

## Appendix 3Y

### Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity</b>	Envirosuite Limited
<b>ABN</b>	42 122 919 948

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Jason Cooper
<b>Date of last notice</b>	3 March 2022

#### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Direct
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	na
<b>Date of change</b>	22 November 2022
<b>No. of securities held prior to change</b>	1,000,000
<b>Class</b>	Ordinary Class Shares
<b>Number acquired</b>	Nil (refer Part 2 of Appendix 3Y)
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	na

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	1,000,000
<b>Nature of change</b> <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small>	No change – refer Part 2

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

<b>Detail of contract</b>	Executive employment agreement as Chief Executive Officer
<b>Nature of interest</b>	Performance Rights
<b>Name of registered holder (if issued securities)</b>	NA (not issued)
<b>Date of change</b>	22 November 2022
<b>No. and class of securities to which interest related prior to change</b> <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	Terms of Performance Rights entitlements
<b>Interest acquired</b>	-
<b>Interest disposed</b>	-
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	Change in the terms of existing Performance Rights entitlements pursuant to the passing of Resolution 7 at the Company's 2022 Annual General Meeting
<b>Interest after change</b>	No change in the number of Performance Rights entitlements – refer overleaf

**Part 3 – + Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a + closed period where prior written clearance was required?</b>	Na. No trade
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	-
<b>If prior written clearance was provided, on what date was this provided?</b>	-

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**1. Previous disclosure of Performance Rights set out in Appendix 3X released 1 March 2022:**

Subject to the below, Mr. Jason Cooper will be entitled to be issued the number of shares set out below. These **Performance Rights** consist of a performance incentive based on the Company's share price achieving the share prices as set out in 2 to 6 below, and a retention incentive in 1 below, all of which are based on the Executive remaining in the employment of the Company and other conditions as per below:

1. 1,000,000 fully paid ordinary shares of which 500,000 vest on 28 February 2023 and 500,000 vest on 28 February 2024;
2. 750,000 fully paid ordinary shares that vest in the event that the Company's share price as listed on the Australian Securities Exchange (ASX) reaches \$0.25 per share and remains at or above \$0.25 per share for a continuous period of 30 days thereafter;
3. 750,000 fully paid ordinary shares that vest in the event that the Company's share price as listed on the Australian Securities Exchange (ASX) reaches \$0.40 per share and remains at or above \$0.40 per share for a continuous period of 30 days thereafter;
4. 1,500,000 fully paid ordinary shares that vest in the event that the Company's share price as listed on the Australian Securities Exchange (ASX) reaches \$0.50 per share and remains at or above \$0.50 per share for a continuous period of 30 days thereafter;
5. 2,000,000 fully paid ordinary shares if the Company's share price as listed on the ASX reaches \$0.75 per share and remains at or above \$0.75 per share for a continuous period of 30 days thereafter; and
6. 2,000,000 fully paid ordinary shares if the Company's share price as listed on the ASX reaches \$1.00 per share and remains at or above \$1.00 per share for a continuous period of 30 days thereafter.

(i) The Executive's entitlement to be issued any Performance Rights will cease and Executive will not be entitled to be issued the Performance Rights, if at the time the Executive becomes entitled to be issued with the Performance Rights, the Executive has resigned or given notice of resignation of his employment with the Company, or the Executive has been terminated for cause or performance related reasons, or been provided with notice of termination for cause or performance related reasons, by the Company.

(ii) Any payment made to the Executive for the Performance Rights is inclusive of superannuation.

**2. Amendment to the terms of Performance Rights**

At the Company's Annual General Meeting held 22 November 2022 Shareholders passed Resolution 7 that amends the terms of the existing Performance Rights entitlements by replacing the share price based vesting as set out above with time-based vesting as follows:

- 2,000,000 fully paid ordinary shares that vest on 30 September 2023
- 2,000,000 fully paid ordinary shares that vest on 30 September 2024
- 2,000,000 fully paid ordinary shares that vest on 30 September 2025
- 2,000,000 fully paid ordinary shares that vest on 30 September 2026

There are no other changes to the terms set out in 2. above. For further details refer to the Explanatory Memorandum of the Notice of Meeting released 20 October 2022.

Authorised for release by the Company Secretary of Envirosuite Limited

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