



## **AUSTRALIAN PORK LIMITED**

### **Notice of Annual General Meeting 2021**

Notice is hereby given that the Annual General Meeting (AGM) of Australian Pork Limited (ABN 83 092 783 278) (**APL** or **the Company**) will be a virtual Annual General Meeting on Wednesday 10 November 2021 to commence at 3.15pm AEDST.

The business of the 2021 AGM will include:

- receiving and considering the financial statements of the Company, together with the reports of the directors and auditors in respect to the year ended 30 June 2021;
- approving the remuneration of the Company's auditor for 2021-2022;
- voting to fill one vacant Elected Director position; and
- ratifying the appointment of two Specialist Directors.

The 2020-21 Annual Report is available on the Company website. Please advise if you prefer a printed copy of the report and we will post one out to you.

If you have any questions about this process, please contact the APL Corporate and Governance Liaison, Nikki Watson, on 02 6270 8814 or by email at [nikki.watson@australianpork.com.au](mailto:nikki.watson@australianpork.com.au)

# Australian Pork Limited

## Notice of Annual General Meeting 2021

*(Continued)*

### Agenda

Chair and CEO overview of the year and report on APL's performance.

### Business

*An explanatory note accompanies this notice for agenda items marked with an asterisk (\*).*

#### 1. Financial statements and reports

To receive and consider the Financial Statements of the Company together with the Reports of the Directors and the Auditor in respect of the year ended 30 June 2021.

#### 2. Auditor's remuneration

*(Members only to vote)*

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

- That the appointed auditor's remuneration for the audit of the financial report for the year ending 30 June 2022 shall not exceed \$35,000.

#### 3. Election of an Elected Director\*

*(Delegates only to vote)*

To conduct an election to fill one vacant Elected Director position. The candidate for the Elected Director position is:

- Kenton Shaw.

The election of the Elected Director will be conducted by a poll of Delegates.

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

- Kenton Shaw is appointed as an Elected Director.

#### 4. Ratification of the appointment of Specialist Directors\*

*(Delegates only to vote)*

Proposed resolution – to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

- That the re-appointment of Gail Owen as a Specialist Director for a three-year term is ratified.
- That the re-appointment of Geoff Starr as a Specialist Director for a one-year term is ratified.

# APL Meeting Procedures Guide

## Annual General Meeting 2021

### Voting by proxy

- i. A Member or Delegate entitled to attend and vote at this meeting is also entitled to appoint a proxy. A Proxy Form is enclosed with this Notice for this purpose. A Member entitled to cast two or more votes at this meeting is entitled to appoint two proxies.
- ii. Where more than one proxy is appointed, each proxy may be appointed to represent a specified portion of the Member's voting rights. Where two proxies are appointed, and the appointment does not specify the proportion or number of the Member's votes, each proxy may exercise half of the Member's votes. Fractional votes will be disregarded.
- iii. A proxy need not be a member of the Company. A Delegate may **NOT** appoint another Delegate or a Director of the Company as his or her proxy.
- iv. If you want to direct your proxy on how to vote, please mark one box only for each resolution (*per proxy if applicable*). If you mark the "Abstain" box, your vote will not be counted. If you do not want to direct your proxy how to vote, leave the boxes next to the resolutions blank, in which case your proxy may abstain from voting or may vote as he or she thinks fit.
- v. A completed Proxy Form must be signed by the appointing Member or Delegate, or his or her attorney, or if the appointing member is a corporation, as authorised by its constitution or by the Corporations Act.
- vi. In the case of joint members, the signature on a Proxy Form of the first person appearing on the register of members of the Company shall be accepted to the exclusion of a Proxy Form signed by the other joint members.
- vii. If a Proxy Form is executed by an attorney of a member, the attorney must declare that he or she has not had notice of revocation of the Power of Attorney. The relevant Power of Attorney (*or a certified copy*) must accompany the Proxy Form if it has not been previously noted by the Company.
- viii. To be valid, the Proxy Form (*and any Power of Attorney under which it is signed*) must be received at:

Australian Pork Limited  
Level 2, 2 Brisbane Avenue  
Barton ACT 2600

OR Australian Pork Limited  
PO Box 4746  
Kingston ACT 2604

OR  
by fax to (02) 6285 2288

OR  
by email to  
[companysecretary@australianpork.com.au](mailto:companysecretary@australianpork.com.au)

by 12.30pm (Australian Eastern Daylight Savings Time) on Monday 8 November 2021

**Any Proxy Forms received after 12.30pm (Australian Eastern Daylight Savings Time) on Monday 8 November 2021 will not be valid for the scheduled meeting.**

**A Members' Proxy Form and/or a Delegates' Proxy Form (as appropriate) is/are enclosed with this notice.**

By order of the Board

**Damien Howse**  
Company Secretary

# APL Meeting Explanatory Notes

## Annual General Meeting 2021

### ***Remuneration of Auditors***

Only Members or Member proxies may vote on this item.

Rule 12.1 of the Company's Constitution provides that the business of a general meeting of the Company is, amongst other things, to fix the auditor's remuneration (when relevant). It is proposed that the appointed auditor's remuneration for the audit of the financial report for the year ending 30 June 2022 shall not exceed \$35,000.

### ***Election of an Elected Director***

### ***Ratification of the appointment of two Specialist Directors***

#### **Background**

The APL Constitution and the Funding Agreement between APL and the Department of Agriculture, Water and Environment both require that APL has a skills-based Board. A skills-based Board is one which collectively meets all of the Board skill requirements set out in both the Company's Constitution and the Funding Agreement.

The Board is comprised of five Elected Directors and four Specialist Directors. The APL Constitution requires Directors to retire by rotation. One Elected Director will retire at the 2021 AGM. Two Specialist Directors have retired prior to the AGM and have been re-appointed by the Board.

#### **Process for election and ratification of Directors**

##### *Election of an Elected Director*

Rule 10.5 of the Company's Constitution provides that Delegates may vote at a general meeting of the Company on, amongst other things, the election of Elected Directors.

Only Delegates are entitled to vote in an election of an Elected Director.

##### *Ratification of Specialist Directors*

The Specialist Directors are appointed (or re-appointed as the case may be) by the Board. Those appointments and re-appointments are required to be ratified by a majority of Delegates.

##### *Framework for election and appointment of Directors*

The Company's Constitution requires that, in appointing Specialist Directors, the Board must endeavour to ensure that the Directors (i.e. the Elected Directors and the Specialist Directors collectively) have skills and experience in the following areas:

# APL Meeting Explanatory Notes

## Annual General Meeting 2021

*(Continued)*

- a. Governance
- b. Financial management
- c. Government relations/public policy/administration
- d. Production
- e. Processing
- f. Food industry
- g. Promotion and marketing
- h. Market development and international marketing
- i. R&D/R&D administration
- j. R&D commercialisation and technology transfer
- k. Conservation and natural resource management
- l. Business and management acumen.

The Board has concluded that election of the candidate standing for election as an Elected Director, when considered in conjunction with the Specialist Directors seeking ratification of their re-appointment, will result in the continuation of a skills-based Board. In this regard, and in addition to the requirements of the Company's Constitution and the Funding Agreement, the Board is also of the view that all Directors should each individually have experience and knowledge in relation to the corporate governance and financial management of the Company.

### **Election of Elected Director**

The APL Constitution requires Elected Directors to retire as set out in Rule 14.2(b). Rod Hamann will retire at the 2021 AGM on Wednesday 10 November 2021 in accordance with that rule. On his retirement, there will be one vacant Elected Director position.

There is one candidate for the position of Elected Director and – being eligible for appointment – Kenton Shaw is standing for election to the position of Elected Director at the 2021 AGM.

The voting for the election of the Elected Directors will be performed by a poll of the Delegates present at the meeting.

Only Delegates or Delegate proxies are permitted to vote on this item.

# APL Meeting Explanatory Notes

## Annual General Meeting 2021

*(Continued)*

### **Elected Director Candidate Biography**

#### **Kenton Edward Shaw**

As a Queensland University student, I began my career in pigs at Gatton Campus piggery. I worked on numerous family piggeries in Qld and after graduating in 1989 with a Bachelor of Applied Science I headed south to join Rivalea as a stockperson. Over the next 31 years, I learnt much about the Australian pig industry through working in various roles across diverse piggery production systems throughout Southern NSW & Victoria. This involved large scale pig farms, free-range farms and many family farms in the Contract farming system. For personal reasons I have returned to Queensland and now appreciate working with Sunpork in the role of Executive General Manager Farms.

I have been an Australian Pork Ltd delegate for over 14 years.

My chosen career has been very engaging, challenging, and enjoyable. This dynamic industry is full of great people and we have a key goal to encourage the next generations of pig industry people and leaders.

I believe my 32 year career in pig production in Australia has provided me with a full set of skills and knowledge of pig production that includes family farms and large corporate farms.

I believe I will be able to represent all sectors of the industry as a Director of APL and work to ensure long-term sustainability of the Australian pork industry for all participants of all size farms and entities.

### **Ratification of the appointment of Specialist Directors**

Only Delegates or Delegate proxies to vote on this item.

The APL Constitution requires Specialist Directors to retire as set out in Rule 14.2(c). Gail Owen and Geoff Starr have retired in accordance with that rule and accordingly, the Board has re-appointed Ms Owen and Mr Starr as Specialist Directors.

Ms Owen has been re-appointed for a three-year term in accordance with the APL Constitution.

Mr Starr's re-appointment is for a period of one year. The re-appointment for one year enables the Board to evaluate its ongoing skill and experience needs and to actively recruit a Specialist Director to replace Mr Starr. Mr Starr will retire from the Board when an appropriate candidate has accepted an offer to transition into Mr Starr's role.

Delegates are asked to ratify those re-appointments.

# APL Meeting Explanatory Notes

## Annual General Meeting 2021

*(Continued)*

### Specialist Director Biographies

#### **Gail Owen, OAM, FAICD**

Ms Owen is an experienced chairperson and board member, a Fellow of the Australian Institute of Company Directors, and an Order of Australia medal recipient.

Ms Owen has been a partner with a number of Australia's major law firms, where her principal areas of practice are corporate advice, commercial contracts and resources and energy law.

Ms Owen is also Chair of the Victorian Fisheries Authority and Independent Chair of the Victorian Institute of Teaching's Audit, Risk Management and Finance Committee.

In her role on the APL Board, Ms Owen is Chair of the Audit, Risk and Corporate Governance and a member of the Industry Integrity Committee.

#### **Geoff Starr, G.A Hons, Business Studies, Marketing Major, GAICD**

Mr Starr has a wealth of experience in international branded foods and is a well-known figure in Australia's agriculture and food industry.

Mr Starr has worked for Unilever and been CEO for Mars Inc. Companies internationally, particularly in the animal nutrition and health industry and CEO of George Weston Foods.

Mr Starr was Chair of the Australian Food and Grocery Council, Australia's first industry advocate to government, and was a Director of Foodbank. Mr Starr is currently a Director of:

- Australian Pork Ltd
- Food Innovation Australia Ltd
- Birch & Waite Foods
- CRC for Fight Food Waste.
- Auscann Holdings

Mr Starr was formerly Chair of Cannpal Therapeutics Ltd.

In his role on the APL Board, Mr Starr is Chair of the Industry Marketing Committee and also a member of the People and Culture Committee and Investment Committee.

### ***Other business***

No proposed resolutions were received from Delegates or Members.