



EnviroMission Limited (ACN 094 963 238)

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting:	Monday 15 th August 2022
Time of Meeting:	10:30am (Melbourne time)
Place of Meeting:	Curate Space, 306 Little Collins Street, Melbourne, VIC, 3000

Notice is hereby given that an Annual General Meeting (**Meeting**) of EnviroMission Limited's (**Company** or **EnviroMission**) shareholders (**Shareholders**) will be held at Curate Space, 306 Little Collins Street Melbourne Victoria, 3000 on Monday 15th August 2022 at 10:30am (Melbourne time). Following recent modifications brought to the *Corporations Act 2001* (Cth) (**Corporations Act**) under the *Treasury Laws Amendment (2021 Measures No. 1) Act 2021*, no hard copy of the Notice of Meeting (**Notice**) and explanatory memorandum (**Explanatory Memorandum**) will be circulated and will be given to those entitled to receive it by use of one or more technologies.

If you wish to attend the meeting, you must email the Company to confirm your attendance, including details of your registered holding name and address, to aforte@enviromission.com.au.

Shareholders are strongly encouraged to lodge their completed proxy forms (attached to this Notice) in accordance with the instructions on the proxy form. Shareholders who do not plan to attend the meeting are encouraged to lodge their vote directly or alternatively, appoint a proxy to attend and vote on their behalf.

All resolutions will be decided by way of a poll. For specific instructions on voting, please refer to the instructions in this Notice.

If you are unable to attend the meeting in person, the Board encourages you to submit any questions you may have to aforte@enviromission.com.au by 5:00pm (Melbourne time) on Wednesday 10th August. The Notice will also be made available on the Company's website (www.enviromission.com.au).

The Explanatory Memorandum that accompanies and forms part of this Notice, describes in more detail the matters to be considered at the Meeting.

This Is An Important Document

This Notice of Meeting and Explanatory Memorandum and any annexures enclosed (**Documents**) are important documents and should be read carefully. The Documents, both individually or collectively, do not constitute financial product advice and have been prepared without reference to the investment objectives, financial situation, taxation position or particular needs of any existing or prospective shareholder(s) of EnviroMission Limited ACN 094 963 238. Shareholders should not construe the Documents as investment, tax or legal advice. Shareholders should seek expert professional advice from their investment, tax, legal and/or other advisers in respect to the Documents before the date of the Meeting.

A.

AGENDA

1. Financial and Related Reports

To receive and consider the accounts of the Company, the annual Financial Report, Directors' Report and Auditor's Report prepared in accordance with the requirements of the *Corporations Act 2001* (Cth) (**Corporations Act**) for the financial years of the Company ending on 30 June 2019, 30 June 2020 and 30 June 2021.

2. Resolution 1 – Re-election of Mr Andrew Draffin

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

"That Mr Andrew Draffin retires in accordance with Article 6.3(c) of the Constitution of the Company and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company".

3. Resolution 2 – Re-election of Mr Pierre Koshakji

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

"That Mr Pierre Koshakji retires in accordance with Article 6.3(c) of the Constitution of the Company and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."

4. Resolution 3 – Election of Mr Andrew Forte

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

"That Mr Andrew Forte retires in accordance with Article 6.3(j) of the Constitution of the Company and, being eligible and having offered himself for re-election, be re-elected as a Director of the Company."

By the Order of the Board



Andrew Forte

Executive Director

25th July 2022

IMPORTANT MEETING INFORMATION

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and for the purposes of determining voting entitlements at the Meeting, the holder of ordinary shares in the Company (**Shares**) as at 5:00 pm on Friday 12th August 2022 (**Effective Time**) will be taken to be Shareholders for the purposes of determining voting entitlements at the Meeting. Accordingly, Share transactions after the Effective Time will not be recognised for the purposes of determining voting entitlements at the Meeting.

VOTING IN PERSON

Shareholders are strongly encouraged to lodge their completed proxy forms attached to and in accordance with the instructions in this Notice (**Proxy Form**).

All resolutions put to the Meeting (**Resolution**) will be decided by way of a poll. Directions on how Shareholders can vote on the poll will be provided during the Meeting.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by way of:

- post to EnviroMission Limited, Level 4, 91 William Street, Melbourne VIC 3000; or
- email to the Company at aforte@enviromission.com.au,

so that it is received no later than 10:00am on Friday 12th August 2022.

Proxy Forms received later than this time will be invalid. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

Proxy appointments may specify a way to vote on a particular Resolution, and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Further, Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and

- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - a. the proxy is not recorded as attending the meeting;
 - b. or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Shareholders should note that the chair intends to vote any undirected proxies in favour of all Resolutions.

B. EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of the Resolutions proposed for the Meeting to be held at Curate Space, 306 Little Collins Street, Melbourne, VIC on Monday 15th August 2022 at 10.30am, and should be read in conjunction with the Notice to which this Explanatory Memorandum is enclosed and forms part of.

The Directors of the Company recommend that Shareholders read the Documents carefully and in their entirety before making any decision in relation to the proposed Resolutions.

The following matters should be noted in relation to the items of business set out in the attached Notice.

1. Financial Statements and Reports

This item gives Shareholders an opportunity to raise questions regarding the Company's annual Financial Report, Directors' Report and Auditor's Report for the 2019, 2020 and 2021 financial years and on the performance of the Company generally. A copy of the company's Annual Reports for the preceding three year financial periods (**Reports**) is available for download at www.enviromission.com.au.

To receive a printed copy of any of the Reports, please contact:

Andrew Forte | T + 61 3 9693 5604 | E aforte@enviromission.com.au

This item does not require a formal resolution and, accordingly, no vote will be held on this item. Shareholders will, however, be given a reasonable opportunity to ask questions about, and comment on, the Reports and the management of the Company during discussions on this item.

Shareholders who are entitled to cast a vote at the Meeting may submit written questions to the Company's auditor by submitting any questions to the Company at the above details. Any questions must be received by the Company no later than Tuesday 9th August 2022 in order to be raised and considered at the Meeting.

2. Resolutions 1 and 2 – Re-election of Directors Mr Andrew Draffin and Mr Pierre Koshakji

(a) *Background*

Mr Andrew Draffin and Mr Pierre Koshakji are retiring in accordance with the Constitution of the Company (**Constitution**) and being eligible, offers themselves for re-election as Directors of the Company. Full summaries of Messrs Draffin and Koshakji's experience and qualifications is detailed below:

Andrew Draffin is a partner of the accounting firm DW Accounting & Advisory Pty Ltd. Andrew holds a Bachelor of Commerce and is a member of the Institute of Chartered Accountants of Australia & New Zealand. Mr Draffin has been a director and Chief Financial Officer of both listed and private companies across a broad range of industries. His focus is on financial reporting, treasury management, management accounting and corporate services, areas where he has over 20 years of experience.

Mr Draffin is also the Company Secretary of the Company. Mr Draffin has been a Director of the Company since 27 June 2011.

Pierre Koshakji, 60, is co-founder of Apollo Development, LLC, a purpose formed entity to develop Solar Tower power stations in the state of Texas with a more recent revised purpose to work with EnviroMission on the commercialization of the Solar Tower power station developments in North America (subject to satisfaction of terms contained within the MOU announced on 26 April 2018). Mr Koshakji co-chaired and co-founded Stream Energy, a successful Texas based energy retailer with revenues that grew in excess of US\$7 billion over 13 years of its operation. Mr Koshakji chaired the executive committee and served on the board of the National Energy Marketers Association (USA). Mr Koshakji has served as chief executive and president overseeing the reorganisation of several public and private companies highlighted by roles as a director at Hunt Sports Enterprises under Lamar Hunt and as Deputy Executive Director for the FIFA World Cup/National Organising Committee - 1994 Dallas venue. Mr Koshakji worked in engineering roles including as a consultant with KPMG in Kuwait following his undergraduate degree in engineering at Vanderbilt University and a graduate degree in business at the Cox School Southern Methodist University.

Mr Koshakji has been a Director of the Company since 5 December 2018.

(b) *Board Recommendation*

The Directors (other than Mr Draffin in respect of Resolution 1 and Mr Koshakji in respect of Resolution 2) unanimously recommend that Shareholders vote in favour of these Resolutions.

3. Resolution 3 – Election of Mr Andrew Forte

(a) *Background*

Mr Andrew Forte was appointed as a Director of the Company on 30 May 2022 and is retiring in accordance with Article 6.2 of the Constitution. A full summary of Mr Forte's experience and qualifications is detailed below.

Mr Forte has worked for EnviroMission for 15 years and has extensive knowledge of finance, securities, intellectual asset management and IT related activities. He was awarded the Griffith University's 'Award for Academic Excellence 2018' upon completion of his MBA, having also completed his PGDip in Business Administration and certificate 3 in Engineering & Productions systems. Andrew's familiarity with EnviroMission's operational activity, Shareholder base and asset portfolio and will afford Shareholders with a level of comfort as he seeks to provide fresh eyes and input in managing the Company's corporate governance requirements & expectations into the future.

(b) *Board Recommendation*

The Directors (other than Mr Forte) unanimously recommend that Shareholders vote in favour of this Resolution.



PROXY FORM

The Company Secretary
 EnviroMission Limited
 Level 4, 91 William St
 MELBOURNE VIC 3000

I/We _____

of

being a member/(s) of EnviroMission Limited hereby appoint of _____

or failing him/or of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Curate Space, 306 Little Collins Street, Melbourne, on 15th August 2022, at 10.30am (AEDST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as the Chairman thinks fit.

A Shareholder is entitled to appoint up to 2 proxies. If 2 proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is [] % of the Shareholder's votes (an additional Proxy Form will be supplied by EnviroMission on request).

INSTRUCTIONS AS TO VOTING ON ITEMS

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on an Item, the proxy may abstain or vote at the proxy's discretion.

Important for Items 2-4. If the Chairman of the Meeting is your proxy or Is appointed as your proxy by default

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2-4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 2-4, the Chairman of the Meeting will not cast your votes on Items 2-4 and your votes will not be counted in computing the required majority if a poll is called on these resolutions. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2-4 by marking the appropriate box below.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 2-4 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 2-4 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman).

I/We direct my/our proxy to vote as indicated below:

	FOR	AGAINST	ABSTAIN
2. Re-election of Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-election of Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing Shareholder or the Shareholder's attorney duly authorised in writing, Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointer's attorney duly authorised in writing.

As witness my/our hand/s this day of 2022.

If a natural person:

SIGNED by:

Signature

Signature (if joint holder)

Print Name in full

Print name in full

If a Company:

EXECUTED in accordance with section 127 of the Corporations Act:

Signature of Director

Signature of Director / Secretary

Print Name in full

Name of Director / Secretary in full

If by power of attorney:

SIGNED for and on behalf
of
by under a
Power of Attorney dated and who
declares that he/she has not received any
revocation of such Power of Attorney in the presence of:

Signature of Attorney

Signature of Witness

Name of Witness in full

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or email copy which appears on its face to be an authentic copy of the proxy form (and the power of attorney or another authority) must be deposited at or sent by electronic transmission to EnviroMission Limited C/O Andrew Forte, aforte@enviromission.com.au by 5pm Friday 12th August 2022, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote..

The proxy form must be signed by the Shareholder or his/or attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons, who are registered as holding the Shares at 5pm Friday 12th August 2022, Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.