

MEAT & LIVESTOCK AUSTRALIA

ABN 39 081 678 364

NOTICE OF 2020 ANNUAL GENERAL MEETING

Online via web.lumiagm.com or via the Lumi AGM app

Meeting ID: 316-104-209

on 19 November 2020 at 3.30pm (NSW time)

ABOUT THE AGM

What is an annual general meeting (AGM)?

An AGM is a meeting of the members of a company. It must be held at least once in each calendar year, within five months after the end of the company's financial year.

What is the business of an AGM?

The business of an AGM may include:

- the consideration of the annual *Financial report, Directors' report, Auditor's report* and any resolutions
- the election of directors
- the appointment of the auditor
- questions or comments from members about the management of the company.

The business of this year's AGM is set out on page 2.

Who can attend Meat & Livestock Australia's (MLA) AGM?

MLA's AGM can be attended by:

- MLA members
- any proxy, attorney or representative appointed by an MLA member
- other persons permitted by MLA.

Why is the AGM being held virtually?

In response to the COVID-19 pandemic and the restrictions on gatherings and travel, as well as social distancing requirements, MLA has made the decision to hold the AGM virtually (as permitted by the temporary amendment to the *Corporations Act 2001*) in order to provide certainty and allow as many of our members to participate as possible.

HOW TO VOTE

All MLA members are entitled to vote. Your voting entitlement for the AGM is shown on the *Voting entitlement and proxy form* enclosed.

Votes can be cast in real time through the online facility.

If you can't participate, you can still vote by proxy or attorney. If you don't know anyone attending the meeting, you can nominate the Chair to vote as your proxy.

Voting entitlement and proxy forms must be received by MLA by no later than 3.30pm (NSW time) on Tuesday 17 November 2020.

Voting in person

For an individual

You will need to have either your MLA membership card or your *Voting entitlement and proxy form* when you register. You will be provided with voting papers and instructions on how to vote.

For a partnership

The partners must exercise their votes as a group. Only one partner may vote for the partnership. The last vote received will be the one that is counted.

For a company

The company may appoint a representative to vote on its behalf. To appoint a representative, a notice of appointment must comply with section 250DD of the *Corporations Act 2001*. Evidence of the appointment signed by an executive officer of the company must be provided to MLA. Please phone MLA on 1800 550 060 to obtain a form.

Voting by attorney

If you wish to appoint an attorney to represent you at the AGM, you must provide either the original authority or a certified copy of the attorney's authority to MLA. To be valid, MLA must receive the authority by **3.30pm (NSW time) on Tuesday 17 November 2020** (NB: if the authority is faxed, it must be certified).

Voting by proxy

To vote by proxy, follow the instructions on the *Voting entitlement and proxy form* that is included in the AGM pack. This can also be lodged online at: www.computershare.com.au/mlavoting

If you sign a proxy form and do not nominate a person to act as your proxy, the Chair will be appointed as your proxy by default.

NOTICE OF ANNUAL GENERAL MEETING

Meat & Livestock Australia Limited ABN 39 081 678 364 gives notice that its 2020 annual general meeting (AGM) will be held online on 19 November 2020 at 3.30pm.

The Notes and Explanatory Statement which accompany, and form part of, this Notice of Meeting more fully describes the matters to be considered at the AGM. To conduct the following business:

Item 1: Annual reports

To lay before the AGM the *Financial report*, the *Directors' report* and the *Auditor's report* for the financial year ended 30 June 2020.

Item 2: Election of Directors

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

- (a) That, in accordance with article 4.1 of MLA's constitution, Alan Beckett be elected as a Director of MLA.
- (b) That, in accordance with article 4.1 of MLA's constitution, Andrew Michael be elected as a Director of MLA.
- (c) That, in accordance with article 4.1 of MLA's constitution, Russell Lethbridge be elected as a Director of MLA.

Item 3: Election of member representatives to the Selection Committee

To consider the following separate resolutions:

- (a) Election of one of the following cattle producer nominees to the Selection Committee by cattle producer members:
 - (i) Daniel Radel
 - (ii) Peta Collett
 - (iii) Michael Decman
- (b) Election of one of the following sheep producer nominees to the Selection Committee by sheep producer members:
 - (i) Mark Wootton
- (c) Election of one of the following lot feeder producer nominees to the Selection Committee by lot feeder producer members:
 - (i) Tony Fitzgerald

Item 4: Questions or comments

Questions or comments about the management of MLA.

Selection Committee

The current composition of the Selection Committee is:

- (a) Peak council-appointed members:
 - Mr Tony Hegarty (*representing Cattle Council of Australia Inc*)
 - Mr Jamie Heinrich (*representing Sheep Producers Australia Ltd*)
 - Mr Bryce Camm (*representing Australian Lot Feeders' Association*)
- (b) Elected members:
 - Ms Jane Kellock (*Chair representing sheep producers*)
 - Mr Peter Quinn (*representing cattle producers*)
 - Mr Mick Hewitt (*representing cattle producers*)
 - Mr Tony Fitzgerald (*representing lot feeder producers*)
- (c) MLA Director non-voting members:
 - Mr Rob Fitzpatrick
 - Ms Erin Gorter

Proxies and attorneys

A member entitled to attend and vote at the AGM may appoint a person to attend and vote at the meeting as the member's proxy or attorney. A proxy or attorney need not be a member of MLA. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Subject to any contrary resolution of the Directors, a proxy may not vote at the AGM unless the *Voting entitlement and proxy form* and the original or a certified copy of the power of attorney or other authority (if any) under which the *Voting entitlement and proxy form* is signed, are:

Faxed to:

1800 022 040

OR

Sent to:

Meat & Livestock Australia Limited
Reply Paid 3561
Melbourne VIC 8060

OR

Deposited at the registered office of:

Meat & Livestock Australia Limited
Level 1, 40 Mount Street
North Sydney NSW 2060

OR

Lodged online at:

www.computershare.com.au/mlavoting using your membership number and postcode, no later than **3.30pm (NSW time) on Tuesday 17 November 2020.**

By order of the Board



Joanne Taylor-Craig
Company Secretary

8 October 2020

EXPLANATORY NOTES

What you will be voting on

The following explanatory notes outline the resolutions MLA members will be asked to vote on at the meeting:

Item 1: Presentation of reports

As required by section 317 of the *Corporations Act 2001*, the Financial report, Director's report and Auditors' report of Meat & Livestock Australia Limited for the most recent financial year will be laid before the meeting. Members will be provided with the opportunity to ask questions about, or make comments on, the reports, management or about MLA generally, but there will be no formal resolution put to the meeting.

MLA's auditor will be present at the AGM.

Item 2: Election of Directors

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

- (a) That, in accordance with article 4.1 of MLA's constitution, Alan Beckett be elected as a Director of MLA.
- (b) That, in accordance with article 4.1 of MLA's constitution, Andrew Michael be elected as a Director of MLA.
- (c) That, in accordance with article 4.1 of MLA's constitution, Russell Lethbridge be elected as a Director of MLA.

As required under article 4.1 of MLA's constitution, one third of the Board must retire from the conclusion of the AGM. The retiring directors, whose terms expire at this year's AGM, are Alan Beckett, Andrew Michael and Russell Lethbridge, all of whom applied for re-election.

The Selection Committee called for nominations to fill the three vacancies and interviewed a shortlist of potential candidates from a total of 98 applications. As a result of this process, the Selection Committee has endorsed Alan Beckett, Andrew Michael and Russell Lethbridge for election as Directors of MLA.

Information on the nominated candidates is provided below.

Alan Beckett

Qualifications: BEc, FICA, GAICD

Mr Beckett runs an Angus breeding and backgrounding operation in Yea, Victoria. He brings 40 years' experience with a major professional services firm, practising in the area of audit and corporate services to large companies with an emphasis on listed public companies along with practical experience in doing business in Oceania, South-East Asia, China, Japan and India. Mr Beckett is Chair of Defence Health Limited, a non-executive director of Westbourne Capital Pty Ltd and Westbourne Credit Management Limited. Mr Beckett is the Chair of Meat & Livestock Australia Limited, and a non-executive director of MLA Donor Company Limited and Integrity Systems Company Limited.

Previous roles:

Chairman of ASX listed Basper Limited (formerly Berklee Ltd) and Deputy Chairman of the Department of Defence Audit & Risk Committee. He is a former independent member of the Audit & Risk Committee of Reserve Bank of Australia's wholly owned subsidiary, Note Printing Australia Limited.

Andrew Michael

Qualifications: GAICD

Mr Michael is a fourth-generation producer, working his 1,500ha family farm at Snowtown, SA, as well as grazing land in the state's north-east pastoral area and in the south-east. Over the last 45 years he has built and operated a large-scale sheepmeat and wool business including both terminal and maternal sheep. He has extensive experience in the use of breeding technologies in both the sheep and cattle industries and, for over 35 years, has incorporated all the latest leading-edge animal breeding technologies available. Mr Michael is a great supporter and user of all sheep industry groups, including Sheep CRC, Sheep Genetics, Information Nucleus Flock and many more. Using these technologies and working with industry groups has assisted him to develop a highly productive business, breeding top performing sheep for quality red meat production, along with high value skins and wools on animals that do not require mulesing. For many years he has had a close association with commercial producers all round Australia, New Zealand and South America, holding presentation and educational field days and helping their marketing and genetic selection programs. Mr Michael is a director of Meat & Livestock Australia Limited, Integrity Systems Company Limited and a member of the Audit, Finance & Risk Committee.

Previous roles:

Mr Michael was a member of the Royal Adelaide Show Pastoral Committee having served 22 years, two as President. He was a board member of the Lumeah Trust, a member with SA Sheep Disease Management Committee focusing on OJD and Spider Syndrome, and an Australian White Suffolk Foundation Committee Member. Mr Michael is also Honorary Life Member and Distinguished Service Award member of the Australian White Suffolk Association.

Russell Lethbridge

Qualifications: Dip Rural Business Management, Cert Animal Husbandry and Farm Engineering (Hons), GAICD

Mr Lethbridge, with his family, runs Werrington Cattle Company, a commercial beef cattle, breeding, growing and fattening enterprise. Werrington has been in the Lethbridge family for 124 years with the current branch of the family in ownership since 1980. The Werrington business runs over 13,000 head of cattle and comprises a breeding program on 120,000ha of natural eucalypt forest country, approximately 250km west of Townsville and 200km north of Hughenden in north Queensland. The business also consists of Rainmore Station, a 27,000ha property near Alpha in central Queensland. Mr Lethbridge has a deep understanding of cattle production systems, managing breeder and feeder cattle under extreme environmental conditions and pasture nutrition levels, utilising genetic selection and strategic herd management to achieve production and business success. Mr Lethbridge is a director of Meat & Livestock Australia Limited, Integrity Systems Company Limited and a member of the Audit, Finance & Risk Committee.

Previous roles:

Mr Lethbridge was Chair of the Hann Highway Action Group, a member of the Rural Fire Board and a member of the Oak Race Club Committee. He was an elected representative of AgForce for seven years, beginning as Regional Vice President for the north region, then as Regional President and Board Member and member of AgForce Finance Audit and Risk and Agribusiness Finance Drought and Climate Policy Committees. He was a member of the steering committee for the Northern Gulf Resource Management Group to develop and promote a business improvement package for north Australian cattlemen.

Item 3: Election of member representatives to the Selection Committee

To consider the following separate resolutions:

(a) Election of one of the following cattle producer nominees to the Selection Committee by cattle producer members:

(i) **Daniel Radel**

Mr Radel is a graduate of Emerald Agricultural College and has been operating as a commercial cattle producer in south-west Queensland for over 25 years. He is a keen community volunteer, serving as an AgForce Cattle Board Director since 2016 and more recently as an MMAT Cattle Council Australia Committee Member. Mr Radel is keen to join the MLA Selection Committee this year to provide advocacy for the beef industry decision making process, ensuring representation is achieved for grassroots producers.

(ii) **Peta Collett**

Ms Collett was part of an agricultural and livestock family business for twenty years. After downsizing the main rural business in 2017, she started a partnership managing a cattle business that has been growing steadily. She has a Diploma of Counselling which developed her people problem-solving skills during the many challenges of drought conditions and is currently in her third year of a Bachelor of Counselling. Ms Collett has a strong interest in the many challenges producers are facing and finding ways to strengthen business practices and improve longer-term profits. Ms Collett is keen to join the Selection Committee to ensure MLA has the best director candidates who can bring innovative ideas and sustainable practices to the industry.

(iii) **Michael Decman**

Mr Decman is a cattle producer and proprietor of a number of properties with over 50 years' experience in business including primary production and cattle production. He is a Director of three Companies and undertakes regular consultation and advocacy for industry and primary production, assisting with change and input to government and local authority areas. Mr Decman brings a strong regional representation, leadership and focus to the position, with substantial, broad-ranging business experience. Having been elected by peers to industry as chairman of Master Builders Queensland, he is committed to the positions he holds, as well as to ensuring member benefits are appropriate to the cattle industry and are delivered with good governance.

(b) Election of one of the following sheep producer nominees to the Selection Committee by sheep producer members:

(i) **Mark Wootton**

Mr Wootton is the Principal/Manager of Jigsaw Farms, a high-input carbon neutral operation in south-west Victoria, running 20,000 Merino ewes joined to Merino and terminal sires and 700 breeding cows. He is currently a member of the Sheep Sustainability Framework, the Victorian Farmers Federation and Chair of the Victorian Independent Advisory Panel for Agricultural Energy Investment Plan. Mr Wootton is keen to help ensure that MLA is governed by the best directors available in order to help producers to capitalise on the opportunities that are present and emerging for industry.

(c) Election of one of the following lot feeder producer nominees to the Selection Committee by lot feeder producer members:

(i) **Tony Fitzgerald**

Mr Fitzgerald graduated Emerald Agricultural College in Animal Husbandry and Engineering and has Diplomas in Agriculture and Business Management. He has been a Director of the Australian Lot Feeders' Association for the last nine years, serving the last five terms as Vice President. Currently, Mr Fitzgerald is General Manager and Director of Whyalla Beef Pty Ltd, a facility producing over 100,000 head of grainfed beef cattle per year. Mr Fitzgerald is a strong supporter of the Selection Committee and what it achieves for the members. If re-elected, Mr Fitzgerald will continue to give voice on behalf of grainfed producers, ensuring the best possible candidates are recommended for approval at the AGM.

Role of the Selection Committee

The role of the Selection Committee is to report to MLA members on the suitability of candidates for election or re-election to the office of director of MLA.

The Selection Committee has nine members. The cattle, lot feeder and sheepmeat peak councils each appoint one member; two non-voting members are MLA directors; and the remaining four members are elected at the MLA AGM for a period of three years.

At the 2018 AGM members from the cattle producer class voted to elect Mick Hewitt to the Selection Committee at that time and he is just completing year two of his three-year term.

At the 2020 AGM, producer members will vote to elect one representative for cattle producers, one representative for lot feeder producers and one representative for sheep producers to the Selection Committee.

Only members who hold votes in a particular livestock class are eligible to vote for the candidates standing in that particular class. For example, only cattle producer members are eligible to vote on candidates standing for election to representation cattle producers on the Selection Committee.

Item 4: Questions or comments from members about the management of the company

If you would like to send your questions to MLA prior to the meeting please do so by emailing them to companysecretary@mla.com.au and we will prepare and provide answers to these on MLA's website as well as at the AGM.

Otherwise members may ask questions about the management of the company at the AGM.