

Notice of 2025 Annual General Meeting

Notice is given that the Annual General Meeting of Endeavour Foundation Limited will be held:

Date: Friday 7 November 2025

Time: 2.00pm (AEST/QLD time)

Venue: Rydges Southbank, 9 Glenelg Street, South Brisbane, Queensland 4101

Web: endeavouragm.verovoting.com.au

The Explanatory Memorandum accompanying this Notice provides additional information on the matters to be considered at the Annual General Meeting (AGM). **Please ensure you read the Explanatory Memorandum in full.**

Attending the AGM

The AGM will be held as both an in-person (9 Glenelg Street, South Brisbane, Queensland), and online (endeavouragm.verovoting.com.au) meeting.

We encourage members, who are unable to attend in-person, to participate in the AGM virtually via the online platform where you will be able to watch, listen and submit questions.

Instructions for attending the AGM via the online platform are contained in the Meeting Information accompanying this Notice.

A Member attending the meeting online or by proxy is deemed to be present at the meeting and forms part of the quorum.

Members who are unable to attend are encouraged to appoint a proxy to attend on their behalf.

ORDINARY BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial statements and the reports of Directors and Auditors for the year ended 30 June 2025.

2. ELECTION OF BENJAMIN PERRIN AS A DIRECTOR

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

"That Benjamin Perrin be elected as a director of Endeavour Foundation Limited"

3. ELECTION OF ARI MAGALHAES AS A DIRECTOR

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

"That Ari Magalhaes be elected as a director of Endeavour Foundation Limited"

4. MEMBERSHIP FEES

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

"The annual membership fee for Endeavour Foundation be free for all Clients who receive Support and \$50 per annum for all other members, excluding Honorary and Life Members. The term 'Support' will be defined in the Endeavour Foundation By-Laws."

By order of the Board



Darryn Hammond
Company Secretary
7 October 2025

Explanatory Memorandum

This Explanatory Memorandum has been prepared for Endeavour Foundation Members in relation to the business to be conducted at the Annual General Meeting.

ITEM 1 – RECEIPT AND CONSIDERATION OF THE FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Financial Reports for consideration at the meeting will consist of reports by the Directors and the Auditor, and the Annual Financial Statements of Endeavour Foundation Limited and its controlled entities for the year ended 30 June 2025.

Neither the Corporations Act 2001 nor the Constitution of Endeavour Foundation Limited requires a vote of Members on the Financial Reports. However, Members will be given a reasonable opportunity to raise questions or comments on the reports at the meeting. In addition, a reasonable opportunity will be given to Members at the meeting to ask the Auditor questions relevant to the conduct of the audit and the preparation of and content of the Auditor's Report.

To view the audited Endeavour Foundation Annual Financial Report for the year ended 30 June 2025 or the 2024-2025 Annual Report, please visit our website at endeavour.com.au/about-us/publications/annual-reports or scan the QR code below.



The Annual Financial Report will be available on the website from 14 October 2025. If you require printed copies, please contact the Company Secretariat at companysecretary@endeavour.com.au or (07) 3900 5411.

ITEM 2 & 3 – DIRECTOR ELECTIONS

Following the adoption of a new Constitution at the 2023 AGM, the Endeavour Foundation Constitution now prevents a director from being eligible for re-election if they have served more than eight continuous years as a director. As a result, two incumbent Directors, Mr Scott Ellis and Mr Pedro Mendiola, are not eligible for re-election when their terms expire at the 2025 AGM. Therefore, two elected director positions will become open at the 2025 AGM.

In accordance with the By-Laws the Board identified the desired skills and attributes for directors potentially filling these Elected Director positions. As a skills-based Board, it was identified individuals with experience in enabling transformation, and guiding organisations through growth, change, or complexity would be sought. In particular candidates with experience in one or both of the following were encouraged to apply:

- enterprise transformation experience, enhancing operational efficiency, improving financial performance and agility, with experience gained through a senior change leadership role;
- strong financial acumen gained through leadership at a senior level i.e. CPA or similar.

The Board appointed a Nominations Committee, consisting of two directors, the Board Chair and the Chair of the People and Culture Committee, plus one external independent expert.

The function of the Nominations Committee was to assist the Board in fulfilling its responsibilities in relation to the nomination and selection of candidates for election to the Board. The Nominations Committee assisted the Board by reviewing, advising and making recommendations to the Board in

relation to director eligibility, in accordance with the desirable attributes identified by the Board including desired geographic region and lived experience.

An Expression of Interest (EOI) was initially called to identify potential director nominees early, promote transparency, participation and encourage a broad and diverse range of individuals to consider nominating.

The Nominations Committee assessed all EOIs received. We were encouraged by the number of submissions received and impressed by the depth of skills, experience and lived experience. Feedback was then provided to all applicants.

Formal nominations were then called and some candidates that submitted an EOI were encouraged to submit a formal nomination.

The Nominations Committee again met to assess all nominations received and to assess them against the Board's criteria. Again, the quality of the applicants was impressive and the Committee interviewed a number of the candidates, prior to making recommendations to the Board.

The Board reviewed the Nominations Committee's recommendations and resolved Ms Ari Magalhaes and Mr Ben Perrin were eligible nominees who met the Board's composition and eligibility requirements.

ITEM 2 - ELECTION OF BENJAMIN PERRIN AS A DIRECTOR

Mr Benjamin Perrin has nominated for election as a Director and his nomination is supported by the Board, especially fulfilling the Board's requirements for lived experience, geographic diversity (NSW based) and high-level executive experience in transformation of complex organisations.

As an experienced Executive based in Sydney, Ben Perrin has over 20 years' experience across biopharmaceutical operations in Asia Pacific and Europe. Ben is recognised for his strong transformation capabilities, with a proven track record in reshaping commercial strategies, optimising operational structures, and driving organisational performance.

With a strong focus on strategic growth and efficiency, Ben has led large-scale initiatives that have reshaped go-to-market strategies, led complex financial and legal restructures and aligned people strategies to support business objectives. He has successfully managed transformations across diverse areas, including site consolidations, digital enablement, and market expansion, all while improving profitability, operational efficiency, and customer engagement.

Ben's leadership has been instrumental in guiding organisations through change, from driving innovation and portfolio optimisation to streamlining processes and fostering cross-functional collaboration. His ability to deliver transformational goals has been central to his success in delivering long-term sustainability and enhancing performance across global markets.

Ben is a father of five, with two children diagnosed with autism and his eldest son works at Endeavour Foundation.

Ben holds a Diploma in Marketing, a Degree in Biochemistry, a Degree in Chemistry and a post graduate qualification in organic chemistry. He is currently pursuing a Masters in Accounting and brings a combination of scientific depth, commercial expertise, and transformation leadership.

Mr Perrin has included the following personal statement:

"Firstly I am a husband to my wonderful, patient and committed wife of 24 years. We have 5 children ranging from 22 to 14 but Jed my eldest son is the one who has educated and taught us so much about communication tolerance and understanding! Jed was diagnosed at 4 years of age with Autism since then he has developed OCD which stems from his anxiety all of which has been challenging over the years. My motivation stems from the fact that Jed has opened my eyes to the challenges and frustrations felt by so many younger adults in managing daily activities, negotiating relationships and gaining independence through opportunity and financial security. In learning about Jed's journey I feel I can play a role in building a better more transparent and supportive system to help those like Jed who yearn to participate and contribute to building a more diverse society within Australia."

Further information on Ben's background and experience is contained in his LinkedIn profile located at www.linkedin.com/in/ben-perrin-98420a10/, alternatively you can find details at the Endeavour Foundation website endeavour.com.au under About Us/Governance.

Board recommendation: The Board recommends the election of Mr Benjamin Perrin as a Director.

ITEM 3 – ELECTION OF ARI MAGALHAES AS A DIRECTOR

Ms Ari Magalhaes has nominated for election as a Director and her nomination is supported by the Board, especially fulfilling the Board's requirements for lived experience and high-level financial governance skills and acumen.

A Non-Executive Director and Economist, Ari Magalhaes, brings deep financial expertise and a strong track record in financial oversight, risk governance, and strategic leadership across health, aged care, and community services. Her board and executive experience span statewide and national NFPs.

Ari has played pivotal roles in strengthening financial sustainability, enhancing risk maturity, and aligning strategy with funding reforms in both metropolitan and rural contexts. While now based in South East Queensland, Ari spent many years living in Tasmania.

Her leadership roles are diverse —supporting palliative care, community health, and aged care organisations through financial turnaround, funding transitions, and strategic scaling. As a consultant, she also advises boards and CEOs on governance, transformation, and performance.

Ari has a close family member with an intellectual disability, whom she grew up with and has kept a close bond with throughout her life. From childhood through to the present, Ari has witnessed both the challenges faced and the incredible resilience, connection and dignity that strong support, advocacy, and inclusive services enable. Her grandmother, who was a teacher and later a director in the Brazilian Ministry of Education, specialised in disability education and spent her final two decades training care workers. Observing her lifelong dedication has deeply influenced Ari's understanding of how education, support, policy and community inclusion can transform outcomes, not just for people with disabilities but for their families and support network.

Ari is also a Fellow of the Governance Institute of Australia, a GAICD graduate, with a Double Degree Master of International Management, a Bachelor of Economics and is fluent in four languages.

Ms Magalhaes has included the following personal statement:

"I believe strong governance and lived experience are not separate; they are inseparable in creating lasting impact. As someone who has seen both the systemic challenges and the power of inclusive support through family, professional and sector work, I bring both technical expertise and deep personal commitment. If elected, I will dedicate myself to helping Endeavour Foundation strengthen its services, financial sustainability and inclusive reach, ensuring that every person with disability, and every family, is respected, empowered and fully a part of community life."

Further information on Ari's background and experience is contained in her LinkedIn profile located at www.linkedin.com/in/ariadnebm/, alternatively you can find details at the Endeavour Foundation website endeavour.com.au under About Us/Governance.

Board recommendation: The Board recommends the election of Ms Ari Magalhaes as a Director.

ITEM 4 – MEMBERSHIP FEES

Background

At the 2023 AGM, following the adoption of the new Constitution, members approved a moratorium on membership fees to allow time for the development of a new membership strategy. During that period, members agreed: membership would be free for existing members, free for one family member of new clients and \$25 for all other new members.

A central outcome from the consultation process in developing the new membership strategy was a clear message: Endeavour Foundation should be focussed on its clients and people with intellectual disability first and foremost. To that end, we believe Membership should be free to all clients we serve.

Free Membership

People with disability are at the heart of everything we do at Endeavour Foundation. This new membership strategy includes steps to ensure that people of all abilities, and particularly Endeavour Foundation clients, are able to be active members of the Endeavour Foundation.

Clients of Endeavour Foundation's Work and Home & Community Divisions will be entitled to free membership of Endeavour Foundation. To be eligible, the person must be a current client and have been a client for at least the previous three months at the time of application or renewal.

Once approved, membership remains current until the end of the financial year. For all free members who remain clients of Endeavour Foundation on 30 June each year, their free membership will be automatically renewed for the following financial year.

Free membership continues for existing Honorary and Life members.

Communication Support

At joining, all members will be asked to advise of any communication support that will assist in exercising their role as a member. New members will also be invited to nominate a person to act as their 'Communication Person', to assist the member in understanding and exercising their membership rights and obligations. A Communication Person can receive all member communications along with the member. The person can also accompany a member to meetings, but has no right to vote, speak, or otherwise participate except to the extent necessary to assist the member. At any time during the membership, members can update their nominated Communication Person.

To support active membership by all members, all communications and forms related to membership will include easy read versions.

2024 AGM

Members received an update on the membership strategy at the 2024 AGM. There was no vote on membership fees at the 2024 AGM and the moratorium on free membership fees was extended. This was to enable further work to consider whether Constitutional changes were required to implement the new strategy.

It was subsequently determined that the aims of the new membership strategy could be implemented through By-Law amendments without changes to the Constitution. However, in accordance with clause 4.8 of the Constitution, members are still required to vote to approve the membership fee structure.

By-Laws

While it is the intention for membership to be free to all clients we serve, in Home and Community and our social enterprises, given the diversity of Endeavour's operations and the provision of services through government contracts there are some clients Endeavour may not be able to offer membership. As a result, the member resolution, provides free membership to clients we 'support', with a definition of 'support' included in the By-laws.

In addition, members rights to a Communication Person are outlined in the By-Laws.

Non-Client Members

The membership strategy review also considered the membership fee for non-client members. While currently in a moratorium, it was generally considered the Foundation's membership fee, for non-client members, be set at \$50 per annum. This amount was considered appropriate for people who share the Foundation's objectives and are committed in supporting our mission.

Provisions have been included in the By-Laws for the Board to waive, reduce or defer membership fee dues to financial hardship or other special circumstance, or to promote inclusion.

Following member approval of the fee structure, work will start on raising membership awareness for those we support.

Board recommendation: The Board recommends the new membership fee structure be adopted.