



COZERO ENERGY RETAIL PTY LIMITED

APPLICATION FOR RETAILER AUTHORISATION - ELECTRICITY

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1. GENERAL PARTICULARS

1.1 APPLICANT

The applicant is COzero Energy Retail Pty Ltd (**COzero**).

1.2 TRADING NAME

COzero does not use a trading name.

1.3 ABN OR ACN

ACN is 165 155 966 (Please refer to *Appendix A: Certificate of Incorporation*).

1.4 REGISTERED ADDRESS FOR CORRESPONDENCE

PO BOX R775
ROYAL EXCHANGE
NSW 1565

1.5 NOMINATED CONTACT PERSON

Name: Alexander Smith
Position: Chief Financial Officer
Contact details: 0421 061 560

1.6 FORM OF ENERGY FOR WHICH A RETAILER AUTHORISATION IS SOUGHT

Electricity.

1.7 DATE YOU INTEND TO COMMENCE RETAIL OPERATIONS

1 January 2014.

1.8 NATURE AND SCOPE OF THE OPERATIONS PROPOSED

The applicant, COzero will be retailing electricity to business customers with an electricity consumption of over 100MWH. COzero will initially retail in New South Wales with a view to expanding nationally. Further details of the nature of COzero's operation can be found in the *Appendix B: Business Plan*.

1.9 JURISDICTIONS

The applicant will be operating initially in NSW with a view to expanding nationally.

1.10 TYPE OF CUSTOMERS

COzero will retail electricity to large business customers (annual electricity usage of over 100MWH).

2. ORGANISATIONAL AND TECHNICAL CAPACITY

2.1 PREVIOUS RETAILING EXPERIENCE

COzero does not have experience in the retailing of electricity, however has been involved in the renewable energy markets for over seven years. Furthermore, COzero’s Directors, senior management and shareholders have experience in the retail electricity market across all NEM jurisdictions.

2.2 OTHER RELEVANT EXPERIENCE

As mentioned above whilst COzero has no experience in retailing electricity its senior staff and shareholders have experience in the renewable and energy markets.

2.3 KEY SHAREHOLDER EXPERIENCE

COzero Energy Retail Pty Ltd is a wholly owned subsidiary of COzero Holdings Ltd.

Please refer to *Appendix C: Shareholding Structure* of the COzero group and *Appendix D: Energy Market Experience* for any shareholder owning over 20%.

2.4 ORGANISATION CHART

Please refer to *Appendix E: Organisational Chart*.

2.5 EMPLOYEES

COzero currently employs 19 employees. Number of employees that will initially be working on the Energy Retail business by functional unit is presented below (and is outlined in *Appendix E*):

Business Unit	Employees
Finance	2
Operations	3
Marketing & Sales	2
Corporate & Compliance	3
IT	1

2.6 QUALIFICATIONS, SKILLS & EXPERIENCE OF OFFICERS

2.6.1 OFFICERS

Title	Name	Experience
Chairman	Paul Ainsworth	<ul style="list-style-type: none"> • 25 years in operational and leadership roles both in the military and in business • Founder and Principal of the Lincoln Institute, a company that provides training and coaching for senior and emerging business managers and leaders • Co-founding Director and owner of Theta Investments, a managed fund specialising in the European derivative market. • Property Director for Aldi Stores – reporting directly to the Managing Director (Aus), responsible for over \$100M in project development • Masters of Business Administration (AGSM) • Provides coaching and leadership training to the Executive team at COzero • Assists at a Board level with the implementation and development of direction and strategy for the company.
Executive Director Chief Executive Officer	Nicholas Armstrong	<ul style="list-style-type: none"> • CEO and Founder of COzero in 2007 • Head of desk for COzero’s international emissions and Australian energy and environmental sales and trading business • Responsible Manager for COzero’s AFSL • Founded Greentricity (a 100% GreenPower electricity retailer, with a NSW license) in 2005, which was then sold in 2006 to Australian Power and Gas • Director of Ecosolar Pty Ltd a photovoltaic project developer, focused on the commercial segment from 2005 to present
Executive Director	Geoffrey Alexander	<ul style="list-style-type: none"> • Executive Director of COzero since 2009 • Over 15 years in the renewable and environmental markets • Responsible for the direction and development of the COzero Aggregation Business, catapulting the Company to be one of the largest Aggregators in Australia • Founded Neco Pty Ltd in 2004, a company involved in the trading of NGACS that employed over 40 staff
Executive Director	Stephen Moss	<ul style="list-style-type: none"> • Executive Director of COzero from March 2013 • Executive Director of Black Citrus, a Venture Capital firm • Previously an Executive Director of Moss Capital, an entity specializing in renewable energy, aggregation and trading. • Co-founded Moss Capital Pacific, an entity which specialized in Government advisory contract, management contracts and resource based assets throughout the South Pacific. • A previous Delegate of the United Nations in the UNFCCC Climate Change Negotiations, and a Director of the Hong Kong Governments Clean Air Council
Executive Director	Shinji Wada	<ul style="list-style-type: none"> • President of Nippon Gas Limited • Vice President of Japan Community Gas Association (JCGA) • Director of the Japan-Europe and Japan-Middle Asia Cultural and Economic Exchange Committees. • Over 35 years’ experience in the Japanese Gas Retail Industry, including City Gas

2.6.2 OTHER RESOURCES AVAILABLE

In addition to the officers of COzero described above, the below senior executives will be available.

Title	Name	Skills and Experience
Chief Financial Officer	Alexander Smith	<ul style="list-style-type: none"> Over 5 years of Chartered Accounting experience, specialising with clients in the manufacturing, professional services and financial sectors Responsible for all regulatory, legal and financial aspects of COzero Member of the Institute of Chartered Accountants Completing Masters of Global Law from the University of Sydney (specializing in Energy and Environmental Markets) Completing AEMO Diploma of Financial Markets
Director, Energy Sales	Simon Prunster	<ul style="list-style-type: none"> 7 years' experience at Energy Action, holding the title of Energy Markets & Regulatory Manager 7 years of direct experience in retailing electricity Previously responsible for contract negotiation and pricing for large electricity contracts Responsible Manager for Energy Action's AFSL Responsible for the companies Energy Retail sales targets and business development within the Energy Markets
Alternate Executive Director	Kunihiko Kashiwaya	<ul style="list-style-type: none"> Currently the Director and General Manager, Overseas Division, Nippon Gas Co., Ltd, Over 10 years of experience with a fund management company and a financial institution, investing in infrastructure projects in ASEAN region Holds a Master of Laws from the Hitotsubashi University Graduate School, Master of Law from Cornell Law School Kuni is a US Attorney-at-Law (N.Y State) and a U.S. Certified Public Accountant

2.7 HUMAN RESOURCES POLICIES

2.7.1 EMPLOYEE EXPERIENCE AND QUALIFICATIONS

COzero has implemented a Recruitment and Selection Policy to ensure that its employees have the experience, qualifications and capabilities to fulfil their roles competently and in accordance with COzero standards and policies. COzero's Recruitment and Selection Policy details the requirements for position description development, selection criteria, job advertising, interviews, good fame and character review, evidence of qualifications, reference checking and contracting.

Please refer to *Appendix F: Recruitment & Selection Policy*.

2.7.2 RELEVANT INDUSTRY LICENCES OR QUALIFICATIONS

Role	Qualification
Legal	<ul style="list-style-type: none"> Practitioners who qualify as Australian Lawyers (within the meaning of the Legal Profession Act 2004)
CFO	<ul style="list-style-type: none"> Chartered Accountant (C.A)
Energy Trading	<ul style="list-style-type: none"> ASIC RG146 complying qualification for derivatives (e.g. AFMA Accreditation, Financial Services Diploma)

2.8 TRAINING POLICIES

2.8.1 TRAINING POLICY

COzero has implemented Training and Development Policy to ensure that employees have the appropriate skills and knowledge to competently fulfil the tasks and functions assigned to them. COzero provides continuing training for employees to ensure their knowledge and skills stay current and relevant.

Please refer to *Appendix G: Training and Development Policy*.

2.8.2 TRAINING PROGRAM DETAILS

COzero has developed a comprehensive training program. The training program covers mandatory training for all staff and specific training for staff involved in electricity retailing and support functions. Mandatory training for all staff includes company induction, compliance and risk, complaints handling, privacy and business conduct. Specific training for staff involved in customer interaction and support function for the electricity retailing business include compliance and operational topics. Further training is required for those staff with duties under financial services laws.

Completion of the required training program by staff is regularly reviewed as part of the compliance plan and the individual's performance review.

Training is delivered in-house and through third party training providers and is delivered by on the job training, workshops and online learning. Training is recorded in the Training Register and records are maintained for seven years.

Unit	Training
COzero Induction	For all staff group wide <ul style="list-style-type: none"> • COzero business strategy • COzero Group Compliance Policy • COzero Group Risk Policy • COzero Human Resources Policy • COzero Code of Conduct & Ethics • COzero Health and Safety Policy
Complaints handling	For all staff group wide <ul style="list-style-type: none"> • ISO standards, ASIC and AER requirements • COzero Complaints Handling Policy, issues management and escalation procedures
Privacy and business conduct	For all staff group wide <ul style="list-style-type: none"> • Privacy Act requirements • Competition and Consumer Act requirements • COzero policies for handling customer information, issues management and escalation procedures
Retail Compliance	For all electricity retail staff <ul style="list-style-type: none"> • AEMO Introduction to Australian Energy Markets • COzero Marketing & Sales Procedures <ul style="list-style-type: none"> ○ Customer acquisition ○ Contracting with customers ○ Customer support ○ Credit and billing ○ Customer transfers • COzero Electricity Retail Policy
Finance	For Finance and Operations staff <ul style="list-style-type: none"> • AEMO Settlement Managers Workshop • Austraclear procedures • CA Continuing Professional Development Program
AFSL Compliance Program	For Trading, Risk Management, Finance and Operations staff <ul style="list-style-type: none"> • Financial Services Laws and AFS licence conditions • Anti-Money Laundering and Counter Terrorism Financing (AMLCTF) Program

2.9 COMPREHENSIVE BUSINESS PLAN

A comprehensive business plan is attached as *Appendix B: Business Plan*.

2.10 QUALITY ASSURANCE ACCREDITATION

COzero Energy Retail Pty Ltd is a newly incorporated company established to retail electricity and has not completed any quality assurance accreditations.

2.11 COMPLIANCE STRATEGY

2.11.1 OBLIGATIONS

COzero understands that electricity is an essential service and as a retailer we provide a significant input to our customers' businesses and the National Electricity Market (**NEM**). COzero understands the importance of complying with Energy Laws and the terms of our licence.

COzero has implemented compliance policy consistent with Australian Standard AS3806 and its score principles of commitment, implementation, monitoring and measuring and continuous improvement.

Please refer to *Appendix H: COzero Group Compliance Policy*

COzero has compiled a detailed set of Policies and Procedures to ensure that COzero can manage its retail operations and remain compliant with all relevant obligations. These include complying with the National Electricity Retail Law, National Electricity Retail Rules, AER Guidelines and authorisation conditions (pending approval) and jurisdiction specific energy obligations for each state that COzero intends to provide electricity. COzero has also considered its obligations under National Electricity Customer Framework (**NECF**), Competition and Consumer act 2010, Australian Consumer Law, Privacy Act 1988 and other relevant legal or regulatory requirements to ensure appropriate interactions with customers. In addition, COzero recognises the importance of complying with the requirements of AEMO and Austraclear. The internal compliance and risk management team, with assistance of its legal and compliance service providers, ensure identification and compliance with relevant obligations on an ongoing basis. These policies are documented in the COzero Electricity Retail Policy Manual.

Please refer to *Appendix I: COzero Electricity Retail Policy Manual*

We note that COzero also complies with Financial Services Laws and the conditions of its Australian Financial Services Licence (**AFS licence**). A copy of the *COzero Financial Services Compliance Manual* is available upon request.

2.11.2 COMPLAINT AND DISPUTE RESOLUTION PROCEDURES

COzero has implemented a Complaints Handling Policy consistent with ISO1002 standard for the handling of customer complaints. The policy recognises the complaints definition under the AER Guideline.

All complaints are taken seriously, handled swiftly and with sensitivity. All details relating to customer complaints are documented, recorded in the Complaints Register and reported to meet the AER reporting requirements.

Please refer to *Appendix J: COzero Complaint Handling Policy*.

2.11.3 PRIVACY

COzero recognises the importance of proper handling of customer information in all interactions by voice, written, electronic and web based. COzero has developed a Privacy Policy that is available on its website.

Please refer to *Appendix K: COzero Privacy Policy*.

2.12 RISK MANAGEMENT STRATEGY

COzero has implemented a risk management framework consistent with ISO 31000:2009 and AS4360:2004. The key risks associated with operating an electricity retail business have been identified and the Board has endorsed a detailed Energy Risk Management Policy. The Board has ultimate responsibility for energy risk management with primary oversight provided by the Risk Management Committee and management processes and responsibilities delegated to executive management and staff. This Policy is subject to regular review and external assurance.

Please refer to *Appendix L: COzero Group Risk Management Policy* and *Appendix M: Energy Risk Management Policy*.

2.13 INSURANCE ARRANGEMENTS

COzero holds all insurances necessary to comply with statutory obligations. These insurances have been underwritten by Zurich Financial, CGU and AIG Australia. Details of COzero's insurance can be found in *Appendix F: Recruitment & Selection Policy*.

2.14 OUTSOURCING & THIRD PARTY AGREEMENTS

All operational aspects of the retail business will be carried out by COzero. The following details are of all outsourced services that will assist the COzero staff with the operation of the retail license.

Please refer to *Appendix N: Outsourced Service Provider*.

2.15 AEMO REGISTRATION

COzero's application for AEMO registration was lodged on the 20th September, 2013. Approval is expected within the coming weeks. COzero is familiar with the rules and conditions governing market participation including settlement and reconciliation of electricity purchases and network service charges. Furthermore, all COzero staff involved in the settlement process will undergo both internal and external training.

2.16 ASX AUSTRACLEAR MEMBERSHIP

COzero has applied to ASX Austraclear for access to the real time cash settlement system required by AEMO to settle major supplier accounts. COzero will comply with the Austraclear Rules and meet their technical infrastructure requirements. COzero lodged an application on the 11th September, 2013. Furthermore, all COzero staff involved in the settlement process will undergo both internal and external training.

2.17 FINANCIAL MARKETS

Please refer to *Appendix O: Financial Markets*

2.18 DISTRIBUTION USE OF SYSTEM AGREEMENTS

COzero has begun discussions with Ausgrid, Endeavour Energy and Essential Energy to negotiate Use of System Agreements. As COzero begins to gain market share in NSW, it will look to expand nationally and as it does so, will discuss future Agreements with the Distribution Network Service Providers of each state.

2.19 OTHER ARRANGEMENTS

COzero is registered with the Clean Energy Regulator for the surrender of STCs and LGCs and holds an ANREU account for the registration of carbon units.

COzero has established arrangements with related bodies corporate to provide access to over-the-counter and exchange traded energy markets products.

COzero is currently seeking membership of the Energy and Water Ombudsman NSW.

COzero will become a member of the following industry associations; Energy Users Association of Australia, Energy Retailers Association of Australia and Property Council of Australia.

COzero is a member of the Clean Energy Council.

2.20 ROLR HISTORY

As a new participant in the National Electricity Markets, COzero has not required RoLR or other regulatory incidents.

3. FINANCIAL RESOURCES

3.1 AUDITED FINANCIAL REPORTS FOR THE PAST 3 YEARS

Attached are the 2011 (*Appendix P: 2011 Audited Accounts – COzero Pty Ltd*), 2012 (*Appendix Q: 2012 Audited Accounts – COzero Pty Ltd*) and 2013 (*Appendix R: 2013 Audited Accounts – COzero Holdings Ltd*) financial audits for COzero Pty Ltd (the trading entity of the COzero group).

The audit for COzero Pty Ltd and COzero Holdings Ltd will be signed off on the 27th of September 2013. In December 2012, the COzero Group undertook a corporate restructure, where a holding company was interposed. As such the consolidated statements for the COzero Group are from the date of incorporation (19 December 2012) to 30 June 2013.

As COzero Energy Retail is a newly incorporated entity for the purpose of retailing electricity, there are no financial statements.

COzero Energy Retail will be guaranteed by the board of the parent company, COzero Holdings Ltd. COzero Holdings is in a position to cover the prudential requirements of [confidential] and the network distributors credit support requirements as necessary.

3.2 OTHER CHAPTER 2M REPORTING/ ASIC LODGEMENTS

As a newly incorporated special purpose vehicle for the purpose of retailing electricity, COzero Energy Retail has not been required to lodge any documents with the Australian Securities Investment Commission pursuant to Chapter 2M of the *Corporations Act*.

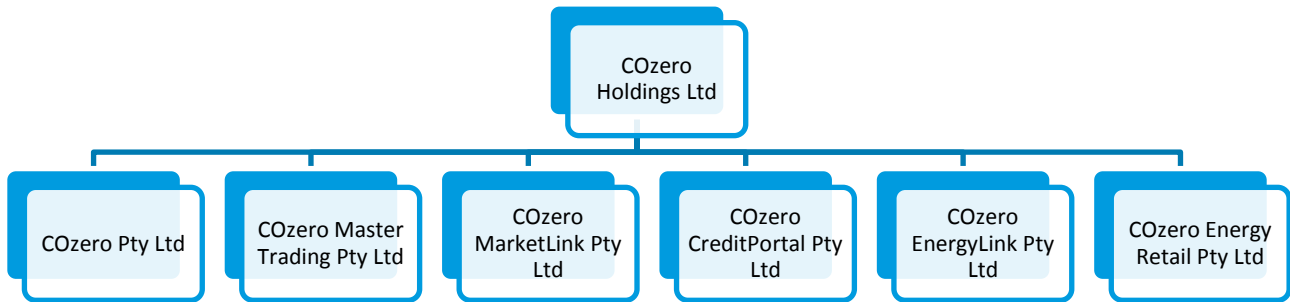
3.3 CREDIT RATING

COzero does not have a credit rating.

3.4 GROUP STRUCTURE

3.4.1 OWNERSHIP STRUCTURE

COzero Energy Retail is a wholly owned subsidiary of COzero Holdings Ltd. The shareholding for COzero Holdings is attached in *Appendix C*.



3.4.2 CONTRACTUAL ARRANGEMENTS

Arrangements are in place where COzero Energy Retail Pty Ltd has access to the full resources of the COzero Group. This includes access to;

- Policies, procedures and compliance support
- Administrative support
- Personnel
- Financial Support
- Risk Management
- IT support
- Group Reporting and quality assurance

3.5 FORECAST REVENUE AND EXPENSES

Please refer to *Appendix V: Financial Model*

3.6 AUDITOR'S DECLARATION

Please refer to *Appendix P: 2011 Audited Accounts – COzero Pty Ltd*, *Appendix Q: 2012 Audited Accounts – COzero Pty Ltd* and *Appendix R: 2013 Audited Accounts – COzero Holdings Ltd*

3.7 DIRECTOR DECLARATION

Please refer to *Appendix S: Director Declaration*

3.8 BANK GUARANTEES

AEMO has not set a maximum credit limit for COzero. The General Manager has been in discussions with AEMO and COzero has elected to accept the AEMO default maximum credit limit. Arrangements will be made with [confidential] for a bank guarantee for this amount, and this will be lodged with AEMO as soon as registration has been granted.

3.9 ADDITIONAL INFORMATION

3.9.1 DETAILS OF INCORPORATION

A copy of COzero Energy Retail Certificate of Incorporation is provided in *Appendix A*, and a copy of COzero Energy Retail constitution is provided at *Appendix T: Constitution*.

3.9.2 AUSTRALIAN FINANCIAL SERVICES LICENCE

COzero Master Trading Pty Ltd holds an Australian Financial Services Licence 425513. The licensee provides financial services for specific companies in the group under intermediary arrangements and authorised representative arrangements (pursuant to s.911A(2)(b) of the *Corporations Act 2001* (Cth)).

COzero is currently varying the AFS licence to extend its derivatives authorisation based on the wholesale price of electricity and other financial products for managing risk in the National Electricity Market, including reallocation agreements and settlement residue auctions. ASIC is currently processing this variation.

Please refer to *Appendix U: COzero Master Trading Australian Financial Services Licence* for a copy of the current AFS licence. We will forward a copy of the new licence authorisations once approved by ASIC.

3.9.3 BUSINESS PLAN

COzero has a detailed business plan and financial model for the next three years. A summary of the financial model and business plan is contained in *Appendix V: Financial Model*.

4. SUITABILITY

4.1 OFFICER DECLARATION

Please refer to *Appendix W: Director and Officer Declarations*.

4.2 MATERIAL FAILURES, LEGAL ACTIONS, REVOCATION OF AUTHORITIES

COzero confirms that none of its directors, nor any other person that exerts control over its business activities have been the subject of any offences or successful prosecutions under any territory, state, Commonwealth or foreign legislation that are relevant to AER's capacity as an energy retailer.

COzero confirms that neither it, its associates or any other businesses where its officer have held positions nor any other entity that exerts controls over its business activities has been the subject of:

- Any material failure to comply with regulatory requirements, laws or other obligations over the previous 10 years, including all circumstances that resulted in an infringement notice or other enforcement action (including undertakings) being taken by a regulatory body;
- Any previous revoked authorisations, authorities or licences held in any industry;
- Any failed authorization, authority or licence applications in any industry; or
- Any past or present administrative or legal actions in relation to an authorization, authority or licence in any industry.

4.3 CRIMINAL HISTORY CHECK

Criminal history checks for Directors and Officers of COzero will be provided on request where necessary.

4.4 DISQUALIFIED DECLARATION

No Directors or officers of COzero have been disqualified from the management of corporations.

4.5 CHIEF FINANCIAL OFFICER'S DECLARATION

Please refer to *Appendix W: Director and Officer Declarations* for the CFO's declaration that COzero does not have a bankruptcy record in any overseas jurisdiction.

4.6 OFFICERS DETAILS

Please refer to *Appendix X: Details of Officers* for name and residential address of officers.

4.7 SUITABILITY POLICY

COzero is committed to building a business that operates ethically and is the subject of robust governance frameworks and processes. COzero seeks to achieve these outcomes by:

- Standard employment agreement deals with probity expectations and requirements including confidentiality, compliance with laws and regulations and code of conduct;
- Completing Good Fame and Character screening for all Board and executive positions, including criminal history and bankruptcy checks for all jurisdictions they have resided in during the past 10 years and extensive reference checks;
- Implementing the COzero Group Compliance Policy requiring commitment from Board of Directors and regular negative and positive assurance from directors, senior executives and other key managers in relation to probity matters;
- Promoting ethical conduct through the adoption of the COzero Code of Conduct & Ethics and including ethics topics as a mandatory part of the training program;
- Accurate and meaningful minute-taking for all Board and sub-committee meetings;
- Conducting regular reviews of executive and Board activities and decisions; and
- Providing access to qualified legal providers for advice.

4.8 ADDITIONAL INFORMATION

COzero is also subject to probity requirements under Financial Services Laws, AFS licence, ANREU and AUSTRAC registrations.

5. APPENDICES

Commercial in Confidence

Appendix A: Certificate of Incorporation

Appendix B: Business Plan

Appendix C: Shareholding Structure

Appendix D: Energy Market Experience

Appendix E: Organisational Chart

Appendix F: Recruitment & Selection Policy

Appendix G: Training and Development Policy

Appendix H: COzero Group Compliance Policy

Appendix I: COzero Electricity Retail Policy Manual

Appendix J: COzero Complaint Handling Policy

Appendix K: COzero Privacy Policy

Appendix L: COzero Group Risk Management Policy

Appendix M: Energy Risk Management Policy

Appendix N: Outsourced Service Providers

Appendix O: Financial Markets

Appendix P: 2011 Audited Accounts – COzero Pty Ltd

Appendix Q: 2012 Audited Accounts – COzero Pty Ltd

Appendix R: 2013 Audited Accounts – COzero Holdings Ltd

Appendix S: Director Declaration

Appendix T: Constitution

Appendix U: COzero Master Trading Australian Financial Services Licence

Appendix V: Financial Model

Appendix W: Director and Officer Declarations

Appendix X: Details of Officers

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