

**Envirosuite Limited**

ACN: 122 919 948

# Notice of Annual General Meeting and Explanatory Statement

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**Date of Meeting:** Thursday, 25 November 2021

**Time of Meeting:** 1pm (AEDT)

**Place of Meeting:** Online via a live webcast and online platform

This Notice of Annual General Meeting should be read in its entirety. If you are in doubt as to how to vote at the meeting you should seek advice from your accountant, solicitor or other professional adviser before voting.

**ENVIROSUITE LIMITED**  
**ACN 122 919 948**

**NOTICE OF ANNUAL GENERAL MEETING**

**PART A – AGENDA**

The 2021 Annual General Meeting (**Meeting**) of Envirosuite Limited (the "**Company**") will be held via an online platform, together with a live webcast, on Thursday, 25 November 2021 at 1pm (AEDT).

The Company's 2021 Annual Report can be accessed via the Company's website at:

<https://envirosuite.com/investors/market-announcements>

Terms used throughout this document are defined in Part D.

**1. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, Directors' Report and Independent Audit Report for the Company for the financial year ended 30 June 2021.

**2. QUESTIONS AND COMMENTS**

- 2.1 In order to operate in a Covid-19 safe manner, the Board has made the decision to conduct the Meeting remotely, via an online platform together with a live webcast. Shareholders will be able to participate in the Meeting via these mediums. More information regarding participation in the Meeting online can be found by visiting [www.envirosuite.com/investors](http://www.envirosuite.com/investors), in the Explanatory Statement and in Part C of this Notice of Meeting.

**3. RESOLUTION 1 - REMUNERATION REPORT ADOPTION**

To consider and, if thought fit, pass, with or without amendment, the following resolution, in accordance with section 250R(2) of the Corporations Act, as an **ordinary resolution**:

*"That the Remuneration Report for the year ended 30 June 2021 be adopted."*

**4. RESOLUTION 2 – ELECTION OF MS. SUSAN KLOSE AS DIRECTOR**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That Ms Klose, who was appointed a director of the Company by the Directors on 1 December 2020, is elected as a director of the Company with effect from the end of the Meeting."*

**5. RESOLUTION 3 – INCREASE IN THE TOTAL REMUNERATION POOL FOR THE NON-EXECUTIVE DIRECTORS**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.17 and rule 13.3 of the Company's constitution, the total remuneration pool of the Company's Non-Executive Directors' is increased to \$600,000 per annum."*

**6. RESOLUTION 4 – INTRODUCTION OF NON-EXECUTIVE DIRECTOR FEES TO BE PAID VIA EQUITY, IN ADDITION TO THE METHODS ALREADY PROVIDED FOR IN THE COMPANY CONSTITUTION**

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

*"That, pursuant to section 136(2) of the Corporations Act, approval is given for the Company to amend the Constitution to allow Directors' fees to be paid in equity, as well as the existing methods specified in the Company Constitution, in the manner set out in the Explanatory Statement and in the form presented at the Meeting and received by the Chairman, with effect from the conclusion of the Meeting."*

**BY ORDER OF THE BOARD  
ENVIROSUITE LIMITED**



Rachel Ormiston  
Company Secretary  
25 October 2021

## **PART B – EXPLANATORY STATEMENT**

This Explanatory Statement forms part of the notice convening the Company's Annual General Meeting to be held on Thursday, 25 November 2021.

The purpose of this Explanatory Statement is to assist Shareholders in understanding the background to and implications of the resolutions proposed at, and procedural matters concerning the Meeting.

Terms used in this Explanatory Statement are defined in Part D.

### **1. AGENDA ITEM 1 – CONSIDERATION OF REPORTS**

- 1.1 The Financial Report, the Directors' Report and the Independent Audit Report for the financial year ended 30 June 2021 will be presented for consideration.
- 1.2 The abovementioned reports are contained in the Company's Annual Report and were released to the ASX on 18 August 2021. The Annual Report can be accessed via the Company's website at:

<https://envirosuite.com/investors/market-announcements>

Shareholders are not required to vote on the reports however Shareholders will be given a reasonable opportunity to ask questions concerning the reports.

### **2. AGENDA ITEM 2 – QUESTIONS AND COMMENTS**

- 2.1 Shareholders will be able to access the Meeting via an online platform and a live webcast which will include the ability for shareholders to ask questions in relation to the business of the Meeting to hear the discussion and to vote at the appropriate times whilst the meeting is in progress.
- 2.2 A representative of the Auditor will attend the Meeting. The Chairman will give Shareholders a reasonable opportunity to ask the Auditor's representative questions relevant to:
  - (a) the conduct of the audit;
  - (b) the preparation and content of the Auditor's report;
  - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (d) the independence of the Auditor in relation to the conduct of the audit.
- 2.3 Shareholders who wish to participate in the Meeting online may do so from their:
  - (a) computer, by entering the URL into their browser:  
<https://web.lumiagm.com/395-098-657>
  - (b) mobile device, by either entering the URL in their browser:  
<https://web.lumiagm.com/395-098-657>
- 2.4 Once a Shareholder has determined which device to access the Meeting from, Shareholders can log in to the Meeting by entering:
  - (a) The meeting ID, which is: 395-098-657
  - (b) Their username, which is their Boardroom S number (located on any recent statement or documentation), and
  - (c) Their password, which is the postcode registered to their holding if they are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.

- 2.5 Shareholders that wish to submit a question to the Company's management or auditor, ahead of the Meeting, must provide the question to the Company no later than 5pm (AEDT) on Thursday, 18 November 2021.
- 2.6 Submissions including questions should be marked "Attention: The Company Secretary, Envirosuite Limited", and directed to the Company's share registry service provider, Boardroom Limited, either online, by delivery or by post to one of the addresses designated in Part C of this Explanatory Statement. For Shareholders submitting a proxy form, questions may be posed together with the proxy form, provided it is received by 5pm (AEDT) on Thursday, 18 November 2021.
- 2.7 Shareholders who wish to ask questions during the Meeting, will be able to do so by accessing the Lumi platform using the instructions outlined above.

### **3. AGENDA ITEM 3 – RESOLUTION 1: REMUNERATION REPORT ADOPTION**

#### **Background**

- 3.1 The Remuneration Report is contained in the Company's 2021 Annual Report commencing on page 41. The Remuneration Report's contents include:
- (a) an explanation of the Board's policy for remuneration of the Key Management Personnel; and
  - (b) details of remuneration paid to the Key Management Personnel.
- 3.2 Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to a vote of shareholders at the Company's Annual General Meeting.
- 3.3 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### **Requirement for Shareholder approval**

- 3.4 The vote on Resolution 1 is advisory only and does not bind the Company or the Company's Directors.
- 3.5 If Resolution 1 is not passed, the Directors are not obliged to alter any of the arrangements specified in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.
- 3.6 If, at the Meeting, more than 25% of Shareholders vote *against* the adoption of the Remuneration Report contained in the Company's 2021 Annual Report, the first part of the Board spill provisions contained in the Corporations Act ("two strikes rule") will be triggered ("25% No Vote").
- 3.7 While this will not impact the adoption of the Remuneration Report at the current year's Meeting, the implications of the 25% No Vote is that, if, at next year's annual general meeting, the Remuneration Report for that year again receives a 25% No Vote, the Company will be required to put a resolution to Shareholders to vote on whether to hold another general meeting within 90 days of that annual general meeting at which all of the Directors of the Company at that time (other than the Managing Director) must stand for re-election.

#### **Voting exclusion statement**

- 3.8 Section 250R(4) of the Corporations Act provides that a vote must not be cast (in any capacity) on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person.
- 3.9 However, section 250R(5) of the Corporations Act provides that a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related

Party of such a person (each “the Voter”) may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such a person and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the Voter is the chair of the meeting and the appointment of the chair as proxy:
  - (i) does not specify the way the proxy is to vote on the resolution; and
  - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3.10 In accordance with section 250R(8) of the Corporations Act, a vote cast in contravention of section 250R(4) of the Corporations Act will not be counted.

#### **4. AGENDA ITEM 4 – RESOLUTION 2: ELECTION OF MS SUSAN KLOSE AS DIRECTOR**

##### **Background**

- 4.1 Susan Klose (“Ms. Klose”) was appointed by the Company’s directors as a Director of the Company on 1 December 2020 pursuant to rule 13.2 of the Company’s constitution. Rule 13.2 allows the Company’s directors to appoint a person as director to fill a vacancy or as an addition to the Board, on the basis that the Director will hold office until the next Annual General Meeting where the Director will be eligible for election.
- 4.2 Ms. Klose is an experienced non-executive director and executive, with a diverse background in digital business growth and operations, corporate development, strategy and marketing. She is currently a non-executive director of Nearmap (ASX: NEA), a provider of aerial imagery and location intelligence; Pureprofile (ASX: PPL), a provider of data insights, quantitative research and lead generation; Stride, one of Australia’s largest mental health care providers; and Honan Insurance Group, an insurance, risk and financial solutions provider.
- 4.3. Ms. Klose holds an MBA in Finance, Strategy and Marketing from the J.L. Kellogg School of Management at Northwestern University, and a Bachelor of Science in Economics from the Wharton School of the University of Pennsylvania.
- 4.4 Since commencing as a Director, Ms. Klose has provided Management with invaluable guidance and insights around brand and marketing best practices. She has assisted Management to better articulate the Company’s message and influenced a greater alignment between Sales & Marketing, to drive growth.
- 4.5 Ms. Klose is considered an independent director on the basis that she is free of any position, interest or relationship that might materially influence her capacity to bring independent judgement to any issues coming before the board and to act in the best interests of the Company as a whole, rather than in the interests of any individual shareholder or any other party.
- 4.6 Prior to appointing Ms. Klose as a director, the Envirosuite Board conducted appropriate checks into Ms. Klose’s background and experience. No concerning information was revealed through such checks.

##### **Recommendation of Directors**

- 4.6 For the reasons given in paragraphs 4.2, 4.3 and 4.4, each Director (Ms. Klose abstaining) recommends that Shareholders vote in favour of Resolution 2.

## **5. AGENDA ITEM 5 – RESOLUTION 3 - INCREASE IN THE TOTAL REMUNERATION POOL FOR THE NON-EXECUTIVE DIRECTORS**

### **Background**

- 5.1 Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 10.17 and rule 13.3 of the Company's Constitution to increase the maximum aggregate amount of remuneration of the Company's Non-Executive Directors ('the **Fee Pool**') by \$200,000 per annum, to a new aggregate maximum of \$600,000 per annum.
- 5.2 Under rule 13.3 of the Company's constitution and ASX Listing Rule 10.17, the Fee Pool may only be increased with shareholder approval.
- 5.3 The current Fee Pool was approved by shareholders at the 2016 Annual General Meeting and took effect from 1 January 2017. If shareholder approval is not obtained, the current Fee Pool will remain at \$400,000.
- 5.4 The board considers that the proposed increase of the Fee Pool is reasonable on the following basis:
- (a) Increasing the maximum aggregate amount of remuneration will enable the Company to increase the number of new Directors.
  - (b) the number of non-executive Directors is expected to increase in the coming years, as part of the Board's ongoing planning strategy reflecting the Company's growth since listing and to ensure that the Board continues to have a balance of skills, knowledge and experience;
  - (c) to ensure the Company has the ability to remunerate competitively and attract and retain high calibre non-executive Directors;
  - (d) to allow for some growth in non-executive Directors' remuneration in the future to reflect market competitiveness for non-executive Directors with the skills and experience appropriate for the Company's business.
- 5.5 The remuneration of non-executive directors for the year ended 31 June 2021 is detailed in the Remuneration Report starting at page 41 of the Company Annual Report.
- 5.6 Within the last 3 years, securities have been issued to non-executive Directors under ASX Listing Rules 10.11 or 10.14 with shareholder approval as follows:
- At the 2018 Annual General Meeting:
    - None.
  - At the 2019 Annual General Meeting:
    - 5,000,000 Options to David Johnstone
    - 5,000,000 Options to Peter White
    - 5,000,000 Options to Hugh Robertson
    - 7,500,000 Options to Adam Gallagher
  - At the 2020 Annual General Meeting:
    - 2,000,000 Options to Susan Klose
    - 4,000,000 Performance Rights to Peter White (as part of his CEO remuneration).

### **Voting Exclusion Statement**

- 5.7 The Company will disregard any votes on Resolution 3:

- (a) cast in favour by or on behalf of any Director of the Company or an associate of the Directors; or
- (b) cast as a proxy by members of the Key Management Personnel at the date of the meeting and their closely related parties.

5.8 However, the Company need not disregard a vote if it is cast in favour of Resolution 3 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express authority in the proxy form to vote undirected proxies as the Chair sees fit even though Resolution 3 is connected with the remuneration of a member of the Key Management Personnel; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Recommendation of Directors**

5.9 Each Director declines to make a personal recommendation to the Shareholders in relation to Resolution 3 due to their material personal interest in the outcome on the basis that they may receive additional remuneration should Resolution 3 be passed.

### **6. AGENDA ITEM 6 – RESOLUTION 4 – INTRODUCTION OF NON-EXECUTIVE DIRECTOR FEES TO BE PAID VIA EQUITY, IN ADDITION TO THE METHODS ALREADY PROVIDED FOR IN THE COMPANY CONSTITUTION**

#### **Requirement for Shareholder Approval**

- 6.1 In accordance with section 136(2) of the Corporations Act, the Constitution may only be modified by a special resolution. A special resolution is a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution.
- 6.2 Resolution 4 seeks Shareholder approval to amend the Constitution to provide the ability for non-executive Directors to be remunerated by receipt of equity in the Company, together with the methods of remuneration already provided in the Constitution.
- 6.3 The rationale for this is to provide flexibility for Directors to be paid in cash, in Shares or via a combination of both, which can be elected by the Director, based on the method/s of payment that suit their personal circumstances.
- 6.4 Following any issuance of Shares, the relevant disclosures will be made under ASX Listing Rule 3.19A.2 and section 205G of the Corporations Act.
- 6.5 Any proposed Share issuances to Directors will be made following the Annual General Meeting each year, where shareholder approval pursuant to ASX Rule 10.11 will be sought. Any resulting issuances will be for the preceding twelve (12) months. This will enable a reconciliation to be completed prior to any issuance, ensuring that the value of any cash fees already paid, together with the value of any issuance, will not exceed the value of fees owed annually to Directors, nor exceed the total annual remuneration pool.



## **Proposed Amendments**

6.6 It is proposed that certain provisions of the Constitution be amended as set out below to allow for Director remuneration to be in the form of equity.

6.7 Proposed amendments:

### **13.3 Remuneration of Directors**

- a) Subject to rule 13.1(b), the Directors are to be paid out of the funds of the Company, or in shares of the Company in lieu of funds, as remuneration for their services as Directors, such amount accruing from day to day as the Company in general meeting determines to be divided among them in such proportion and manner as they agree or in default of agreement equally.
- b) Subject to rule 17.1, the Directors' remuneration for their services as Directors is by fixed sum, or shares, or a combination of these methods, and not a commission on or percentage of profits or operating revenue and may not be increased except at a general meeting where particulars of the proposed increase have been given to the Shareholders in the notice convening the meeting.

6.8 The full text of the Constitution, including the above amendments, can be reviewed at: <https://envirosuite.com/investors/leadership-and-governance>.

## **Voting Exclusion Statement**

6.9 The Company will disregard any votes on Resolution 4:

- (a) cast in favour by or on behalf of any Director of the Company or an associate of the Directors; or
- (b) cast as a proxy by members of the Key Management Personnel at the date of the meeting and their closely related parties.

6.10 However, the Company need not disregard a vote if it is cast in favour of Resolution 4 by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the person chairing the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with an express authority in the proxy form to vote undirected proxies as the chair sees fit even though Resolution 4 is connected with the remuneration of a member of the Key Management Personnel; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Recommendation of Directors**

6.11 Each Director declines to make a personal recommendation to the Shareholders in relation to Resolution 4 due to their material personal interest in the outcome should Resolution 4 be passed.

## **PART C – VOTING NOTES**

### **1. VOTING RIGHTS**

The Board has determined that all of the shares of the Company will be taken, for the purposes of determining the rights of Shareholders to attend and vote at the Meeting, to be held by the persons who are registered in the Company's register of shareholders at 7pm (AEDT) on Wednesday 23 November 2021 as the owners of those shares. Therefore, transfers registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Meeting.

### **2. HOW TO REGISTER AND PARTICIPATE ONLINE ON THE DAY OF THE MEETING**

2.1 Shareholders must use the Lumi online platform to attend and participate in the Meeting. Online registration will open from 9am (Melbourne time) on Thursday, 25 November 2021 and shareholders and proxyholders will be able to login 15 minutes prior to the meeting. To make the registration process quicker, shareholders should have their SRN/HIN and registered postcode or country code ready.

2.2 Shareholders who wish to participate in the Meeting online may do so from their:

(a) computer, by entering the URL into their browser:

<https://web.lumiagm.com/395-098-657>

(b) mobile device, by either entering the URL in their browser:

<https://web.lumiagm.com/395-098-657>

2.3 Once a Shareholder has determined which device to access the Meeting from, Shareholders can log in to the Meeting by entering:

(a) The Meeting ID, which is – 395-098-657.

(b) Their username, which is their Boardroom S number (located on any recent statement or documentation).

(c) Their password, which is the postcode registered to their holding if they are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.

2.4 Those who have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

### **3. HOW WILL VOTING BE CONDUCTED**

3.1 It is usual practice for the Chairman of the Meeting to call a poll on each of the resolutions provided in this Notice of Meeting. Given a show of hands will not be possible given the online meeting arrangements put in place as a result of Covid-19, all resolutions will be voted on by poll instead.

3.2 By participating in the Meeting online Shareholders will be able to:

(a) Vote between the commencement of the Meeting and the closure of voting as announced by the Chairman;

(b) Hear the Meeting discussion and view the Meeting slides; and

(c) Ask / submit questions at the appropriate time whilst the Meeting is in progress.

3.3 Further information regarding participating in the Meeting online, voting, asking questions, together with technical elements such as browser requirements, will be available at [www.envirosuite.com/investors](http://www.envirosuite.com/investors).

#### **4. PROXIES**

- 4.1 A Shareholder entitled to attend and vote at the Meeting may appoint one proxy if the Shareholder is only entitled to one vote at the Meeting.
- 4.2 A Shareholder who is entitled to attend and cast two or more votes, may appoint up to two proxies. Each proxy will have the right to vote on a poll and to speak at the Meeting.
- 4.3 A Shareholder may appoint an individual person or a body corporate as the Shareholder's proxy. A proxy need not be a Shareholder.
- 4.4 A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting.
- 4.5 A Shareholder who appoints two proxies may state on the proxy form what proportion or number of the Shareholder's votes the proxy may exercise. If a Shareholder appoints two proxies and does not specify the number or proportion of votes each proxy may exercise, each of the proxies may exercise half of the Shareholder's votes. Fractions of votes are disregarded.
- 4.6 Shareholders that wish to indicate how their proxy should vote, should mark the appropriate boxes on the proxy form. If shareholders do not direct a proxy on how to vote on an item of business, or should any resolution other than those specified in this Notice of Meeting be proposed at the Meeting, the proxy may vote or abstain from voting on that resolution as they see fit (subject to any applicable voting exclusion).
- 4.7 Shareholders that instruct their proxy to abstain from voting on an item of business, are directed to not vote on a poll and the shares, subject of the proxy appointment, are not counted in calculating the required majority.
- 4.8 Where a Shareholder submits their proxy form with a direction on how to vote and the nominated proxy does not attend the Meeting or does not vote on the resolution in accordance with the Shareholder's directions, the Chairman will act in place of the nominated proxy and vote in accordance with the Shareholder's directions.
- 4.9 A proxy form is attached to this Notice of Meeting. If you wish to appoint a proxy or proxies you must complete the proxy form and deliver it to the Company's share registry service provider, Boardroom Limited, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy), by no later than 1pm (AEDT) on Tuesday, 23 November 2021:

**(a) online at:**

<https://www.votingonline.com.au/evsagm2021>

**(b) by delivery:**

Boardroom Limited  
Level 12, 225 George Street  
Sydney, NSW 2000; or

**(c) by post:**

Boardroom Limited  
GPO Box 3993  
Sydney NSW 2001

#### **5. CORPORATE REPRESENTATIVE**

A Shareholder which is a body corporate may appoint an individual as the Shareholder's representative to attend and vote at the Meeting. The representative must provide the formal notice of appointment to the Company's share registry service provider, Boardroom Limited, by no later than 1pm (AEDT) on Tuesday, 23 November 2021, unless it has previously been provided to the Company.

## **6. OTHER INFORMATION**

- 6.1 To ask a question during the Meeting, shareholders must use the Lumi online platform to participate in the Meeting online. A reasonable opportunity will be given to shareholders at the Meeting to ask questions about, or make comments on, the management of the Company.
- 6.2 You can also submit written questions relating to the Company and the business of the Meeting in advance. Shareholders may also submit questions to the Company's Auditor on the content of the Auditor's report or the conduct of its audit of the Company's Financial Report for the year ended 30 June 2021. The Auditor is not obliged to provide written answers.
- 6.3 Shareholders can submit their questions in advance of the Meeting in the following ways:
- (a) if you are submitting a proxy form, you may send the question together with the proxy form; or
  - (b) by submitting a question to: [investors@envirosuite.com](mailto:investors@envirosuite.com) with the text "Question for the AGM" in the subject line.
- 6.4 All questions must be received by 5pm (AEDT) on Thursday, 18 November 2021.
- 6.5 The Chairman of the Meeting will endeavour to address the more commonly raised themes during the course of the meeting. Individual responses will not be sent to shareholders.
- 6.6 Queries in relation to the lodgement of proxies or other matters concerning the Meeting may be directed to [investors@envirosuite.com](mailto:investors@envirosuite.com)

## **7. TECHNICAL DIFFICULTIES**

- 7.1 Should technical difficulties arise during the Meeting, the Chairman has discretion as to whether and how the Meeting should proceed. In exercising this discretion, the Chairman will have regard to the number of shareholders impacted and the extent to which participation in the Meeting is affected.
- 7.2 Where appropriate, the Chairman may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 1pm (AEDT) 23 November 2021, even if they plan to attend online.
- 7.3 In the event of a substantial technological failure that prevents shareholders from having a reasonable opportunity to participate, the Company will postpone or adjourn the Meeting and provide updates on its website and via the ASX, so shareholders remain informed and have another opportunity to participate.

## **PART D – INTERPRETATION**

In this Notice of Meeting the following expressions have the following meanings:

"AEDT" means Australian Eastern Daylight Time.

"ASX" means the ASX Limited (ACN 008 624 691) or the securities exchange market operated by it as the context requires.

"Auditor" means the Company's auditor.

"Board" means the Directors of the Company from time to time acting as a board.

"Chairman" means the individual holding the role of Chairman of the Company.

"Closely Related Party" of a member of the Key Management Personnel of the Group has the meaning ascribed to it in the Corporations Act, and the expression includes, for example, certain Key Management Personnel's family members, dependents and companies they control.

"Company" means Envirosuite Limited ACN 122 919 948.

"Constitution" means the constitution of Envirosuite Limited ACN 122 919 948 adopted on 6 February 2008 and amended on 27 November 2021.

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

"Directors" means the directors of the Company.

"Envirosuite" means Envirosuite Limited ACN 122 919 948.

"Group" means the Company and each of its subsidiaries comprising the consolidated entity referred to in the Company's 2021 Annual Report.

"Key Management Personnel" means those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly or indirectly, including any director (whether executive or otherwise) of the Group.

"Listing Rule" refers to the listing rules of the ASX as amended from time to time.

"Meeting" means the annual general meeting of Shareholders convened for Thursday, 25 November 2021 and any adjournment thereof.

"Notice" means this Notice of Annual General Meeting and includes Parts A to D inclusive.

"Related Party" has the meaning ascribed to it in Listing Rule 19.

"Shares" means fully paid ordinary shares in the capital of the Company.

"Shareholder" means a shareholder of the Company.

**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)

☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00 pm (AEDT) on Tuesday 23 November 2021.**

### 🖥 TO VOTE ONLINE

**STEP 1: VISIT** <https://www.votingonline.com.au/evsagm2021>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00 pm (EADT) on Tuesday, 23 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/evsagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Envirosuite Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held virtually **on Thursday, 25 November, 2021 at 1:00 pm** (AEDT) and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,3 & 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions (except where I/we have indicated a different voting intention below) even though Resolutions 1,3 & 4 are connected directly or indirectly with the remuneration of a member of the key management personnel for Envirosuite Limited, which includes the Chair of the Meeting.

The Chair of the Meeting intends to vote all undirected proxies in favour of all Items of business (including Resolutions 1,3 & 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To elect Ms Susan Klose as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Increase in the total Remuneration Pool for the Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Introduction of Non-Executive Director Fees to be paid via equity, in addition to the methods already provided for in the Company Constitution.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021