

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

---

**Ameresco, Inc.**

---

(Name of Registrant as Specified In Its Charter)

---

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee paid previously with preliminary materials

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

---

  

---



AMERESCO, INC. (AMRC)  
111 SPEDIS STREET  
SUITE 410  
FRANKLIN, MA 01701  
ATTN: NINA ANDERSSON-WILLARD

Ricky Campana  
P.O. Box 123456  
Suite 500  
51 Mercedes Way  
Edgewood, NY 11717



FLASHD-JOB#

1 OF 2  
327,274  
148,294  
30#



# Your **Vote** Counts!

**AMERESCO, INC. (AMRC)**

2024 Annual Meeting

Vote by June 03, 2024

11:59 PM ET

## You invested in AMERESCO, INC. (AMRC) and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on June 04, 2024.**

### Get informed before you vote

View the 2024 Notice & Proxy Statement, 2023 Annual Report with Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 21, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #



#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 04, 2024  
10:00 AM EDT

Virtually at:  
[www.virtualshareholdermeeting.com/AMRC2024](http://www.virtualshareholdermeeting.com/AMRC2024)

\*Please check the meeting materials for any special requirements for meeting attendance.

### THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

SHARE CLASSES REPRESENTED FOR VOTING  
THE COMPANY NAME INC. - COMMON ASDFGHIJKL 123456789.1234  
THE COMPANY NAME INC. - CLASS A 123456789.1234  
THE COMPANY NAME INC. - CLASS B 123456789.1234  
THE COMPANY NAME INC. - CLASS C 123456789.1234  
THE COMPANY NAME INC. - CLASS D 123456789.1234  
THE COMPANY NAME INC. - CLASS E 123456789.1234  
THE COMPANY NAME INC. - CLASS F 123456789.1234  
THE COMPANY NAME INC. - 401 K 123456789.1234

Voting Items	Board Recommends
1. Elect three (3) directors to the Ameresco, Inc. Board of Directors for a three-year term or until their successors are elected and qualified. <b>Nominees:</b>	
1a. David J. Corrsin	☑ For
1b. George P. Sakellaris	☑ For
1c. Joseph W. Sutton	☑ For
2. To ratify the selection by the Audit Committee of RSM US LLP as Ameresco's independent registered public accounting firm for the year ending December 31, 2024.	☑ For
3. To approve an amendment to the 2017 Employee Stock Purchase Plan to increase the number of shares reserved for issuance under the plan to 575,000.	☑ For

**NOTE:** In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".