

28 June 2022

## NEW ENERGY SOLAR

### 2022 NOTICE OF EXTRAORDINARY GENERAL MEETING

New Energy Solar Limited (ACN 609 396 983) (**NEW** or the **Company**) advises of its upcoming Extraordinary General Meeting (**the Meeting**).

The Meeting will be held at the time, date and place detailed below to consider and vote on the resolution in this notice.

Date:	Friday 29 July 2022
Time:	11.00am (Sydney time)
Venue:	The Meeting will be held as a physical meeting at Level 32, 1 O'Connell Street, Sydney NSW 2000

The Meeting will provide an opportunity for Shareholders to consider, and if thought fit, to pass a resolution approving a return of capital up to a maximum of \$11,220,579.51 or approximately \$0.035 per NEW share (**Capital Return**). If approved, the Capital Return will be funded from the proceeds from the sale in May 2022 of a part share of New Energy Solar's California solar plant, Mount Signal 2.

The attached New Energy Solar Limited Notice of Meeting 2022 (including explanatory memorandum) provides details of the resolution to be considered by Shareholders.

Shareholders are encouraged to:

- Read the Notice of Meeting in full.
- Attend and participate in the Meeting, which will provide an opportunity to ask questions regarding the Capital Return.
- Vote on the resolution as set out in the Notice of Meeting.

For further information, please contact:

Caroline Purtell  
Company Secretary  
Tel: 1300 454 801

Authorised for release by New Energy Solar Limited.

#### New Energy Solar

##### Australia

Level 32, 1 O'Connell Street, Sydney NSW 2000

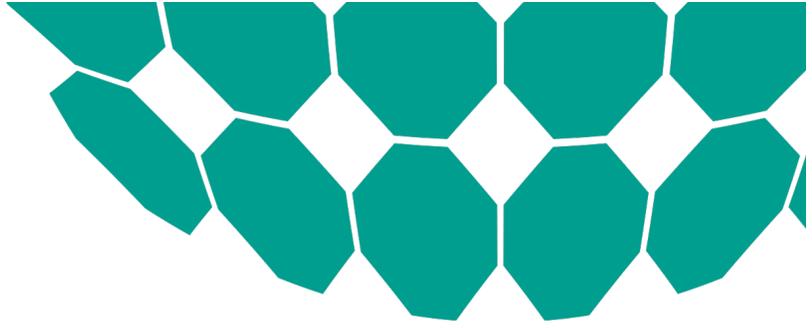
**T** 1300 454 801 **F** 1300 883 159

**E** [info@newenergysolar.com.au](mailto:info@newenergysolar.com.au) **W** [nes.com.au](http://nes.com.au)

##### United States

276 Fifth Avenue, Suite 805, New York NY 10001

**T** 646 860 9900



**New Energy Solar Limited**

ACN 609 396 983

Extraordinary General Meeting

**11:00am Sydney Time**

**29 July 2022**

**Level 32**

**1 O'Connell Street**

**Sydney NSW 2000**

**New Energy Solar Limited  
Notice of Meeting 2022**

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**New Energy Solar**

**Australia**

Level 32, 1 O'Connell Street, Sydney NSW 2000

**T** 1300 454 801 **F** 1300 883 159

**E** [info@newenergysolar.com.au](mailto:info@newenergysolar.com.au) **W** [nes.com.au](http://nes.com.au)

**United States**

276 Fifth Avenue, Suite 805, New York NY 10001

**T** 646 860 9900

## 1 BACKGROUND

New Energy Solar Limited (ACN 609 396 983) (**Company** or **NEW**) is an Australian Securities Exchange (**ASX**) listed entity.

## 2 NOTICE OF MEETING TO SHAREHOLDERS

Notice is given that an Extraordinary General Meeting of Shareholders of the Company will be held (**Meeting**) at the time, date and place detailed below to consider and vote on the resolution in this notice of meeting (**Notice**):

### DATE

**11:00am (AEST) on 29 July 2022.**

### VENUE

**Level 32, 1 O'Connell Street, Sydney, NSW, 2000.**

The Directors recommend that Shareholders vote in favour of the resolution set out in this Notice.

Terms and expressions used in this Notice have, unless otherwise defined, the same meanings as set out in the Explanatory Memorandum.

## 3 BUSINESS

### SPECIAL BUSINESS

#### 1. Return of Capital

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

“That, for the purposes of Part 2J.1 of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the equal reduction of the share capital of the Company up to a maximum of \$11,220,579.51. The reduction of capital is to be effected by the Company paying to each registered holder of fully paid ordinary shares in the Company on the Record Date the pro rata amount of the capital reduction per ordinary share.”



## 4 OTHER INFORMATION

An Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

To constitute a valid meeting of the Company, a quorum of the lesser by number of at least three Shareholders or Shareholders representing at least 10% of the voting Shares must be present at the time when the Meeting proceeds to business.

The resolution proposed to be considered at the Meeting is an ordinary resolution. To be passed, the resolution must be approved by a simple majority of the total votes cast by Shareholders entitled to vote on the resolution (including Shareholders who are voting by proxy).

## 5 PROXIES, CORPORATE REPRESENTATIVES AND ATTORNEYS

### PROXIES

Any Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead.

A proxy need not be a Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxies must be:

- (a) lodged by posting them or delivering them by hand to the address specified below;
- (b) received at the fax number specified below; or
- (c) registered online.

not later than 48 hours before the Meeting i.e.

**11:00am (AEST) on 27 July 2022.** Proxy forms received later



than this time will be invalid. Additional proxy forms will be supplied by the Share Registry on request.

If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is not the Chair of the Meeting, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chair of the Meeting, the proxy must vote on a poll and must vote as directed.

There are some circumstances where the Chair of the Meeting will be taken to have been appointed as a Shareholder's proxy for the purposes of voting on a particular resolution even if the Shareholder has not expressly appointed the Chair of the Meeting as their proxy. This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution;
- the Chair of the Meeting is not named as the proxy;
- a poll has been called on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy attends the Meeting but does not vote on the resolution.

Shareholders who cast a vote on a resolution before the Meeting by lodging a valid proxy will still be entitled to lodge a further vote on that resolution during the live Meeting, with the later vote overriding the earlier vote.

Shareholders should consider directing their proxy how to vote on each resolution by crossing either the "For", "Against", or "Abstain" box when lodging their proxy form to ensure that their proxy is permitted to vote on their behalf in accordance with their instructions.



By mail: New Energy Solar  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

In person: Level 12, 680 George Street,  
Sydney NSW 2000

Online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

A proxy form is provided with this Notice.

### **CORPORATE REPRESENTATIVES**

A Shareholder or proxy that is a corporation and entitled to participate and vote at the Meeting may appoint an individual to act as its corporate representative. Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company before the Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a resolution.

### **ATTORNEY**

To vote by attorney at the Meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Share Registry before 11:00am (AEST) on 27 July 2022 in any of the following ways:

By mail: New Energy Solar  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

In person: Level 12, 680 George Street,  
Sydney NSW 2000

By fax: +61 2 9287 0309

Online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)



## **6 ENTITLEMENT TO VOTE**

Persons who are registered Shareholders at 11:00am (AEST) on 27 July 2022 will be entitled to vote at the Meeting. If you are in any doubt as to whether you are entitled to vote, please notify us immediately.

By order of the Board.

CAROLINE PURTELL  
Company Secretary

28 June 2022

## **7 MEETING**

### **THE RESOLUTION WILL BE BY POLL**

In accordance with clause 7.7(b) of the Company's constitution, the Chair intends to demand a poll for the resolution proposed at the Meeting. The resolution considered at the Meeting will be conducted by a poll, rather than on a show of hands.

The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented and offered an opportunity to participate at the Meeting.

### **ATTENDING IN PERSON**

Shareholders can attend the Meeting in person and vote using the paper voting cards provided.

### **RESTRICTION ON RECORDING**

Shareholders, proxies, corporate representatives or other permitted attendees to the Meeting must not record, transmit or otherwise permit attendance or access to the Meeting to any party who is not otherwise entitled to attend the Meeting.



## GLOSSARY

In this Explanatory Memorandum and the Notice:

**Extraordinary General Meeting or Meeting** means the extraordinary general meeting of the Company convened by this Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the Australian Securities Exchange.

**Board** means some or all of the Directors acting as the board of the Company.

**Company** means New Energy Solar Limited (ACN 609 396 983).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum to this Notice.

**Notice** means the notice of meeting contained in this document.

**Record Date** means 5 August 2022.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means a holder of a Share.

**Share Registry** means Link Market Services.



This Explanatory Memorandum relates to the Extraordinary General Meeting of the Company to be held at **Level 32, 1 O'Connell Street, Sydney NSW 200** on **29 July 2022 at 11.00am (AEST)**.

### **Resolution 1 – Return of Capital**

#### *What is the purpose of the Meeting?*

The purpose of the Meeting is for the Shareholders to consider, and if thought fit, to pass a resolution approving a return of capital (up to a maximum of \$11,220,579.51) to Shareholders (**Capital Return**).

#### *What is the Capital Return?*

The Company proposes to reduce its share capital by a maximum of \$11,220,579.51 by returning to Shareholders an amount of approximately \$0.035 per Share held at the Record Date. The moneys that will be used to make the payments to relevant Shareholders in respect of the Capital Return will be sourced from the proceeds received by the Company from the sale of solar plant assets which occurred in May 2022 (**Sale**).

The amount of approximately \$0.035 per Share (based on the capital structure as at the date of this Explanatory Memorandum) will be returned to relevant Shareholders by way of an equal capital reduction under Chapter 2J.1 of the Corporations Act. The date and time for determining which Shareholders will participate in the Capital Return is the Record Date, which is expected to be 5 August 2022.

The number of issued Shares will not change as a result of the Capital Return.

If the Capital Return is not approved, the excess cash will be retained by the Company or utilised as the Board considers appropriate.

The precise amount to be returned to Shareholders under the Capital Return cannot be specified at this time as some or all of the funds proposed to be paid to Shareholders under the Capital Return may be required to meet ongoing costs of the Company. These costs may include ongoing management fees and operating costs. While the Board has estimated the likely funds required to meet the remaining operating costs of the Company and is confident that the funds to be used for the Capital Return will not be required for operating costs, there is a risk that further costs may subsequently be identified.

Accordingly, the amount set out in Resolution 1 represents the maximum amount that the Company may return to Shareholders under the Capital Return. The Company intends to return as much of the cash authorised to be returned under Resolution 1 as possible, having regard to the above constraints.

The Board proposes to announce the precise amount to be returned to Shareholders under the Capital Return no later than 5 business days prior to the Record Date.

#### *Reasons for the Capital Return*

The Board has undertaken a detailed review as to how it should manage the Company's capital position following receipt of the proceeds from the Sale. The advice that was received by the Board, together with the absence of clear and present strategic investment opportunities, has led to the Board's decision to propose the Capital Return.

#### *What approvals are required?*



The Capital Return will constitute an equal capital reduction for the purposes of the Corporations Act as:

- (a) it relates only to ordinary shares;
- (b) it applies to each holder of ordinary shares in proportion to the number of ordinary shares they hold; and
- (c) the terms of the reduction will be the same for each holder of ordinary shares.

Section 256B(1) of the Corporations Act permits a company to reduce its share capital, including by returning capital in cash or in kind, if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C.

Resolution 1 seeks the approval of Shareholders as required under section 256C.

*Is the Capital Return fair and reasonable to Shareholders?*

The Board considers that the Capital Return is fair and reasonable to Shareholders as it will apply to all Shareholders equally having regard to the number of Shares held by each of them at the Record Date.

*Is there any material prejudice to creditors?*

The Directors have carefully reviewed the Company's assets, liabilities and expected cash flows, and believe that the Capital Return will not materially prejudice the Company's ability to pay its creditors. The Directors have also satisfied themselves as to the solvency of the Company following the implementation of the Capital Return.

*Who will participate in the Capital Return?*

Subject to Shareholder approval, the Capital Return will be made to all Shareholders.

The amount payable in respect of each Share on issue on the Record Date will be calculated as follows:

Capital Return payable per Share = maximum \$11,220,579.51

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Number of Shares on issue on the Record Date.

This figure will then be rounded up or down to the nearest hundredth of a cent, applying standard rounding techniques.

If the Capital Return is approved by Shareholders, payment will be made to entitled Shareholders:



(a) with a registered address in Australia, by direct credit in accordance with the constitution of the Company. For entitled Shareholders who have a registered address in Australia but who have not provided the Share Registry with their direct credit instructions for payment, the Company will withhold payment in respect of the Capital Return until the entitled Shareholder's direct credit instructions have been provided to the Share Registry; and

(b) with a registered address outside of Australia, by cheque.

#### *Timetable for the Capital Return*

Subject to Shareholder approval, the proposed Capital Return is expected to take effect in accordance with the following timetable (\*):

<b>EVENT</b>	<b>DATE</b>
Latest date for lodgement of proxies	11.00 AM on 27 July 2022
Meeting	29 July 2022
Effective date of Capital Return	1 August 2022
Shares trade "ex" the Capital Return	4 August 2022
Record Date	5 August 2022
Implementation of Capital Return	19 August 2022

(\*) All dates and times are indicative only. The Company reserves the right to vary these dates and times. All dates and times in this Notice refer to Australian Eastern Standard Time. The Company will make an announcement to ASX of any changes to the timetable if they occur.

#### *Tax treatment of the Capital Return*

The following is a broad outline of the tax consequences for Shareholders associated with the Capital Return. This outline is not exhaustive of all possible income tax considerations that could apply to a particular Shareholder.

All Shareholders should consult their own independent professional tax advisers regarding the tax consequences of the Capital Return. There are a number of limitations to the outline including that:

1. it applies only to Shareholders who are Australian residents for income tax purposes. It does not cover the tax treatment for any other classes of taxpayers including individuals who are non-residents of Australia for tax purposes, insurance organisations, superannuation funds, trusts or employees of the Company who acquired their Shares in respect of their employment;
2. it applies only where Shareholders hold their Shares on capital account. It does not apply where the Shares are held on revenue account (e.g. Shares held by Shareholders who trade in securities or hold Shares as trading stock); and



3. it is based on Australian tax law in effect at the date of this Explanatory Memorandum. It does not consider or anticipate any changes in the law (including changes to legislation, judicial authority or administrative practice).

The proposed Capital Return should be treated as a return of capital, and not as a dividend, for income tax purposes. The proposed Capital Return is sourced from the receipt of the consideration paid to acquire a part share of one of the Company's solar plant assets which occurred in May 2022.

Shareholders may be liable to pay capital gains tax (**CGT**) in relation to the Capital Return, however, this will depend on Shareholders' individual circumstances. An outline of the potential CGT consequences for Shareholders is as follows:

1. if the amount of the Capital Return is less than or equal to the Shareholder's CGT cost base of the Shares they hold, the CGT cost base will be reduced by the amount of the Capital Return, but it cannot be reduced below nil;
2. if the Capital Return is more than the Shareholder's CGT cost base, the CGT cost base will be reduced to nil, and the excess amount of the Capital Return will be included in the Shareholder's taxable income calculation as a capital gain;
3. if applicable, any capital gain can be treated as a discount capital gain where the Shares were purchased by the Shareholder at least 12 months prior to the payment of the Capital Return, and the other requirements of the discount capital gains provisions have been satisfied; and
4. any capital gain made may be sheltered by any capital losses made by the Shareholder during the income year or carried forward from prior years.

The Company and its advisers do not accept any liability or responsibility in respect of any statement concerning the taxation consequences of the Capital Return or in respect of the taxation consequences themselves.

#### *Effect on the Company*

As at the date of this Notice, the Company has 320,587,986 Shares on issue. If the Capital Return is implemented, the Company's issued share capital will be reduced by up to \$11,220,579.51, being approximately \$0.035 per Share. After the proposed Capital Return, the number of Shares on issue will remain the same but the capital of the Company will be reduced by the amount of the Capital Return. As no Shares will be cancelled in connection with the Capital Return, the Capital Return will not affect the number of Shares held by each Shareholder or the control of the Company.

The Board considers that the Capital Return will not adversely affect the Company's capacity to fund or pursue existing business and growth opportunities and will not impact the Company's dividend policy. No adverse tax consequences are expected to arise for the Company as a result of the Capital Return.

#### *Why you might vote against the Capital Return*

The Directors unanimously recommend that Shareholders vote in favour of the Capital Return. However, a Shareholder may choose to vote against Resolution 1 approving the Capital Return as:



- they may consider that the Company is more likely to generate a better financial return through reinvestment of funds than through direct investment by each Shareholder;
- they may consider that the Company should retain the funds; and
- they may be concerned that if the Capital Return is implemented, Shares may trade at a lower price than they would have done had the Capital Return not been implemented. This is likely to occur from the "ex" date, being the day that the Shares trade without an entitlement to participate in the Capital Return.

*Recommendation of Directors*

The Directors are of the opinion that the proposed Capital Return is fair and reasonable to Shareholders as a whole and does not materially prejudice the Company's ability to pay its creditors. Accordingly, for the reasons set out in this Notice, the Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

No Director will receive any payment or benefit of any kind as a consequence of the Capital Return other than as a Shareholder of the Company. As at the date of the Notice, the following Directors have an interest in the Capital Return as they are Shareholders:

<b>NAME OF DIRECTOR</b>	<b>INTEREST</b>
Jeffrey Whalan	541,552
James Davies	43,016
John Holland	256,754
John Martin	657,479
Maxine McKew	66,666

*Other information*

In accordance with section 256C(5) of the Corporations Act, a copy of this Notice has been lodged with ASIC.

These Explanatory Notes provide Shareholders with all information known to the Company which has not previously been disclosed to Shareholders that is material to the decision whether or not to vote in favour of Resolution 1

Enclosed with the Notice are: (a) a proxy form to be completed if you would like to be represented at the Meeting by proxy (b) a reply-paid envelope for you to return the proxy form.



## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
New Energy Solar Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474

## PROXY FORM

I/We being a member(s) of New Energy Solar Limited and entitled to attend and vote hereby appoint:

### 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 you are appointing as your proxy

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am on Friday, 29 July 2022 at Level 32, 1 O'Connell Street Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

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

#### Resolutions

For    Against    Abstain\*

1 Return of Capital

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 2

 \* 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER 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 shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### 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 shares 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 shares 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:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- 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" must 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 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### 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 **11:00am on Wednesday, 27 July 2022**, 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](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

New Energy Solar 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\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

or

Level 12  
680 George Street  
Sydney NSW 2000

\*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**