



## **AUSTRALIAN PORK LIMITED**

### **Notice of Annual General Meeting 2023**

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 23 November 2023. The AGM will commence at 1.00pm AEDST and will be held at the Pan Pacific Hotel, 2 Convention Centre Pl, South Wharf, Melbourne.

The business of the 2023 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 2023;
- considering a resolution to approve the remuneration of the Company's Auditor for 2023-24;
- voting to fill two vacant Elected Director positions; and
- consider the resolution to ratify the re-appointment of a Specialist Director.

The Notice of Annual General Meeting, including related registration and proxy forms, will be emailed to all members no later than 25 October 2023. Registration and proxy forms as well as the 2022-23 Annual Report (including the financial statements) and Notice of AGM will also be available on the APL website no later than 25 October 2023. If you prefer a printed copy of the 2022-23 Annual Report, one will be posted to you at your request.

Please contact the APL Accountant, Rebecca Davey on 0475 398 200 or by email at [rebecca.davey@australianpork.com.au](mailto:rebecca.davey@australianpork.com.au) if you would like a printed copy of the 2022-23 Annual Report or have any questions regarding registrations and proxy forms.

# Australian Pork Limited

## Notice of Annual General Meeting 2023

*(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 2023.

#### 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 2024 shall not exceed \$35,500

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

#### 4. Election of Elected Directors \*

*(Delegates only to vote)*

To conduct an election to fill two vacant Elected Director positions. The candidates for the Elected Director positions are:

- Edison Alvares
- Dawson Bradford

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

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

- Edison Alvares is appointed as Elected Director; and
- Dawson Bradford is re-appointed as Elected Director.

The resolution to appoint Elected Directors will be conducted by a show of hands of Delegates.

# Australian Pork Limited

## Notice of Annual General Meeting 2023

*(Continued)*

### **5. Ratification of the appointment of a Specialist Director \***

*(Delegates only to vote)*

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

- That the re-appointment of Andrew Baxter as a Specialist Director is ratified.

The resolution to ratify the re-appointment of the Specialist Director will be conducted by a show of hands of Delegates.

### **6. Other business**

Any other business

# APL Meeting Procedures Guide

## Annual General Meeting 2023

### Voting by proxy

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.

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 of the Company. A Delegate may **NOT** appoint another Delegate or a Director of the Company as his or her proxy.

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.

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 shall be accepted to the exclusion of a Proxy Form signed by the other joint members.

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.

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](mailto:companysecretary@australianpork.com.au)

by 12.30pm (Australian Eastern Daylight Savings Time) on Monday 20 November 2023.

***Any Proxy Forms received after 12.30pm (Australian Eastern Daylight Savings Time) on Monday 20 November 2023 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 2023

*(continued)*

### ***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)<sup>1</sup>. It is proposed that the appointed auditor's remuneration for the audit of the financial report for the year ending 30 June 2024 shall not exceed \$35,500. The audit fee for the financial year ended 30 June 2023 was \$34,000.

### ***Election of two Elected Directors***

There are two Elected Director vacancies at the conclusion of the 2023 AGM. One elected Director must retire by rotation, and one must retire because they are filling a casual vacancy.

The Elected Director required to retire by rotation at the conclusion of the 2023 AGM in accordance with the APL Constitution is Dawson Bradford. Mr Bradford has indicated he will stand for re-election.

As a Director appointed by the APL Board to fill a casual Elected Director vacancy, Edison Alvares is also required to retire at the conclusion of the 2023 AGM. Mr Alvares has indicated he will stand for re-election.

### ***Ratification of the appointment of one Specialist Director***

#### **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.

#### **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.

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<sup>1</sup> APL Constitution (21 November 2015) Rule 12.1

# APL Meeting Explanatory Notes

## Annual General Meeting 2023

*(Continued)*

### *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 & Remuneration Committee (NRC) 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 NRC have formed a view that this additional experience and knowledge requirement will be achieved.

# **APL Meeting Explanatory Notes**

## **Annual General Meeting 2023**

*(Continued)*

### **Election of Elected Director**

There are two Elected Director vacancies at the conclusion of the 2023 AGM. One elected Director must retire by rotation, and one must retire because they are filling a casual vacancy.

The APL Constitution requires one Elected Director to retire by rotation as set out in Rule 14.2(b). On this occasion, Dawson Bradford will retire at the conclusion of the 2023 AGM on Thursday 23 November 2023 in accordance with that rule. On their retirement, there will be one vacant Elected Director position emerging from retirement by rotation.

The APL Constitution requires Directors appointed to fill a casual Elected Director vacancy to also retire. Edison Alvares was appointed to fill an Elected Director vacancy and as such must retire at the conclusion of the 2023 AGM creating one further Elected Director vacancy.

There are two candidates standing for election as an Elected Directors. Being eligible for appointment Edison Alvares and Dawson Bradford are standing for election to the positions of Elected Director at the 2023 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.

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

# APL Meeting Explanatory Notes

## Annual General Meeting 2023

*(Continued)*

### **Elected Director Candidate Biographies**

#### **Mr Edison Alvares**

Mr Edison Alvares is the Chief Operating Officer of Rivalea Australia, with more than 25 years' experience in major companies in Australia and Brazil. Mr Alvares has vast experience in the global meat industry acquired since he joined JBS in 2005 in Brazil, as part of the senior finance team, then in 2007 he moved to Australia as the Chief Financial Officer & Director for JBS Australia and led the Corporate Team – Finance, Procurement, Information Technology, Legal, Payroll, Internal Audit and Operational Excellence for 15 years through an aggressive expansion phase of the business – organic & acquisition growth.

Mr Alvares is graduated in Economics (Brazil 1994), with Post-Graduation in Business Administration (Brazil 1998) and completed his Master in Business Administration with QUT (Australia 2014/15). Mr Alvares has vast experience acting as a board member for listed and non-listed companies in the last 10 years, and completed his AICD course in 2018.

In his role on the APL Board, Mr Alvares is a member of the APL Investment Committee, the APL Nominations and Remuneration Committee and the APL People and Culture Committee.

#### **Mr Dawson Bradford**

Mr Bradford is co-owner/manager of Hillcroft Farms, a family-owned mixed farming operation at Popanyinning in Western Australia. The business consists of a 1,400 sow farrow to finish operation, Ultra White sheep stud, prime lamb production and mixed cropping. A feed mill is also operated on the property to utilize the grain produced on farm. Mr Bradford is an APL delegate and he is also Vice President of WAPPA.

In his role on the APL Board, he is a member of the APL Investment Committee and the Industry Integrity Committee.



# APL Meeting Explanatory Notes

## Annual General Meeting 2023

*(Continued)*

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

Only Delegates or Delegate proxies to vote on this item.

The Board re-appointed Mr Baxter as Specialist Director. As required by rule 14.5 (c) his re-appointment must be ratified by a majority of Delegates,

Delegates are asked to consider ratifying the re-appointment of Mr Baxter.

### **Specialist Director Biographies**

#### **Mr Andrew Baxter, B.Bus (Mktg), FAMI CPM, FAICD**

Mr Baxter is a Non-Executive Director of GrowthOps, Foresters Financial, BirdDog, Hypetap and Nettlefold as well as a Senior Advisor at BGH Capital and the Adjunct Professor of Marketing at the University of Sydney. He has also been the Senior Advisor to KPMG's Customer, Brand and Marketing Advisory business. Prior to this he successfully led major professional services firms for over a decade, as the CEO of two of the country's largest communications agencies, Publicis, and Ogilvy, where he was a trusted counsel to many of Australia's most iconic brands, as well as State and Federal Governments.

Mr Baxter is also a Non-Executive Director of the Sydney Symphony Orchestra, OzHarvest, and the Queen's Fund. Furthermore, Mr Baxter has had previous Board roles at the Lord Mayor's Charitable Foundation (Chair), Deakin Business School (Chair), Tjapukai (Chair), Catch Group, The Song Room (Chair), Commtract (Chair), National Basketball League, Melbourne Aces (Chair), CC Media (an HT&E company) and the Communications Council. Mr Baxter regularly writes in The Australian about the future of marketing, in a world where both consumers and technology are ever evolving. He is also the Co-Host of The Marketing Commute podcast, has been named as one of LinkedIn's Top 40 Australian influencers, and the winner of Australian Marketing Institute's Sir Charles McGrath Award for his significant contribution to the field of marketing.

In his role on the APL Board, Mr Baxter is the Board Chair, Chair of the Nominations and Remuneration Committee, Chair of the Industry Marketing Committee and former Chair of the People & Culture Committee.