

DYESOL LIMITED

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NOTICE OF GENERAL MEETING

Venue:	Dyesol Limited 3 Dominion Place Queanbeyan NSW 2620
Date:	Friday, 9 June 2017
Time:	10:00 a.m. (AEST)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Dyesol Limited (Company) will be held at:

Venue: Dyesol Limited
3 Dominion Place
Queanbeyan NSW 2620

Date: Friday, 9 June 2017

Time: 10:00 a.m. (EST)

This Notice of Meeting (**Notice**) should be read in conjunction with the accompanying Explanatory Statement.

Agenda

Resolution 1 - Change of Company Name to Greatcell Solar Limited

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That pursuant to section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed from "Dyesol Limited" to "Greatcell Solar Limited"."

Explanatory Statement

The Explanatory Statement accompanying this Notice is incorporated in and comprises part of this Notice. Shareholders are referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice and the Explanatory Statement.

Proxies

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company. A proxy can be an individual or a body corporate. A proxy may also be appointed by reference to an office held by the proxy (e.g. "the Company Secretary").
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

Voting Entitlements

For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register 48 hours before the meeting will be entitled to attend and vote at the General Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative.

BY ORDER OF THE BOARD

Kim Hogg
Company Secretary
10 May 2017

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of Dyesol Limited (**Company**).

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolution.

Resolution 1 - Change of Company Name to Greatcell Solar Limited

Section 157 of the Corporations Act 2001 provides that a company may change its name if the company passes a special resolution adopting a new name. A special resolution requires the approval of 75% of the votes cast by shareholders entitled to vote at the general meeting.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to "Greatcell Solar Limited".

The board and senior management of Dyesol have considered for some time that Dyesol needs to rebrand. A company's brand is an important element of its overall identity, particularly in relation to its existing and future investors and customers. If a brand is to have relevance it should capture both the activities of the company and its vision.

Dyesol Limited listed in 2005 as the world embarked on a quest for cheaper, cleaner and more sustainable energy. At the time, Dye Solar Cells (DSC) were considered at the vanguard of this technology revolution - hence, the name "Dyesol". However, the technology evolved very rapidly and DSC technology was supplanted by a solid state version of the technology that delivered higher solar conversion efficiency and potentially far more durable performance. At the time, we were not only benchmarking against existing fossil fuels but the continual improvement of competing renewable energy technology, such as first and second generation solar, wind, geothermal and some more niche technologies harnessing the power of the tides and waves.

"Dyesol" as a brand name no longer reflects the Company's activities. While Dyesol is still on the path to achieving its commercial objectives, the positive perspective is that it has recognised the importance of pushing the development boundaries of the exciting, new third generation of solar. It could have been fatal to commercialise a technology that had limited potential for further improvement. In this context, the board considered it more beneficial for shareholder funds to be deployed at the forefront of R&D until a point was reached that had genuine potential for significant commercial exploitation.

In 2013, the Dyesol board took the important strategic decision to shift focus from DSC to Perovskite Solar Cells (PSC). In many respects this decision was symptomatic of the evolution in a rapidly developing field of scientific investigation. We strongly believe that this decision has been vindicated by subsequent events, including the World Economic Forum identifying Perovskite Solar Cell PV as number 4 of the top ten emerging technologies of 2016. More importantly, the ground-breaking activities that the Company is currently undertaking in prototyping with its world-class Major Area Demonstration (MAD) project has aroused considerable global interest and establishes Dyesol as world leader in the technology.

During the past 12 years as an ASX-listed company, Dyesol has also experienced a fundamental change in its global footprint and the composition of its board and management. It is understandable that over time it has been transformed by its experiences and significantly improved its corporate performance in the context of particularly challenging economic conditions. We believe that surviving the maelstrom of the solar industry of 2011 - 2012 has made us wiser and stronger.

So, it is with considerable excitement and anticipation that the

Company contemplates the commercial phase of its evolution. If "Dyesol" is now a misnomer, it would be unwise to commit to an equally inflexible name. In searching for a name that truly captures our present and future activities, somewhat ironically, we have reached back to our very beginnings. The proposed new name for the company is Greatcell Solar Limited (proposed ASX ticker: GSL). The eponymous name pays homage to the highly acclaimed inventor of the technology, Professor Michael Grätzel and is used in our existing Swiss subsidiary. It is also far more generic and should we seek to evolve further we will not be impeded or unnecessarily labelled by a name that is no longer suitable or appropriate.

At Dyesol, or should we say, "Greatcell Solar", we are relentlessly pioneering development and commercialisation of the PSC technology and, by all relevant measures, we are leading the world. We want you to continue on our journey with us and hope you embrace this new beginning.

The Company's directors unanimously support this resolution and ask you to vote in its favour, too.

If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company's registration. The change will not affect the legal status of the Company.

Voting intention

The Chairman intends to exercise all available proxies in favour of Resolution 1.

GLOSSARY

AEST means Australian Eastern Standard Time.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of directors of the Company.

Company or **Dyesol** means Dyesol Limited (ACN 111 723 883).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means this explanatory statement accompanying the Notice of General Meeting.

General Meeting or **Meeting** means the meeting convened by the Notice.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a member of the Company, as defined in the Constitution of the Company.

Lodge your vote:

 **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

DYE

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (AEST) Wednesday, 7 June 2017**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Dyesol Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Dyesol Limited to be held at Dyesol Limited, 3 Dominion Place, Queanbeyan, New South Wales on Friday, 9 June 2017 at 10:00am (AEST) and at any adjournment or postponement of that Meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Change of Company Name

	For	Against	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business. In exceptional circumstances, the Chairman of the Meeting may change his voting intention on the resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /

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Computershare +