to make an award under a 2014/2015 LTI was awarded employing the Maximum Amount Principle is 1,299,688 Icon Energy Shares. For the purposes of section 200E (2)(b) of the Act, based on a current share price of \$0.053 (as at 16 June 2015) the "value" of this benefit is approximately \$68,883.46.

Information for the purposes of the ASX Listing Rules

Shareholder approval is being sought for the purposes of ASX Listing Rule 7.1, so that the shares issued to Mr Mallett will be excluded from the calculation of the maximum number of securities that can be issued by the Company in any 12 month period (currently 15% of shares previously on issue).



Listing Rule 7.3 requires the following information concerning the issue of the shares to Mr Mallett be included in the Notice of Extraordinary General Meeting:

Maximum number of shares to be issued:	1,868,301 ordinary shares which, when multiplied by the issue price, equals \$99,019.95
Proposed date of issue:	18 August 2015
Issue price:	\$0.053 (as at 16 June)
Proposed allottees:	Mr Ross Mallett (or his nominee)
Terms of issue:	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing shares
The use or intended use of the funds raised:	The shares will be issued for nil cash consideration in satisfaction of part consideration for termination benefits claimed by Mr Mallett as an entitlement under contract law
Voting exclusion statement:	A voting exclusion statement relating to this Resolution is included in the Notice of Extraordinary General Meeting


ASX Listing Rule 10.19 provides that, without the approval of ordinary shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

Depending upon the value of the termination benefits to other officers, and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if such payment would exceed this 5% threshold. Accordingly, Shareholder approval is being sought in case the value of the termination benefits exceeds this 5% threshold.

Recommendation

The Board has already resolved to not make any awards under a FY15 STI and FY15 LTI for the reasons stated above and believes that any benefits paid pursuant to Resolution 2 will not be in the Company's best interests. Equally, the Board considers these benefits to be outside of the Company's contractual obligations owed to Mr Mallett despite his threats to sue the Company for breach of contract. As stated above, the Board unanimously recommends Shareholders vote against Resolution 2. The Board acknowledges however that Shareholders may wish to approve the issue of the shares to Mr Mallett, the subject of Resolution 2.

The Chairman intends to vote all undirected proxies against Resolution 2.

Lodge your vote: **Online:**
www.investorvote.com.au **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 AustraliaAlternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com**For all enquiries call:**
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000E 000001 000 ICN
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

**Vote and view the notice of meeting online**

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:**Control Number: 999999****SRN/HIN: I9999999999**

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (Brisbane time) Saturday 15 August 2015**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.**

Signing Instructions for Postal Forms

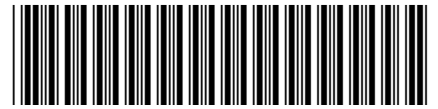
Individual: Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of Icon Energy Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Extraordinary General Meeting of Icon Energy Limited to be held at 4 Miami Key, Broadbeach Waters, Gold Coast QLD 4218 on Monday 17 August 2015 at 11:00am (Brisbane time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Approval for the provision of certain benefits to Mr Ross Mallett under the Company's Executive Services Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval for the provision of certain benefits as claimed by Mr Mallett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all undirected proxies in favour of item 1 and intends to vote all undirected proxies against item 2 of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/> Sole Director and Sole Company Secretary	Securityholder 2 <input type="text"/> Director	Securityholder 3 <input type="text"/> Director/Company Secretary
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Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____