

Notice of 2026 Annual General Meeting

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

Date: 6 November 2026
Time: 9.30am
Venue: 33 Corporate Drive, Cannon Hill, Brisbane
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 (33 Corporate Drive Cannon Hill, Brisbane) 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, submit questions and vote.

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 2026.

2. ELECTION OF JO DUNCAN AS A DIRECTOR

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

"That Jo Duncan be elected as a director of Endeavour Foundation Limited"

3. ELECTION OF MADELINE SIMMONDS AS A DIRECTOR

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

"That Madeline Simmonds be elected as a director of Endeavour Foundation Limited"

SPECIAL BUSINESS

4. AMENDMENT TO THE CONSTITUTION

As recommended by the Board, to consider and, if thought fit, to pass the following resolution as a special resolution:

"That, in accordance with section 20 of the Constitution and section 136(2) of the Corporations Act, the Constitution of Endeavour Foundation Limited be amended as set out in the Explanatory Memorandum, in the form tabled at the Annual General Meeting and signed by the Chair of the Meeting for the purpose of identification, with effect from the close of the meeting."

By order of the Board



Darryn Hammond
Company Secretary
30 September 2026

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 2026.

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 2026 or the 2025-2026 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 13 October 2026. If you require printed copies, please contact the Company Secretariat at companysecretary@endeavour.com.au or (07) 3900 5411.

ITEM 2 & 3 – DIRECTOR ELECTIONS

The Endeavour Foundation Constitution provides that a director is not eligible for re-election if they have served more than eight continuous years as a director. Accordingly, incumbent Director Ms Beverley Knowles is not eligible for re-election when her current term expires at the 2026 Annual General Meeting (AGM). In addition, Mr Mark Gibson, who was appointed to the Board in 2022 to fill a casual vacancy and was subsequently elected at the 2023 AGM, will also retire from office at the 2026 AGM.

As a result, the terms of Beverley Knowles and Mark Gibson will conclude at the 2026 AGM and two Elected Director positions will become vacant.

In accordance with the By-Laws, the Board identified the skills, experience and attributes sought for candidates for these positions. Consistent with Endeavour Foundation's commitment to maintaining a skills-based Board, the Board sought candidates with expertise in the following areas:

Position 1: Technology and Digital Transformation

A strategic technology leader with recent experience leading technology transformation initiatives, which could include automation, AI enablement, cybersecurity, and digital platforms. The ideal candidate would bring a strong track record of modernising technology ecosystems, driving strategic change, leveraging data and emerging technologies, and delivering measurable business outcomes.

Position 2: Advocacy and Government Relations

A candidate with extensive experience in advocacy and government engagement across the Federal environment, ideally supported by established networks and a strong understanding of the evolving NFP and NDIS landscape. Experience in state government advocacy would also be considered favourably.

The Board appointed a Nominations Committee, consisting of the Board Chair, the Chair of the People and Culture Committee and 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 applications and making recommendations to the Board in relation to director eligibility and suitability against the Board's desirable attributes, including 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 again encouraged by the number of submissions received this year and impressed by the depth of skills and experience.

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. The quality of the applicants was impressive and the Committee interviewed a number of the candidates, prior to making recommendations to the Board.

This year, candidates recommended by the Nominations Committee also met with two Clients, who provided their feedback to the Board as part of the selection process.

The Board reviewed the recommendations of the Nominations Committee, considered the feedback from the Clients, and resolved that Ms Jo Duncan and Ms Madeline Simmonds were eligible nominees who met the Board's composition and eligibility requirements.

ITEM 2 - ELECTION OF JO DUNCAN AS A DIRECTOR

Jo Duncan has nominated for election as a Director and her nomination is supported by the Board.

Jo brings strategic technology leadership and contemporary experience in transformation, artificial intelligence, automation, cybersecurity, risk management and governance across highly regulated organisations in the healthcare, financial services and aviation sectors.

With more than 20 years' experience in senior leadership roles, Jo has led large-scale transformation and technology modernisation programs, helping organisations navigate complex operational and regulatory environments while maintaining a focus on long-term sustainability and performance. Her experience includes senior positions with Airservices Australia, St Vincent's Health Australia, Medibank and HSBC.

Jo brings expertise in digital innovation, organisational transformation, financial oversight, governance and strategic planning. She has extensive experience working with executive leadership teams and governing bodies and advising on emerging technologies and their responsible application.

As co-founder of an artificial intelligence advisory business, Jo combines practical executive experience with contemporary knowledge of technology and innovation.

Jo's commitment to Endeavour Foundation's purpose is informed by a long-standing family connection to intellectual disability. Through this experience, she has developed a strong appreciation of the importance of inclusion, choice and opportunities for people with disability to live fulfilling and connected lives.

Qualifications: BSc (Hons) Financial Services, BSc (Dual Hons) Economics and Strategic Management, GAICD.

Ms Duncan has included the following personal statement:

"I am firstly a Mum in a blended family of 4 children aged between 10 and 28, with my first grandchild on the way! Within my own family I have experienced the challenges faced by those with neurodiversity, both personal challenges of being 'different' and in navigating the often complex systems and frameworks to be able to access support and understanding.

My motivation comes primarily from my own for-purpose personal values to make a positive difference. By drawing on knowledge gained through my career, I look forward to contributing to the future of the Foundation, and playing a part in enabling those facing challenges to live their best possible lives."

Further information on Jo's background and experience is contained in her LinkedIn profile located at www.linkedin.com/in/jo-duncan-morse/.

Board recommendation: The Board recommends the election of Ms Jo Duncan as a Director.

ITEM 3 - ELECTION OF MADELINE SIMMONDS AS A DIRECTOR

Madeline Simmonds has nominated for election as a Director and her nomination is supported by the Board.

Madeline brings extensive experience in government relations, advocacy, stakeholder engagement and public policy, together with a strong understanding of government decision-making, regulatory reform and strategic communications across highly regulated industries. Her career has been built at the intersection of government, industry and community engagement, helping organisations navigate complex policy environments and build constructive relationships with government and key stakeholders.

With almost 20 years' experience across Federal and State Governments, political advisory, public affairs and corporate affairs roles, Madeline has advised Ministers, executive leadership teams and boards on government relations, advocacy, regulatory strategy and stakeholder engagement. Her experience includes senior roles with Initiative Capital, the Assistant Minister to the Prime Minister, the Premier of Queensland, the Leader of the Opposition and a range of government and parliamentary offices.

Madeline brings expertise in government relations, advocacy, stakeholder engagement, communications, reputation management and strategic policy development. She has extensive experience working with governments, regulators, industry bodies and community stakeholders to achieve strategic outcomes and respond to changing political, regulatory and policy environments.

Throughout her career, Madeline has demonstrated a strong commitment to community participation and social inclusion. Her connection to disability inclusion began through volunteering and has continued through community advocacy, volunteer leadership and supporting neurodiverse children and families.

Qualifications: BA (Political Science), IAP2 Certificate of Engagement

Ms Simmonds has included the following personal statement:

"The greatest joy in my life is being a Mum to my three children. Motherhood has shaped how I think about fulfilment, opportunity, inclusion and the kind of community I want my children to grow up in. One where every person is valued, supported to contribute and given the opportunity to live with purpose, independence and choice. After a lengthy journey to becoming a mother, I feel incredibly fortunate and increasingly conscious of my responsibility to give back and set the best possible example for my children.

Endeavour Foundation's origins, families coming together because they wanted more for their children and refusing to accept that disability should determine their opportunities, resonates deeply with me. I bring a genuine willingness to listen and learn, alongside experience in advocacy, government relations, stakeholder engagement and communications. I would be proud to use those skills to support the Endeavour Foundation's mission".

Further information on Madeline's background and experience is contained in her LinkedIn profile located at www.linkedin.com/in/madeline-s-96963b260/.

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

ITEM 4 – AMENDMENT TO THE CONSTITUTION

At the 2025 AGM, members provided feedback about the process for electing directors. The Board considered this feedback and agreed that changes should be made to strengthen member participation and confidence in the director selection and election process.

In response, the Board approved amendments to the By-Laws in May 2026. The changes strengthen the director selection and election process by:

- requiring candidates recommended by the Nominations Committee for an Elected or Appointed Director position to meet with at least two Clients selected in consultation with the Chair of the Client Advisory Group, with the Clients' feedback provided to the Board;
- where there is only one eligible nominee for an Elected Director vacancy members are to vote on their election; and if members do not approve that nominee's election, the nominee is not eligible to be appointed to the Board or stand for election for 30 months;
- where there are multiple eligible candidates for a single vacancy, that is the Board decides multiple candidates are equally suited, members will vote to select a candidate. In these circumstances the 30 months restriction above does not apply.

Most of these changes were able to be implemented through amendments to the By-Laws. However, two elements require amendments to the Constitution and are therefore being presented to Members for approval.

Amendment 1 – Member vote on all Elected Directors

The Constitution currently provides that where the number of eligible candidates is equal to or fewer than the number of vacancies, those candidates are automatically appointed as Elected Directors without a member vote.

A change is proposed to clause 7.7(d) and (e) of the Constitution to align with member feedback that all candidates should be put to an election even if there are no more candidates than available positions. This gives members added assurance that they retain the right to reject a candidate as unacceptable to the membership even if the nominations process identifies only the same number of candidates as positions on the Board.

The proposed amendment removes this automatic appointment process and requires every Elected Director candidate to be approved by members, including where a position is uncontested.

Amendment 2 – Timing of Director Nominations

The Constitution currently prevents the Board from calling for Director nominations earlier than three months before the AGM.

In practice, this restriction requires Endeavour Foundation to undertake a separate Expression of Interest process before formal nominations can be opened.

A change is proposed to clause 7.7(a) of the Constitution to increase the window of time from three months to six months prior to the AGM in which the Board calls for nominations for election of Directors. This is the result of the Board's experience over the past two election cycles since the Constitution was changed to adopt the current approach. Under the current clause the Board must call for nominations within 3 months before the AGM and election, but this does not provide adequate time for the conduct of interviews, shortlisting, referee-checks and candidate due diligence to finalise the nomination process prior to the distribution of the AGM notice. The Board has therefore trialled an approach of calling for 'Expressions of Interest' within 6 months prior to the AGM and found this to be successful. The Board now recommends that the clause be modified to align the formal nomination timeframe with the trialled approach, by proposing the change from nominations being called within 3 months prior to the AGM to being called within a period of 3 to 6 months prior to the AGM.

The change will simplify and streamline the nomination process while maintaining all existing assessment, nomination and election requirements contained in the Constitution and By-Laws.

Together, these amendments are intended to demonstrate that Endeavour Foundation has listened and responded to member feedback, reinforce the importance of members' voting rights, increase Client involvement in the assessment of potential new directors and make the nomination process more efficient.

Copies of the marked-up Constitution are available from the Endeavour Foundation's website at www.endeavour.com.au/about-us/governance or by scanning the QR code.



You can also request copies by contacting the Company Secretariat, at companysecretary@endeavour.com.au or (07) 3900 5411.

Section 136(2) of the Corporations Act 2001 (Cth) permits a company to modify or repeal its constitution by a special resolution.

Item 4 to amend the Constitution is a special resolution. For a special resolution to pass it requires 75% of the votes cast to be in favour of the resolution.

Board recommendation: The Board recommends the amendments to the Constitution be adopted.