**AUSTRALIAN PORK LIMITED
Notice of Annual General Meeting 2022**

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 held Thursday 17 November 2022. The AGM will commence at 1.00pm AEDST and will be held at the Melbourne Marriott Hotel, corner of Exhibition and Lonsdale Streets, Melbourne.

The business of the 2022 AGM will include:

* receiving and considering the financial statements of the Company, together with the reports of the Directors’ and Auditor in respect of the year ended 30 June 2022;
* considering a resolution to approve the remuneration of the Company’s auditor for 2022-23;
* voting to fill three vacant Elected Director positions; and
* consider resolutions to ratify the appointments of two Specialist Directors.

The Notice of Annual General Meeting, proxy forms and the 2021-22 Annual Financial Statements are available on the APL website. If you prefer a printed copy of the 2021-22 Financial Statements, they will be posted to you at your request.

Please telephone Damien Howse on 0431 631 692 or email damien.howse@australianpork.com.au if you would like a printed copy of the 2021-22 Financial Statements or have any questions regarding the AGM.

**Agenda**

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 auditors in respect of the year ended 30 June 2022.

**2. Auditors' 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 2023 shall not exceed $34,000

The resolution will be conducted by a show of hands of Members.

**3. Election of an Elected Director \*
 *(Delegates only to vote)***

To conduct elections to fill three vacant Elected Director positions. The candidates for the Elected Director positions are:

* Richard Horsham
* Tim Kingma
* Mark McLean

The elections for the Elected Directors will be conducted by a show of hands of Delegates.

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

* Richard Horsham is appointed as an Elected Director;
* Tim Kingma is appointed as an Elected Director; and
* Mark Mclean 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 appointment of Bronwyn Harch as Specialist Director is ratified.
* That the appointment of Tony Lowing as Specialist Director is ratified.

The resolution to ratify the appointments of the Specialist Directors will be conducted by a show of hands of Delegates.

**5. Other business**

Any other business

### Voting by proxy

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. 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 email to companysecretary@australianpork.com.au

by 1.00pm (Australian Eastern Daylight Savings Time) on Monday 14 November 2022.

#### Any Proxy Forms received after 1.00pm (Australian Eastern Daylight Savings Time) on Tuesday 15 November 2022 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

***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 2023 shall not exceed $34,000. The audit fee for the financial year ended 30 June 2022 was $30,850.

***Election of three Elected Directors***

There are three Elected Director vacancies at the 2022 AGM. Two elected Directors must retire by rotation, and one must retire because they are filling a casual vacancy.

The Elected Directors required to retire by rotation at the 2022 AGM in accordance with the APL Constitution are Edwina Beveridge and Mark McLean. Ms Beveridge has indicated she will not stand for re-election.

As a Director appointed by the APL Board to fill a casual Elected Director vacancy, Richard Horsham is also required to retire at the 2022 AGM.

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

**Background**

The APL Constitution and the Funding Agreement between APL and the Department of Agriculture, Fisheries and Forestry 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. As the Board is comprised of five Elected Directors and four Specialist Directors, the Board appoints Specialist Directors to ensure a balanced Board is maintained.

Delegates are being asked to ratify the appointment of two specialist Directors at the 2022 AGM. Professor Bronwyn Harch was appointed by the APL Board to fill a casual Specialist Director vacancy which arose when Dr Gerard Davis retired to accept a full-time executive role. Mr Tony Lowings was appointed by the APL Board to fill a casual Specialist Director vacancy which arose when Mr Geoff Starr retired after serving 10 years as a Specialist Director of APL. For Professor Harch and Mr Lowings to continue as Specialist Directors, Delegates ratification of their appointments is required.

**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. Elected Directors are elected by a majority of Delegates.

*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:

* Governance
* Financial management
* Government relations/public policy/administration
* Production
* Processing
* Food industry
* Promotion and marketing
* Market development and international marketing
* R&D/R&D administration
* R&D commercialisation and technology transfer
* Conservation and natural resource management
* Business and management acumen.

The Nominations Committee have met and concluded that election of the candidates standing for election as Elected Director, when considered in conjunction with the Specialist Directors appointed by the Board, 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. The Nominations Committee have formed a view that this additional experience and knowledge requirement will be achieved.

**Election of Elected Director**

There are three elected Director vacancies at the 2022 AGM. Two elected Director vacancies emerge from Directors retiring by rotation and one Director retiring because they filled a casual Elected Director vacancy.

The APL Constitution requires two Elected Directors to retire by rotation as set out in Rule 14.2(b). On this occasion, Edwina Beveridge and Mark McLean will retire at the 2022 AGM on Thursday 17 November 2022 in accordance with that rule. On their retirement, there will be two vacant Elected Director positions emerging from retirement by rotation.

The APL Constitution requires Directors elected to fill a casual Elected Director vacancy to also retire. Richard Horsham was appointed to fill an Elected Director vacancy and as such must retire at the 2022 AGM creating one further Elected Director vacancy.

There are three candidates standing for election as an Elected Director. Being eligible for appointment Richard Horsham, Tim Kingma and Mark McLean are standing for election to the position of Elected Director at the 2022 AGM.

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

In accordance with Rule 14.3(d), all candidates who receive a majority of votes cast by the delegates will be elected as Directors.

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

**Elected Director Candidate Biographies**

**Richard Horsham**

Mr Horsham started his career working for Tesco, the UK’s largest retailer, in senior roles focused on category management, procurement and product development. After running multiple different food categories, Mr Horsham then gained considerable experience in meat marketing and supply chain whilst running all meat categories including Pork. Mr Horsham was also one of the founders of the Tesco producer club and the Tesco International Buying office.

Mr Horsham then moved to Australia with Coles in 2007 and was heading up the Coles Brand Team with a focus on developing the private label strategy and growth of the Coles brand. Mr Horsham then joined JBS, Australia’s largest meat company in 2011. Mr Horsham has held multiple senior roles with JBS, running business units and supporting the new business’ including Primo. More recently JBS acquired Rivalea and Mr Horsham is currently working on the integration and strategic plan moving forward.

Mr Horsham has worked with APL for the past 5 years through the Marketing Development Committee, which has now been succeeded by the Industry Marketing Committee and the Export Consultation Group and is currently a member of the APL Investment Committee.

**Tim Kingma**

Mr Kingma is the Manager and is also part part-owner of Gunpork Joint Venture, a 1400-sow piggery, KEPiggery, a 500-sow piggery in North Central Victoria, and Pentagon Feeds which supplies feed to the above farms. During his tenure as Manager, Mr Kingma has delivered improvements in productivity, genetics, health, welfare and focuses on introducing new technology into the various enterprises.

Mr Kingma is passionate about and active in securing a future for rural industries, communities and families and is heavily involved in local sporting bodies, schools, business groups and the pork industry.

After graduating from the University of Melbourne with a Bachelor of Agricultural Science, Mr Kingma also participated in the Australian Rural Leadership Program, the  NFF 2030 Leaders Program and completed the Australian Institute of Company Directors Course.

Amongst his professional responsibilities, Mr Kingma has been a member of the Victorian Farmers Federation since 2008 and is the current President, has been a member of the APIQ Panel since 2014, a member of the Swine Industry Projects Advisory Committee since 2009, and, has been an APL Delegate for 12 years since 2010 and was re-elected as a Delegate in September 2022.

**Mark Mclean**

Mr McLean is currently Managing Director/Co-owner of Riverhaven Enterprises & Top Multiplier Pty Ltd family agricultural companies operating 2,000 sows on two independent pig farms in South Australia. The Riverhaven properties include irrigated horticultural crops and both farms are located in South Australia. Mr McLean has established a management structure and systems including reporting and management oversight to assist in the daily operations of these farm businesses.

Mr McLean has extensive experience in agribusiness, holding many roles over the past 20 years within agribusiness groups in the pork sector as well as other industry sectors. He holds an Associate Diploma in Applied Science (Farm Management) from the Adelaide University, SA.

Mr McLean remains actively involved in the pork industry and has represented other Australian pork producers as an APL delegate since 2010.

Mr McLean has skills in agribusiness development, commodity marketing, sustainable farming and irrigation management. Consistent with his interests, he has initiated water saving irrigation infrastructure within the Riverhaven Enterprises’ operation and improved sow productivity on both farms through improved farm management, genetics and staff training and development. Mr McLean also operates a feed-mill, grows olives for extra virgin olive oil production and citrus for fresh fruit production and composts all animal manures on site as part of the company’s commitment to sustainable agricultural practices.

In his role on the APL Board, Mr McLean is Chair of the APL Industry Integrity Committee and is a member of the Audit, Risk and Corporate Governance Committee. Mr McLean joined the APL board as an Elected Director in 2019.

**Ratification of the appointment of Specialist Directors**

Only Delegates or Delegate proxies to vote on this item.

The Board appointed Professor Brownyn Harch and Mr Tony Lowings to fill two Specialist Director casual vacancies. A required by rule 14.5 (c) their appointments must be ratified by a majority of Delegates,

Delegates are asked to consider ratifying the appointments of Professor Harch and Mr Lowings.

**Specialist Director Biographies**

**Bronwyn Harch, BSc/Hons (Env), PhD (Biometrics), FTSE, FQA, FAICD**

Professor Bronwyn Harch has significant research and higher education leadership experience and is passionate about innovation that makes our communities more secure, resilient and sustainable.

Bronwyn, as the former Deputy Vice-Chancellor & Vice-President (Research & Innovation 2018 to 2022) at The University of Queensland was responsible for enhancing the University’s performance and reputation in research, commercialisation and innovation, research training, and research and innovation collaboration with external stakeholders, nationally and internationally. She led the bid for the recently successful Federal Government’s Trailblazers Commercialisation Program for the Food and Beverage Accelerator (FaBA).

Whilst Executive Director of the QUT Institute for Future Environment (2014 to 2018), Bronwyn led digital transformation projects in the agrifood sector as bid co-lead and Research Director for the Food Agility CRC. She developed engagement and commercialisation strategies with governments and industry.

Bronwyn also worked as a researcher and research leader at CSIRO (1995 to 2014). Her own research has focused on the statistical design of landscape-scale sampling protocols and monitoring programs, as well as the statistical modelling of complex systems, particularly agricultural and environmental systems.

Bronwyn's board experience includes current membership of Queensland’s Innovation Advisory Council, the Cooperative Research Centres Advisory Committee, AgResearch NZ’s Science Advisory Panel and CSIRO’s Oceans and Atmosphere Advisory Board. Bronwyn is also an Adjunct Professor at QUT Entrepreneurship and is part of the QUT/Queensland Government team delivering the Queensland Connects regional entrepreneurship acceleration program.

In her role on the APL Board, Bronwyn chairs the Investment Committee and is an APL appointed Director of Australasian Pork Research Institute Ltd.

**Tony Lowings: B.Sc. (Eng), MBA**

Tony Lowings is a broadly experienced global executive, having lived and worked in multiple geographies and travelled to and conducted business in 80+ countries.

He was most recently operating from the USA as the Global CEO for KFC, the world’s most popular chicken restaurant brand with over US$30B in global system sales and more than 26,000 outlets across the world, covering 148+ countries, and employing nearly a million people worldwide.

Most of Tony’s 27-year career with KFC / Yum Brands was in Australia, where in in his capacity as Managing Director for KFC South Pacific, Tony received the Australian Human Resources Institute award for Australian CEO of the Year in 2014.

Previously he had roles in financial management and management consulting, with organisations such as Lend Lease and Deloitte.

In his role on the APL Board, Tony chairs the People and Culture Committee and is a member of the Marketing Committee.

***Other business***

No proposed resolutions were received from Delegates or Members.