**Notice of Annual General Meeting**

Notice is hereby given that the 24th Annual General Meeting (AGM) of Australian Pork Limited (ABN 83 092 783 278) (***APL*** or ***the Company***) will be held at the Pan Pacific Hotel, 2 Convention Centre Place, South Wharf, Melbourne on Thursday 17 October 2024 commencing at 1.00pm*(Australian Eastern Daylight Savings Time)*.

**ITEMS OF BUSINESS**

1. **Consideration of 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 2024.

*Note: no resolution is required for this item of business, and accordingly, no vote will be held for this item.*

1. **Set the Remuneration of the Company’s Auditor for 2024-25**

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 2025 shall not exceed $38,000.

1. **Election of Elected Director**

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

That, in accordance with the Constitution, Kenton Shaw, being eligible and offering himself for election, be elected as an Elected Director of the Company.

1. **Ratification of Specialist Directors**

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

1. That the re-appointment of Gail Owen, as a Specialist Director of the Company be ratified.
2. That the appointment of Professor John Pluske, as a Specialist Director of the Company be ratified.
3. **Other Business**

To take and consider any other business from Members or Delegates.

Unless a poll is called, all resolutions will be conducted by a show of hands of those eligible to vote.

Further information in relation to voting at the meeting and each resolution to be considered at the AGM is set out in the enclosed Explanatory Notes which form part of this Notice of Meeting.

By order of the Board

Damien Howse

Company Secretary

17 September 2024

**Explanatory Notes**

These Explanatory Notes form part of the Notice of Meeting and should be read in conjunction with it. These Explanatory Notes have been prepared to provide members and delegates with important information regarding the items of business proposed for consideration at the AGM.

### Eligibility to vote

You will be eligible to vote at the AGM (or at any adjourned meeting) if you are a Member and have paid Pig Slaughter Levy during the financial year ending 30 June 2024, or you are a Delegate who has been appointed by a Member or group of Members to represent them.

Members and Delegates may only vote at the AGM on the matters that are reserved to Members or Delegates under the Constitution. The Notice of AGM identifies the Items of Business to be voted on by either the Members or the Delegates.

### Voting

Each of the resolutions set out in this Notice of Meeting will be decided by a show of hands, unless a poll is determined or demanded in accordance with the Constitution Rule 12.7 and section 250J (1) of the Corporations Act.

Members and Delegates can vote at the AGM:

* by attending the AGM in person and voting at that meeting; or
* by appointing a proxy (in the manner described below) to attend and vote.

### Voting in person

Members, Delegates and their duly appointed proxies, corporate representatives and attorneys wishing to vote should attend the AGM in person and vote at that meeting.

### Proxies

A Member or Delegate entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote on his or her behalf. 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.

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.

A proxy need not be a Member or Delegate of the Company, however the proxyholder must be present at the meeting.

A Delegate may **NOT** appoint another Delegate or a Director of APL (other than the Chair of the meeting) as his or her proxy.

If you want to direct your proxy 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 can vote as he or she thinks fit.

If the Chair of the meeting has been appointed as your proxy and there are undirected votes on the valid proxy form, the Chairman intends to vote undirected proxy votes in favour of all the resolutions.

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.

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 will be accepted.

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 the 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.

To be valid, the Proxy Form *(and any Power of Attorney under which it is signed)* must be received by **1.00pm** (Australian Eastern Daylight Savings Time) on **Tuesday 15 October 2024** 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](mailto:companysecretary@australianpork.com.au)

#### Any Proxy Forms received after this time 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.

### Director elections

The 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 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.

*Elected Directors*

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.

*Specialist Directors*

The Specialist Directors are appointed (or re-appointed) by the Board but those appointments must be ratified by a majority of Delegates.

The Company's Constitution requires that, in appointing Specialist Directors, the Board must endeavour to ensure that the Board (i.e. the Elected Directors and the Specialist Directors collectively) has 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 & Remuneration Committee (NRC) has met and concluded that the election of the candidate 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.

### Items of Business

1. **Consideration of Financial Statements and Reports**

The Corporations Act requires that the financial report (which includes the financial statements and Directors’ declaration, the Directors’ Report and the Auditor’s Report) for the year ended 30 June 2024 to be laid before the AGM.

Members will be given a reasonable opportunity to ask questions about, or to make comments on, the reports and the management of the Company.

The financial statements for the year ended 30 June 2024 and reports are available to members and can be found on the Company’s website ([www.australianpork.com.au](http://www.australianpork.com.au)).

There is no requirement for a formal resolution on this item.

1. **Set the Remuneration of the Company’s Auditor for 2024-25**

Rule 12.1 of the Company’s Constitution provides that the business of a general meeting includes to fix the auditor’s remuneration. It is proposed that the appointed auditor’s remuneration for the audit of the financial report for the year ending 30 June 2025 shall not exceed $38,000. The audit fee for the financial year ended 30 June 2024 was $35,500.

Only Members or Member proxies may vote on this item.

1. **Election of Elected Director**

The APL Constitution requires Elected Directors to retire by rotation as set out in Rule 14.2(b). Mr Kenton Shaw will retire at the conclusion of the AGM on Thursday 17 October 2024 in accordance with that rule. On his retirement, there will be one vacant Elected Director position.

Mr Shaw, having been nominated and being eligible for re-appointment, has indicated his willingness to stand for re-election at the AGM.

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

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

**Elected Director Candidate Biography**

Kenton Shaw

*Bachelor Applied Science (Rural Technology) with Honours, Grad Cert Manufacturing Management, Executive General Manager Farms at SunPork Consolidated.*

Mr Shaw is Executive General Manager Farms at SunPork Consolidated, which operates pork production, processing, and genetics interests across Australia.

Mr Shaw’s 33-year career in Australian pig production has provided him with a broad range of skills and knowledge of pig production that includes family farms and large corporate farms. Prior to joining SunPork, Mr Shaw was General Manager – Agricultural Operations at Rivalea Australia.

1. **Ratification of Specialist Directors**

There are two Specialist Director appointments to be ratified at the AGM.

One of the Specialist Directors is required to retire by rotation at the conclusion of the 2024 AGM in accordance with the APL Constitution rule 14.2(c). Ms Gail Owen retires in accordance with that rule. The Board recommends the re-appointment Ms Owen as a Specialist Director which must be ratified by the Delegates at the AGM.

A second Specialist Director was appointed by the Board as a Replacing Specialist Director to fill a casual vacancy arising from the resignation of Professor Bronwyn Harch. In accordance with the APL Constitution rule 14.5(c) the appointment of Professor John Pluske must be ratified by the Delegates at the AGM.

Delegates are asked to ratify these two Specialist Director appointments.

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

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

Professor John Pluske

*BSc (Agric) (Hons), PhD (UWA), RAnNutr., R. Anim. Sci.*

Dr John Pluske is Chief Scientist and CEO of APRI and holds a position as Honorary Professorial Fellow at The University of Melbourne. Dr Pluske’s research and academic career spanning more than 30 years has focused predominately on the nutrition and digestive physiology of pigs, particularly piglets and weanling pigs.

Other research interests encompass alternatives to antimicrobials in pig diets, sow nutrition, role of nutrition and the environment in modifying immune function and the gastrointestinal microbiota, feedstuff evaluation, and controlling enteric diseases in pigs without antimicrobials.

1. **Other Business**

No proposed resolutions were received from Members or Delegates.