

Infigen Energy
Notice of Annual General Meetings

11am, Wednesday, 25 November 2009
Marble Room, Radisson Plaza Hotel, 27 O'Connell Street, Sydney



Notice of Annual General Meetings

NOTICE OF

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
INFIGEN ENERGY LIMITED (ABN 39 105 051 616) (**COMPANY**)

AND

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
INFIGEN ENERGY (BERMUDA) LIMITED (ARBN 116 360 715)
(**FOREIGN COMPANY**)

AND

A MEETING OF UNITHOLDERS OF INFIGEN ENERGY TRUST
(ARSN 116 244 118) (**TRUST**)

ISSUED BY THE COMPANY, THE FOREIGN COMPANY AND
INFIGEN ENERGY RE LIMITED (**RESPONSIBLE ENTITY**)
(ABN 61 113 813 997; AFSL 290 710) AS RESPONSIBLE ENTITY
OF THE TRUST

(TOGETHER, THE COMPANY, THE FOREIGN COMPANY AND
THE TRUST, **IFN**).

Notice is given that the 2009 Annual General Meetings of the shareholders of the Company and the Foreign Company will be held concurrently with a meeting of unitholders of the Trust as follows:

Time: 11am (AEDT)

Date: Wednesday, 25 November 2009

Place: Marble Room, Radisson Plaza Hotel, 27 O'Connell Street, Sydney

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Ordinary Business

ITEM 1: FINANCIAL REPORT – COMPANY, FOREIGN COMPANY AND TRUST

To receive and consider the combined consolidated financial report of IFN and the separate financial report of the Trust, as well as the respective reports of the Directors and Auditor for the year ended 30 June 2009.

There is no vote on this item.

ITEM 2: REMUNERATION REPORT – COMPANY AND FOREIGN COMPANY ONLY

To adopt the Remuneration Report for the year ended 30 June 2009. The Remuneration Report is set out in the Directors' Report included within the IFN Annual Report 2009.

This is a non-binding advisory vote.

ITEM 3: DIRECTOR RE-ELECTION – COMPANY AND FOREIGN COMPANY ONLY

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

That Michael Hutchinson, who has been appointed by the Directors of the Company and the Foreign Company in accordance with article 10.8 of the Constitution of the Company and bye-law 12.8 of the Bye-Laws of the Foreign Company, and being eligible offers himself for re-election, is re-elected as a Director of the Company and Foreign Company.

ITEM 4: RE-APPOINTMENT OF AUDITOR – FOREIGN COMPANY ONLY

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

That PricewaterhouseCoopers, being the current Auditor of the Foreign Company, be re-appointed as Auditor of the Foreign Company to hold office until the close of the next Annual General Meeting of the Foreign Company at a fee to be determined by the Directors.

By order of the Boards of IFN.

Dated: 8 October 2009



David Richardson

Company Secretary
Infigen Energy Group

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Ordinary Business

NOTES:

1. On a show of hands, every person present and qualified to vote has one vote and if one proxy has been appointed, that proxy will have one vote on a show of hands. Under the Corporations Act, if a shareholder or unitholder appoints more than one proxy, neither proxy may vote on a show of hands, but both proxies will be entitled to vote on a poll.
2. On a poll:
 - in the case of a resolution of the Company or the Foreign Company, each shareholder present in person has one vote for each share they hold. Also each person present as a proxy, attorney or duly appointed corporate representative of a shareholder, has one vote for each share held by the shareholder that the person represents; and
 - in the case of a resolution of the Trust, each unitholder present in person has one vote for each one dollar of the value of the units in the Trust held by the unitholder. Also, each person present as proxy, attorney or duly appointed corporate representative of a unitholder has one vote for each one dollar of the value of the units in the Trust held by the unitholder that the person represents.
3. A shareholder or unitholder entitled to attend and vote is entitled to appoint not more than two proxies. If it is desired to appoint two proxies, then an additional proxy form can be obtained from IFN's security registry by telephoning +61 2 8280 7180.
4. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion or number of the shareholder's or unitholder's voting rights.
5. A proxy need not be a shareholder of the Company or the Foreign Company or a unitholder in the Trust and may be an individual or body corporate.
6. Proxy forms (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment was signed or a certified copy of the authority) must be received by IFN's security registry Link Market Services:
 - by mail to Locked Bag A14, Sydney South NSW 1235; or
 - by hand to Level 12, 680 George Street, Sydney NSW 2000; or
 - by fax to +61 2 9287 0309.

Alternatively, if a proxy is not appointed under a power of attorney, proxy forms may also be lodged online at IFN's website www.infigenenergy.com in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN), and your postcode, as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions provided on the website.

All proxies must be received prior to 11am (AEDT) on Monday, 23 November 2009.

7. The Board of the Company, the Board of the Foreign Company and the Board of the Responsible Entity of the Trust (collectively, the **Boards of IFN**) have determined that, for the purposes of the meeting, shares and units will be taken to be held by the persons who are registered as shareholders and unitholders as at 7pm (AEDT) on Monday 23 November 2009. Accordingly, share transfers and transfers of units registered after that time will be disregarded in determining entitlement to attend and vote at the meetings.

Notice of Annual General Meetings

Explanatory Notes

EXPLANATORY NOTES

These explanatory notes are intended to provide shareholders of the Company and the Foreign Company and unitholders of the Trust (**Securityholders**) with information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meetings.

The Directors recommend that Securityholders read these explanatory notes in full before making any decision on how to vote on the resolutions.

A reference to a **Stapled Security** is a reference to one share in the Company, one share in the Foreign Company and one unit in the Trust which are stapled together to form a single security and must be traded and otherwise dealt with as a single security.

ORDINARY BUSINESS

Item 1: Financial Report – Company, Foreign Company and Trust

IFN has distributed both the IFN Annual Report 2009 and the Trust Annual Financial Report 2009 (**Annual Reports**) to Securityholders. The financial reports, as well as the Directors' and Auditor's reports, are included within these Annual Reports. The IFN Annual Report 2009 and the Trust Annual Financial Report 2009 are both available at IFN's website, www.infigenenergy.com.

Securityholders are not required to vote on the financial reports and the Directors' and Auditor's reports. However, an opportunity for Securityholders to discuss the financial and other reports will be provided at the meetings.

Item 2: To adopt the Remuneration Report – Company and Foreign Company only

Securityholders are asked to consider and adopt the Remuneration Report of the Company and Foreign Company by way of a non-binding resolution. The Remuneration Report is set out in the Directors' Report included within the IFN Annual Report 2009 and is also available from IFN's website, www.infigenenergy.com.

An opportunity to discuss the Remuneration Report will be provided at the meetings.

The Directors consider that the Remuneration Report discloses that the nature and level of the remuneration paid to Directors and senior executives is fair, reasonable and comparable to other organisations of similar scale. The vote on the Remuneration Report is advisory only, and does not bind the Directors. Notwithstanding that the resolution does not bind the Directors, the Directors will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the Directors and senior executives.

The Directors of the Boards of the Company and Foreign Company recommend the adoption of the Remuneration Report.

Item 3: Director Re-election – Company and Foreign Company Only

Michael (Mike) Hutchinson has been appointed by the Directors of the Company and the Foreign Company in accordance with article 10.8 of the Constitution of the Company and bye-law 12.8 of the Bye-Laws of the Foreign Company, and being eligible offers himself for re-election. Mike was originally appointed to the Board of the Company and the Board of the Foreign Company on 18 June 2009.

Mike is a qualified civil engineer, educated at the University of Newcastle upon Tyne, United Kingdom, and Harvard Business School. He was formerly an international transport engineering consultant with experience in the United Kingdom, France, Australia, Africa, South East Asia and the Pacific and a senior Australian Government official.

From 1980 to 1999 he was a senior official with the Australian Government, mainly working in the transport and communications sectors. He worked closely on reform of the Australian Government's state-owned enterprise sector from 1987 to 1996 and was acting Managing Director of the former OTC Ltd in 1989. He led the government's major privatisation program over the period 1996 to 1999, including Telstra, ANL Ltd, Australian National and most of Australia's airports, and he worked closely on the regulation of privatised infrastructure.

Since 2000 he has practised as a private consultant and company director. He has been a trustee of the Australian Government's superannuation schemes and a consultant to a global investment bank. Previous Directorships include Pacific Hydro Ltd, OTC Ltd, the Australian Postal Corporation and the Australian Graduate School of Management Ltd. He was also Chairman of the HiTech Group Australia Ltd.

Mike is currently an independent non-executive director and chair of the audit committee of Hastings Funds Management Ltd, and an independent non-executive director of Westpac Funds Management Ltd, The Australian Infrastructure Fund Ltd and EPIC Energy Holdings Ltd. He is a Member of the Institution of Engineers Australia, Australian Institute of Company Directors, Institution of Civil Engineers and Institution of Highways & Transportation.

The Directors of the Boards of the Company and Foreign Company (with Mike Hutchinson abstaining) recommend that Securityholders vote in favour of re-electing Mike Hutchinson as a Director of the Company and Foreign Company.

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Explanatory Notes

Item 4: Re-appointment of Auditor – Foreign Company Only

Section 89 of the Companies Act 1981 (Bermuda) requires that the Auditor of the Foreign Company be appointed as Auditor by the shareholders of the Foreign Company at each Annual General Meeting of the Foreign Company. Upon appointment, the Auditor is to hold office until the close of the next Annual General Meeting. PricewaterhouseCoopers is the current Auditor of the Company, Foreign Company and Trust, and as such, PricewaterhouseCoopers is nominated for re-appointment as Auditor of the Foreign Company up until the close of the next Annual General Meeting.

Section 89 of the Companies Act 1981 (Bermuda) also provides that the Directors of the Foreign Company may approve the remuneration of the Auditor as authorised by the shareholders of the Foreign Company. Directors of the Company and the Responsible Entity of the Trust currently have authority to approve the remuneration of PricewaterhouseCoopers in its capacity as Auditor of both the Company and the Trust. Shareholders of the Foreign Company are therefore requested to provide the Directors of the Foreign Company with similar authority to approve the remuneration of PricewaterhouseCoopers in its capacity as Auditor of the Foreign Company. The remuneration paid to PricewaterhouseCoopers in their capacity as Auditor of the Company, the Trust and the Foreign Company during the 2009 financial year is shown in note 8 to the financial statements within the IFN Annual Financial Report 2009.

The Directors of the Board of the Foreign Company recommend shareholders of the Foreign Company approve the resolution to re-appoint PricewaterhouseCoopers as Auditor of the Foreign Company.

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