



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

## Notice of 2017 Annual General Meeting

Notice is hereby given that an Annual General Meeting of ENDLESS SOLAR CORPORATION LIMITED ("ESC" or "Company") will be held at 11:00am AEDT on Thursday, 30<sup>th</sup> November 2017 at the offices of Endless Solar Corporation Limited, Level 9, 406 Collins 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 2017.

##### *Item 2 – Remuneration Report*

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

"That the Remuneration Report as contained in the Directors Report of the Company for the year ended 30 June 2017 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 Cathy W Lin*** To consider and if thought fit, to pass the following resolution as an ordinary resolution:

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

**Item 6 – Election of Director – Mr Steve Wesselink** To consider and if thought fit, to pass the following resolution as an ordinary resolution:

*“That Mr. S. Wesselink who was appointed on 3<sup>rd</sup> July 2017, retires and being eligible, offers himself for re-election*

BY ORDER OF THE BOARD



Cathy W Lin

Company Secretary

25<sup>th</sup> October 2017

## **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 Tuesday 28<sup>th</sup> November, 2017.

## **VOTING EXCLUSION STATEMENTS**

The Company will disregard any votes cast on Item 2 by:

- Key Management Personnel (or closely related party);
- A Director of the Company; and
- Any associate of a Director of the Company

However, the Company need not disregard a vote on any resolution if:

it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **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 Tuesday 28<sup>th</sup> November 2017
- 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 2 (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.