

Meat & Livestock Australia

ABN 39 081 678 364

NOTICE OF 2025 ANNUAL GENERAL MEETING on 20 November 2025 at 3.30pm

Adelaide Convention Centre
North Terrace,
Adelaide SA

 meetnow.global/MRMN4JA

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.

What is a hybrid meeting?

A hybrid AGM shares characteristics of both a traditional and a virtual meeting, giving members increased flexibility to choose between attending the meeting in person at a physical venue and attending the meeting online.

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 (South Australian time) on Tuesday 18 November 2025.

Voting online

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 (South Australian time) on Tuesday 18 November 2025** (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 2025 annual general meeting (AGM) will be held at Adelaide Convention Centre North Terrace, Adelaide SA and online on 20 November 2025 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 2025.

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, John Lloyd be elected as a Director of MLA.
- (b) That, in accordance with article 4.1 of MLA's constitution, Tess Herbert be elected as a Director of MLA.
- (c) That, in accordance with article 4.1 of MLA's constitution, Jack Holden be elected as a Director of MLA.

Item 3: Special Resolution to amend the Constitution

To consider and, if thought fit, pass the following resolution proposed by the Company as a special resolution:

That the constitution of MLA be amended as specified in the explanatory notes to the notice of meeting.

Item 4: Member Resolution to amend the Constitution regarding Selection Committee director candidate endorsement

To consider, and if thought fit, pass the following resolution proposed by Cattle Australia.

That article 5.4(e) of the Company's constitution is amended to read:

"The Selection Committee may endorse more candidates than the number of vacancies to be filled at an annual general meeting."

Item 5: Questions or comments

Questions or comments about the management of MLA.

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:

computershare.com.au/mlavoting using your membership number and postcode, no later than **3.30pm (South Australian time) on Tuesday 18 November 2025**

By order of the Board



Joanne Taylor-Craig
Company Secretary

7 October 2025

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, John Lloyd be elected as a Director of MLA.
- (b) That, in accordance with article 4.1 of MLA's constitution, Tess Herbert be elected as a Director of MLA.
- (c) That, in accordance with article 4.1 of MLA's constitution, Jack Holden 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 John Lloyd, Tess Herbert and Jack Holden.

The Selection Committee called for nominations to fill the three vacancies and interviewed a shortlist of potential candidates from a total of 97 applications. As a result of this process, the Selection Committee has endorsed John Lloyd, Tess Herbert and Jack Holden for election as Directors of MLA.

Information on the nominated candidates is provided below.

John Lloyd

Qualifications: BSc, MBA
Director since November 2024

Mr Lloyd, lives in Borenore, near Orange, NSW. He has a deep understanding of red meat industry dynamics, knowledge and connections across the agri-food ecosystem including the RDC sector, government and research providers. Mr Lloyd has led and created new funding models that have catered for longer-term strategic issues such as export markets, biosecurity, market access, health and nutrition, pollination, major pests and diseases, intensive farming systems and urban greening as well as accessing broader and non-traditional sources of investment. He is the former CEO of Horticulture Innovation Australia/HAL, leading both organisations over a nine-year period of significant growth, change and transition. Mr Lloyd is a Council Member of Charles Sturt University, a director of Elders Ltd, Chair of Saratoga Holdings, Chair of Meat & Livestock Australia and is a member of its Remuneration, People & Culture Committee.

Previous roles

Mr Lloyd has broad experience across the Australian agribusiness sector with previous roles in senior leadership positions including Managing Director of Case IH/New Holland ANZ; General Manager of Commercial Incitec Pivot; General Manager of Merchandise Wesfarmers Dalgety. He has previously been a director of Wine Australia, Fisheries Research and Development Corporation, Agribusiness Australia and GLNC.

Tess Herbert

Qualifications: B. A, Grad Dip Ed, M. Litt, Grad. Cert. Rural Leadership, Masters in Agribusiness, GAICD, ARLF

Mrs Herbert owns and manages a sixth-generation family farming businesses in the central west of New South Wales. The operations consist of a cattle feedlot, lamb and wool production and crops, silage, and hay production. Mrs Herbert has a particular long-standing interest in red meat sustainability initiatives and the integrity systems that underpin Australian red meat production. Mrs Herbert is currently the independent chair of Local Land Services State Board and chair of the Grains Sustainability Framework Council. Ms Herbert is also a director of Gundamain Pastoral Co, NRM Regions Australia, Zanda MacDonald Award Foundation and Meat & Livestock Australia, chair of Integrity Systems Company and a member of the Audit, Finance and Risk Committee.

Previous roles

Mrs Herbert was previously the President of the Australian Lot Feeders Association, a director of the Red Meat Advisory Council, (RMAC) and chaired the Australian Beef Sustainability Framework Steering Group. She was also a board member for Central Tablelands Local Land Services and chaired the Red Meat Panel.

Jack Holden

Qualifications: B Enviro Mgt (Deakin), M Public Policy & Management (Melbourne), MAICD

Mr Holden is a sustainability practitioner with over twenty-five years' experience in agriculture and forestry. He has worked in government, consulting and industry roles and is currently the Director of Ridge Road Advisory. He is also Deputy Chair of the Australian Dairy Sustainability Framework and a member of the Victorian Agriculture and Climate Change Council. Mr Holden is a Director of Meat & Livestock Australia and a Chair of the MLA Foresight Committee.

Previous roles

Most recently Mr Holden was General Manager - Sustainability for APAC & Global Markets in Fonterra Group. In 13 years at Fonterra he worked with farmers on a full range of farm sustainability issues, most notably on innovations to provide sustainable solutions for livestock farming. He was previously a sustainable agriculture extension officer in Western Victoria and was the inaugural Coordinator of the Southern Otway Landcare Network. He became a climate policy analyst in the Greenhouse Policy unit of Victorian Government and then joined KPMG's Climate Change and Sustainability advisory practice prior to joining Fonterra. He also served as President of the Sustainable Agriculture Initiative (SAI) Australia for 5 years until 2022.

Explanatory notes *continued*

Item 3: Special Resolution to amend the Constitution

To consider, and if thought fit, pass the following resolution proposed by the Company as a special resolution:

The Constitution of MLA be amended as specified in the schedule to the notice of meeting.

Following the implementation of the new levy legislation, MLA's constitution requires updating to ensure alignment to the governing rules of MLA as a levy recipient body.

The proposed amendments are explained in the table. A marked-up version of the constitution incorporating the proposed amendments is available on the MLA website.

Member approval

Any change to the MLA constitution requires at least 75% of votes cast to be in favour of the resolution.

The MLA Board recommends that you support this resolution to ensure that the Constitution remains consistent with legislation. Item 3: Special Resolution to amend the Constitution

Proposed changes schedule

Global Changes		Explanation
Item 1	Form of document	<p>The current Memorandum and Articles of Association have been modernised to the contemporary form of a Company Constitution and to reflect amendments necessary due to the commencement of the new primary industries levies legislation from 1 January 2025. Under the new legislation, levies and charges are imposed in regulations made under the <i>Primary Industries (Customs) Charges Act 2024</i> and the <i>Primary Industries (Excise) Levies Act 2024</i>, respectively.</p> <p>The <i>Primary Industries Levies and Charges Disbursement Act 2024</i>, and the rules made under that Act, replace the disbursement provisions that were previously in the <i>Australian Meat and Live stock Industry Act 1997</i> (AMLI Act). The <i>Primary Industries (Consequential Amendments and Transitional Provisions) Act 2024</i> repealed those parts of the AMLI Act.</p> <p>For reference the new legislation and regulations are:</p> <ul style="list-style-type: none">• <i>Primary Industries (Excise) Levies Act 2024</i>;• <i>Primary Industries (Excise) Levies Regulations 2024</i>;• <i>Primary Industries (Customs) Charges Act 2024</i>;• <i>Primary Industries (Customs) Charges Regulations 2024</i>;• <i>Primary Industries Levies and Charges Disbursement Act 2024</i>;• <i>Primary Industries Levies and Charges Disbursement Rules 2024</i>. <p>('New Legislation')</p>
Item 2	Title of Document	<p>The document title 'Memorandum and Articles of Association' has been replaced with the following:</p> <p>'Meat and Livestock Australia ACN 081 678 364 A Company Limited by Guarantee Constitution'</p>
Item 3	References to 'Articles' and 'Articles of Association'	References to 'article(s)' have been changed to 'rule(s)' or 'Constitution' as applicable.
Item 4	References to the repealed legislation	References to the repealed legislation (e.g. ' <i>Australian Meat and Live-stock Industry Act 1997</i> ') have been deleted or updated with the relevant New Legislation.
Item 5	References to 'Peak Councils'	References to 'Peak Councils' have been replaced with 'Peak Bodies'.
Item 6	Gender neutral references	All references to 'he or she' has been replaced with gender neutral references.
Item 7	References to 'facsimile'	All references to 'facsimile' transmission have been deleted.
Item 8	Names of Directors	Names of previous directors have been deleted.

Explanatory notes *continued*

Rules/references	Explanation
<p>Item 9 1.1 Definitions</p>	<p>The following definitions have been updated to match the definitions in the New Legislation:</p> <ul style="list-style-type: none"> • 'cattle' • 'Company Levies' • 'edible offal' • 'grain-fed cattle' • 'Levy Acts' • 'livestock' • 'meat' • 'meat by-product' • 'producer of sheep and lambs' • 'sheep' <p>The following new definitions have been adopted from the New Legislation:</p> <ul style="list-style-type: none"> • 'feedlot' • 'goat' • 'grain-fed beef products' • 'lambs' • 'livestock meat product' • 'marketing' • 'research and development' <p>The following definitions have been deleted as they are not relevant or referenced in the New Legislation:</p> <ul style="list-style-type: none"> • 'industry research and development' • 'marketing body' • 'research body' <p>The definition of 'Levies' has been deleted as it is repetitive and is covered by the definition 'Company Levies'.</p> <p>The definition of 'First Return Date' has been updated to 24 November 1999.</p> <p>The definition of 'Minister' has been updated to the current Minister - 'Minister for Agriculture, Fisheries and Forestry'.</p> <p>The definition of 'MOU' has been updated to reflect the latest version of Memorandum of Understanding - version 6 effective from 1 January 2025, pursuant to the Deed of Variation dated 19 December 2024 between the Commonwealth of Australia, Meat and Livestock Australia and others.</p> <p>The replaceable rules in the <i>Corporations Act 2001</i> (Cth) applies to this Constitution. Therefore, a new definition for 'Replacement Rules' has been inserted.</p>
<p>Item 10 Rule 1.2</p>	<p>A new title 1.2 Interpretation has been inserted to clarify what (a) to (d) refer to.</p>
<p>Item 11 Rule 1.3</p>	<p>A new rule 1.3 (Business Day) has been inserted.</p>
<p>Item 12 Rule 1.4</p>	<p>The amendment's purpose is to clarify that, in the event of any inconsistency between this Constitution and the Replaceable Rules, the rules in this Constitution will prevail.</p>
<p>Item 13 Rule 1.5</p>	<p>The new rule's purpose is to clarify that the Company is structured as a public company limited by guarantee.</p>
<p>Item 14 Rule 1.6</p>	<p>The new rule's purpose is to confirm that the Company has no power to issue shares of any kind.</p>
<p>Item 15 Rule 1.7</p>	<p>The new rule's purpose is to confirm that the Company is a non-profit organisation.</p>
<p>Item 16 Rule 1.8</p>	<p>The new rule's purpose is to set out the Company's objects and purposes.</p>
<p>Item 17 Rule 1.9</p>	<p>The amendment's purpose is to reflect the Company's powers, including its powers of a public company limited by guarantee under the <i>Corporations Act 2001</i> (Cth).</p>
<p>Item 18 Rule 2.1</p>	<p>The new rule's purpose is to ensure the Company must always have at least one member to comply with the <i>Corporations Act 2001</i> (Cth).</p>

Explanatory notes *continued*

Rules/references		Explanation
Item 19	Rule 2.2 & 2.3	The new rules' purposes are to clarify that the Members' liability is limited as set out in new Rule 2.3 .
Item 20	Rule 2.8	The amendment's purpose is to delete the references to 'held after the First Return Date'.
Item 21	Rule 2.9 (5)	The amendment's purpose is to refer only to the 'marketing' and 'research and development' components of the Company Levies.
Item 22	Rule 2.10	The amendment's purpose is to clarify that bodies eligible to be a Peak Body must be declared bodies for the purposes of section 5(3) of the <i>Primary Industries Levies and Charges (Declared Bodies) Rules 2024</i> and remove the repetitive sub-rule.
Item 23	Rule 2.11	The amendment's purpose is to reflect the current Peak Bodies.
Item 24	Rule 2.12	The amendment's purpose is to remove the reference to the Peak Bodies' right to vote on all matters, which had ended by effluxion of time.
Item 25	Rule 2.14 (d) (1)	The amendment's purpose is to remove the words <i>'eligible to be a'</i> and requires that a body must state that it is a Peak Body as defined in rule 2.10.
Item 26	Old Article 2.14 - Subscriber to the Company's Memorandum	Old Article 2.14 (Subscriber to the Company's Memorandum) has been deleted, as it was no longer needed.
Item 27	Rule 3.2 (d)	The amendments refine the requirements for notices of general meetings.
Item 28	Rule 3.2 (e) (3)	The amendment's purpose is to reflect the relevant sections in the New Legislation.
Item 29	Rule 3.3	The amendment's purpose is to clarify that the chairperson may refuse admission to, or require a person to leave a general meeting, without putting the question to a vote.
Item 30	Rule 3.10	The new rule adopts the <i>Corporations Act 2001</i> (Cth) requirements for Members with at least 5% of votes or 100 Members to propose resolutions and request statements for distribution, which must be considered at the next general meeting held.
Item 31	Rule 4.1	The amendment's purpose is to remove the previous directors' names and to clarify that at least 2 of the directors must reside in Australia to conform with the requirements in the <i>Corporations Act 2001</i> (Cth).
Item 32	Rule 4.6	The amendment's purpose is to remove the detailed descriptions of the Directors' powers, which are unnecessary. A specific reference to borrowing from a director and granting security has been added to address potential conflicts of interest involving the Directors.
Item 33	Rule 4.7	The new rule's purpose is to set out the duties of the directors under the <i>Corporations Act 2001</i> (Cth).
Item 34	Rule 5.2	The amendment's purpose is to include the current Selection Committee Member names and to remove outdated references to the 2015 annual general meeting.

Explanatory notes *continued*

Item 4: Member Resolution to amend the Constitution regarding Selection Committee director candidate endorsement

To consider, and if though fit, pass the following resolution proposed by Cattle Australia.

That article 5.4(e) of the Company's constitution is amended to read:

"The Selection Committee may endorse more candidates than the number of vacancies to be filled at an annual general meeting"

Members from Peak Industry Body, Cattle Australia Limited, have sought amendment to the Constitution to allow the Selection Committee to endorse more candidates than the number of vacancies, which is currently prohibited in the Constitution.

Member approval

Any change to the MLA constitution requires at least 75% of votes cast to be in favour of the resolution.

Item 5: Questions or comments from members

If you would like to send your questions to MLA prior to the meeting, please do so by emailing them to questions@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.