



Endless Solar Corporation Limited  
ACN 122 708 061  
Level 9, 406 Collins Street  
Melbourne VIC 3000

## Notice of 2019 Annual General Meeting

Notice is hereby given that an Annual General Meeting (AGM) of ENDLESS SOLAR CORPORATION LIMITED ("ESC" or "Company") will be held at 11:00am AEDT on Friday, 29<sup>th</sup> November 2019 at L40, 140 William Street Melbourne Vic 3000.

### Meeting Agenda:

#### ORDINARY BUSINESS

##### ***Item 1 – Accounts and Reports***

To receive and consider the declaration and report of the Directors, the report of the Auditor and the Accounts for the year ended 30 June 2019.

##### ***Item 2. – Adoption of the Remuneration Report for the year ended 30 June 2019***

*To consider, and put to a non-binding vote, the following resolution as an ordinary resolution:*

*"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors Report of the Company for the year ended 30 June 2019 be adopted."*

##### ***Item 3 – Re-election of Director – Mr. D. Craig***

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

"That Mr. D. Craig who retires under the Company's Constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

##### ***Item 4 – Re-election of Director – Mr. C. Baring-Gould***

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

"That Mr. C. Baring-Gould, who retires under the Company's Constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

##### ***Item 5 – Re-election of Director – Ms. C. Lin***

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

"That Ms. C. Lin, who retires under the Company's Constitution, is eligible and offers himself for re-election, be re-elected as a Director of the Company."

BY ORDER OF THE BOARD



Cathy Lin

Company Secretary

25<sup>th</sup> October 2019

### **SHAREHOLDERS WHO ARE ENTITLED TO VOTE**

In accordance with Regulation 7.11.38 of the Corporations Regulations, the Board of ESC has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Company's Share Register as at 7pm AEDT on Wednesday 27<sup>th</sup> November 2019.

### **VOTING**

A member of ESC can vote in either of two ways:

- by attending the meeting and voting in person or by attorney; or
- by appointing a proxy to attend and vote on their behalf

### **VOTING BY PROXY**

- A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies.
- If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present.
- Proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) must be lodged with the Share Registry by reply paid envelope to: Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia not less than 48 hours before the time of the meeting; 11:00am AEDT Wednesday 27<sup>th</sup> November 2019.
- Alternatively, and if received or recorded by the same time, proxy forms (and the power of attorney (if any) under which they are signed or proof thereof to the satisfaction of the directors) may be lodged by facsimile on +61 2 9290 9655
- Members of ESC who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the Chairperson of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairperson of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Subject to the Voting Exclusion Statement above, proxy appointments in favour of the Chairperson of the meeting, the secretary or any director which do not contain a direction will be voted in favour of the resolution.
- A form of proxy is enclosed with this Notice of General Meeting. An additional form will be supplied by the Company on request.

### **How the Chairperson of the meeting will vote undirected proxies.**

The Chairperson of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions. The Chairperson may exercise your proxy even if he/she has an interest in the outcome, the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest. The Chairperson intends voting undirected proxies in favour of the resolutions in which he/she is permitted to vote.

### **Proxies that are undirected on Item 1 (Remuneration Report)**

- If you have not marked the 'For', 'Against' or 'Abstain' boxes you will have been deemed to have expressly authorised the Chairperson of the meeting to vote in favour of this resolution.

Under the Corporations Act 2001, if 25% or more of the votes cast are voted against the Remuneration Report, or related items, at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution that another meeting be held within 90 days at which all company directors (other than the Managing Director and CEO) must go up for re-election.



#### 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 11:00am (AEDT) on Wednesday, 27 November 2019.**

### 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:

- 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.
- 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, **11:00am (AEDT) on Wednesday, 27 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in the following method:

-  **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.

# Endless Solar Corporation Limited

ACN 122 708 061

## 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 Endless Solar 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 on Level 40, 140 William Street, Melbourne VIC 3000 on Friday, 29 November 2019 at 11:00am (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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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*
Item 2	Adoption of the Remuneration Report for the year ended 30 June 2019	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Mr. D. Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director – Mr. C. Baring-Gould	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director – Ms. C. Lin	<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 / / 2019