

# **PMA Australia-New Zealand Limited**

**(ACN 139 650 909)**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of members of PMA Australia-New Zealand Limited (the "Company") for the year ending 30 June 2018 will be held on Wednesday 14 November 2018 at 4:15 pm AEDT at the Coogee Bay Hotel, 253 Coogee Bay Rd, Coogee, Australia.

The Explanatory Memorandum accompanying this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Directors have determined that pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered members of the Company as at 4:15pm AEDT on 14 November 2018 and, in accordance with the Company's Constitution, who have paid all membership fees and other monies payable.

### **BUSINESS**

#### **1. CHAIRMAN'S ADDRESS TO MEMBERS**

#### **2. FINANCIAL STATEMENTS**

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2018 and the related Directors' Report, Directors' Declaration and Auditor's report.

#### **3. APPOINTMENT OF DIRECTORS**

To appoint five Directors (four for Australia and one for New Zealand) to fill vacancies created by recently retired Directors. Refer to the Explanatory Memorandum for more details.

#### **4. OTHER BUSINESS**

To transact any other business which may be brought forward in conformity with the Company's Constitution.

### **Enquiries**

Members may contact the Company Secretary, Darren Keating on +61 437103848, if they have any queries in respect of the matters set out in the Notice of Annual General Meeting or Explanatory Memorandum.

DATED: 23 October 2018

**By order of the Board**

**Darren Keating**

**Company Secretary**

# EXPLANATORY MEMORANDUM

## INTRODUCTION

This Explanatory Memorandum has been prepared to assist members in considering Agenda Items 2, 3 and 4 as set out in the Company's Notice of Annual General Meeting. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Company's Notice of Meeting, for the Company's Annual General Meeting to be held on Wednesday 14 November 2018 at 4:15 pm AEDT at the Coogee Bay Hotel, 253 Coogee Bay Rd, Coogee, Australia.

## ORDINARY BUSINESS

### Agenda Item 2: FINANCIAL STATEMENTS

The Corporations Act 2001 requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Annual General Meeting. Although not requiring a vote of members, an opportunity will be provided for members to ask questions on the reports.

### Agenda Item 3: APPOINTMENT OF DIRECTORS

Under Clause 10.3 of the Constitution, one quarter (i.e. three) of the Directors shall retire each year.

For New Zealand Domiciled Directors during the year, one Director (Nicholas Fitzpatrick) resigned. This resulted in one vacancy for a New Zealand domiciled director on the PMA A-NZ board. Acting under clause 10.5 of the PMA A-NZ Constitution the board appointed Verena Cunningham (T&G Global) to fill this vacancy. Accordingly, the board is not calling for nominations for New Zealand domiciled directors this year and will ask that the AGM endorses the afore mentioned director.

For Australian domiciled directors during the year and at the AGM, four Directors (Scott Davidson, Rachel Audige, Joe Craggs and Emma Townsend) will have resigned. Acting under clause 10.5 of the PMA A-NZ Constitution the board appointed Paul Turner (Woolworths Limited) and Marie Piccone (Manbulloo Ltd) to fill the two vacancies created through mid-year resignations. Accordingly, the board will ask that the AGM endorses the afore two mentioned directors.

Nominations were called for to fill the two vacancies for Australian domiciled directors arising from the resignations at the AGM. The Nominations Committee reviewed the nominations (seven were received from Australian member-companies) and recommended to the Board that the following were eligible under Clause 8.2 to stand for election. The Board has approved these recommendations and the nominees are as follows, in alphabetical order:

## PMA A-NZ 2018 Director Nominees:

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**Name:** Michaelis Bambacas

**Member Company/Organisation:** Lynch Group

**Industry:** Grower, Wholesaler, Packer

**Brief Resume:**

- Extensive experience in the florist industry, including working in the family business, roles overseas, and the completion of a Floristry Diploma
- Currently the GM of Sales with Lynch Group and has been with the company for 13 years.
- Has previously held a director position with PMA A-NZ and was chair of the Fresh Connections taskforce.

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**Name:** Phillip Brancatisano

**Member Company/Organisation:** The Grape House Pty Ltd

**Industry:** Grower/Exporter

**Other directorships and positions:** Director of Fresh State

**Brief Resume:**

- 6 years' experience at The Grape House as Export Manager
- 40 years' experience in the fruit and vegetable industry
- Experience in retail, wholesale and export

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**Name:** Graham Chartres

**Member Company/Organisation:** Fresh Produce Group

**Industry:** Grower, Wholesaler, Logistics Provider

**Other directorships and positions:** Commercial Director (FPG)

**Brief Resume:**

- 1990 – 2003 Chiquita Brands South Pacific – National Category Manager/State Manager
- 2003 – 2006 Fruitology – Director
- 2006 – Current FPG – Commercial Director. Covers management of the import and domestic trading divisions within the group including supplier management, supply chain management and national retail account management for key retailers along with management of a growing team of industry professionals in category and account management.

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**Name:** Benjamin Hoodless

**Member Company/Organisation:** Monsanto Australia Pty Ltd

**Industry:** Industry supplier

**Brief Resume:**

- Experienced international agribusiness professional with experience in senior management and leadership across a range of geographies and markets.
- Current role since 2016 as General Manager ANZ Vegetable Seeds, Bayer CropScience
- Previous roles with Monsanto include; China Strategy Lead, Director Monsanto Korea Ltd, Asia Marketing & Strategy Lead Vegetable Seed.
- Has a Bachelor Commerce & Bachelor Horticultural Science from UWS, Hawksbury

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**Name:** Simon Powell

**Member Company/Organisation:** Freshmax Group

**Industry:** Import & Export, IP Commercialisation, Logistics, Processing and Packing.

**Brief Resume:**

- Currently the General Manager of all National Sales and Operations for Valleyfresh.
- 15 years' experience in Horticulture across a range of commercial businesses with exposure to all facets including sales, marketing, technical and senior management.
- Experience in horticulture from a family farming background and a passion for innovation in horticulture.

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**Name:** Andrew Russo

**Member Company/Organisation:** Orora Limited

**Industry:** Logistics and Packaging

**Brief Resume:**

- Has been with Orora Group for 15 years, current role GM Sales and Marketing.
- Key strength is on leading a team and delivering innovative solutions, focusing on strong customer relationships that deliver value for both the business and its customers.
- Maintains a strong interest in a family farming operation at Bundaberg

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**Name:** Felicity Turner

**Member Company/Organisation:** The Yield Technology Solutions

**Industry:** Ag Tech Provider

**Brief Resume:**

- Experience in a range of large multi-national technology vendors, through to small startups including two businesses that she built and sold herself.
- Has a focus on transforming companies digitally, taking on considerations for business models, personnel, and change management coupled with technologies themselves.
- Has been with The Yield Technology Solutions for two years as the Chief Customer Officer. This has included the focus on grower requirements, as well as supply chain integration and optimisation from a corporate perspective.

# Appointment of Proxy

I, being a Member of PMA Australia-New Zealand Limited and entitled to attend and vote, hereby appoint:

The Chair

OR

if person is someone other than the Chair, or failing attendance at the Meeting, if no person is named, the Chair of the meeting, to act generally on my behalf at the Annual General Meeting of PMA Australia-New Zealand Limited to be held on 30 June 2018 will be held on Wednesday 14 November 2018 at 4:15 pm AEDT at the Coogee Bay Hotel, 253 Coogee Bay Rd, Coogee, Australia, and at any adjournment or postponement thereof.

Please mark "X" within the box to indicate your directions      For      Against      Abstain

<b>AUSTRALIAN MEMBERS ONLY TO VOTE</b>			
<i>To elect only two of:</i>			
Mr Michaelis Bambacas as Director			
Mr Phillip Brancatisano as Director			
Mr Graham Chartres as Director			
Mr Benjamin Hoodless as Director			
Mr Simon Powell as Director			
Mr Andrew Russo as Director			
Ms Felicity Turner as Director			
<i>To appoint:</i>			
Ms Marie Piccone as Director			
Mr Paul Turner as Director			
<b>NEW ZEALAND MEMBERS ONLY TO VOTE</b>			
<i>To appoint:</i>			
Ms Verena Cunningham as Director			
<b>ALL MEMBERS TO VOTE</b>			
To receive the 2018 Financial Statements and Reports			
To re-appoint William Buck (VIC) Pty Ltd as the auditor			

PLEASE SIGN HERE (refer to Instructions on next page)

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NAME COMPANY NAME & POSITION

DATE: /11/2018

## Instructions for completion and return of proxy form

1. Completion of this Proxy Form will not prevent individual members from attending the Meeting in person if they wish. Where a member completes and lodges a valid proxy form and attends the Meeting in person, then the Proxy's authority to speak and vote for that member is suspended while the member is present at the Meeting.
2. A member of the Company entitled to attend and vote is entitled to appoint only one Proxy.
3. A proxy need not be a member of the Company.
4. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll.
5. If a representative as Power of Attorney of a member is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney must also be received at least forty eight (48) hours before the meeting.
6. Signing Instructions: You must sign this form as follows in the spaces provided:

*Power of Attorney:* If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.

*Companies:* This form must be signed by a Director, Company Secretary or person authorised to sign on behalf of the Member Company. Please indicate the office held by signing in the appropriate place.

7. Receipt of Proxy Forms

To be valid this Proxy Form (and any Power of Attorney under which it is signed) must be received at [d.keating@pma-anz.com](mailto:d.keating@pma-anz.com) by no later than 1:00 pm AEDT on 14 November 2018. Any Proxy Form received after that time will not be valid for the scheduled meeting.