

2026 ANNUAL GENERAL MEETING

Item 4 - Special Resolution

Marked-up Constitution

The attached document shows the proposed amendments to the Endeavour Foundation Constitution that are the subject of Item 4 of the Notice of the 2026 Annual General Meeting.

It has been provided for members who wish to review the proposed constitutional amendments in detail.

For an explanation of the proposed changes and the reasons for them, please refer to the Explanatory Memorandum accompanying the Notice of Meeting.

The only proposed amendments relate to clause 7.7 attached. A full copy of the Constitution is available at endeavour.com.au/about-us/governance.

Constitution

Endeavour Foundation Limited ACN 009 670 704

- 7.7 An Elected Director is appointed at an AGM in accordance with the following requirements:
- (a) the Board must call for nominations not more than six months, and not less than three months before the meeting;
 - (b) any two Members may nominate a person to be appointed as an Elected Director;
 - (c) the nomination must be:
 - (i) in the form prescribed by the Board;
 - (ii) signed by the nominee and each proposer; and
 - (iii) given to the Board in the manner and within the time prescribed by the Board;
 - (d) an election of Elected Directors must be held in accordance with paragraph (e), whether or not the number of eligible candidates exceeds the number of vacancies~~if the number of candidates who are eligible for appointment in accordance with this Constitution is less than or equal to the number of vacancies, the candidates are automatically appointed as Elected Directors from the close of the meeting;~~
 - (e) for the purposes of the election of Elected Directors~~if the number of candidates who are eligible for appointment in accordance with this Constitution is more than the number of vacancies:~~
 - (i) a list of the names of all candidates who are eligible for appointment in accordance with this Constitution must be provided to all voting Members at least 21 days before the meeting;
 - (ii) the Board may hold:
 - (A) a postal or electronic ballot for the election of Elected Directors, to be completed at least seven days before the meeting; or
 - (B) the election of Elected Directors by ordinary resolution at the AGM;
 - (iii) each voting Member who is eligible to vote may vote for such number of candidates as there are vacant positions of Directors; and
 - (f) at the meeting, the Secretary must announce which persons have been appointed as Elected Directors under this clause.