



EnviroMission Limited (ACN 094 963 238)

## NOTICE OF ANNUAL GENERAL MEETING

<b>Date of Meeting:</b>	3 February 2025
<b>Time of Meeting:</b>	10:30am (Melbourne time)
<b>Place of Meeting:</b>	In Person: Level 21, 31 Queen Street, Melbourne 3000
<b>Online:</b>	<a href="https://us02web.zoom.us/webinar/register/WN_iYSVh4B3Td6IUOK25G5tHQ">https://us02web.zoom.us/webinar/register/WN_iYSVh4B3Td6IUOK25G5tHQ</a>

Notice is hereby given that an Annual General Meeting (**Meeting**) of EnviroMission Limited's (**Company** or **EnviroMission**) shareholders (**Shareholders**) will be held as a hybrid meeting on 3 February 2025 at 10:30am (Melbourne time).

In accordance with section 110D(1) of the *Corporations Act 2001 (Cth)* (**Corporations Act**), the Company will be distributing this Notice of Meeting (**Notice**) electronically and will not be sending hard copies of the Notice and accompanying explanatory memorandum (**Explanatory Memorandum**) to Shareholders unless a Shareholder has made a valid election to receive such documents in hard copy. Electronic versions will be circulated and will be given to those entitled to receive it by use of one or more technologies.

### How to attend the AGM in person

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](mailto:aforte@enviromission.com.au). Registration will also enable you to ask questions and to vote in person. If you are appointed as a proxy, please identify yourself to the registration team.

If you will not be attending the AGM in person, then we invite you and encourage you to lodge a directed proxy and ask questions in advance.

### How to attend online

If you wish to attend the AGM online, you are welcome to do so by the following steps:

1. Open your internet browser and go to:  
[https://us02web.zoom.us/webinar/register/WN\\_iYSVh4B3Td6IUOK25G5tHQ](https://us02web.zoom.us/webinar/register/WN_iYSVh4B3Td6IUOK25G5tHQ)
2. If you do not have a zoom account, you will need to create one.

3. Enter your registered holding name, email address registered on your zoom account and click “register”.
4. You will then receive a personalised URL via email from zoom.
5. On the day of the meeting, please click on the URL you will be sent to join the webcast.
6. Once the Chair of the Meeting starts the meeting, you will be able to view and listen to the meeting, as well as ask questions in relation to the business of the meeting.

#### Asking questions

A discussion will be held on all items of business to be considered at the AGM.

Shareholders will have a reasonable opportunity to ask questions during the AGM, at both the physical location of the meeting and online.

Shareholders attending online can type in any question you may have at any time during then meeting by clicking on the Q&A button at the bottom of your webinar screen and we will answer these at the appropriate time during the meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all Shareholders observe the following when asking questions:

- all Shareholder questions should be stated clearly and should be relevant to the business of the AGM, including matters arising from the Annual Report, Directors’ Report and Auditor’s Report, and general questions about the performance, business or management of the Company;
- questions not related to the resolution being put will be addressed during general Q&A after the formal business has been conducted;
- if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- Shareholders should not ask questions at the AGM regarding personal matters or those that are commercial in confidence.

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](mailto:aforte@enviromission.com.au) by 5:00pm (Melbourne time) on 31 January 2025. The Notice will also be made available on the Company’s website ([www.enviromission.com.au](http://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 for the financial year of the Company ending on 30 June 2024.

### 2. Resolution 1 – Re-election of Director – 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 who 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 – Election of Director – 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 who 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."*

By the Order of the Board

Andrew Forte  
Executive Director  
18 December 2024

## 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 10.30am on 31 January 2025 (**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

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, both in-person and online, 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, PO Box 253 Collins Street West, Melbourne VIC 8007; or
- email to the Company at [aforte@enviromission.com.au](mailto:aforte@enviromission.com.au),

so that it is received no later than 10:30am on 31 January 2025.

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 Level 21, 31 Queen Street, Melbourne 3000 on 3 February 2025, 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 2024 financial year and on the performance of the Company generally. A copy of the company's Annual Report for the 2024 financial year is available for download at [www.enviromission.com.au](http://www.enviromission.com.au).

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

Andrew Forte | T + 61 3 9693 5604 | E [aforte@enviromission.com.au](mailto: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 5pm, 31 January 2025 in order to be raised and considered at the Meeting.

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

#### a) *Background*

Mr Andrew Draffin is retiring in accordance with Article 6.3(c) of the Constitution of the Company (**Constitution**) and being eligible, offers himself for re-election as a Director of the Company. A summary of Mr Draffin's experience and qualifications is detailed below:

Mr Andrew Draffin is retiring in accordance with the Constitution of the Company (Constitution) and being eligible, offers himself for re-election as a Director of the Company. Full summary of Mr Draffin'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 gained over 25 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.

#### *Board Recommendation*

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

### 3. Resolution 2 – Election of Director – Mr Pierre Koshakji

#### a) *Background*

Mr Pierre Koshakji is retiring in accordance with Article 6.3(c) of the Constitution of the Company (**Constitution**) and being eligible, offers himself for re-election as a Director of the Company. A summary of Mr Forte's experience and qualifications is detailed below:

Pierre Koshakji, 62, 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 commercialisation of the Solar Tower power station developments in the United States and beyond.

Mr Koshakji is co-chair and co-founder of Stream Energy, a successful Texas based energy retailer with revenues that have grown in excess of US\$7 billion over 13 years of its operation. Mr Koshakji was chair of the executive committee 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 his role 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.

#### *Board Recommendation*

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

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# APPOINTMENT OF PROXY FORM

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**ENVIROMISSION LIMITED**  
**ACN 094 963 238**

## ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

**OR:**

the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 10:30am (AEDT) on 3 February 2025 and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

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### Voting on business of the Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Director – Mr Andrew Draffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Pierre Koshakji	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

\_\_\_\_\_ %

Signature of Shareholder(s):

**Individual or Shareholder 1**

Sole Director/Company Secretary

**Shareholder 2**

Director

**Shareholder 3**

Director/Company Secretary

**Date:**

**Contact name:**

**Contact ph (daytime):**

**E-mail address:**

**Consent for contact by e-mail:**

YES  NO



## Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
  - **(Individual):** Where the holding is in one name, the Shareholder must sign.
  - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
  - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
  - **(Companies):** Where the company has a sole director, who is also the sole company secretary, that person must sign. Where the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to EnviroMission Limited, PO Box 253 Collins Street West, Melbourne VIC 8007; or
  - (b) email to [aforte@enviromission.com.au](mailto:aforte@enviromission.com.au)

so that it is received not later than **10.30am** (AEDT) on 31 January 2025.

**Proxy Forms received later than this time will be invalid.**