Minutes of the 67th Annual General Meeting of Grain Growers Limited
Virtual – Zoom via the Vero Voting Platform
Broadcast LIVE from the GrainGrowers boardroom, Level 19, 1 Market Street Sydney 2000
on Wednesday 8 October 2025 at 11:00am (AEDT)

Present:	Rhys Turton	Chair
	Nigel Corish	Deputy Chair
	Julia Hausler	Director
	Ashleigh Brooks	Director
	Jane Bennett	Director
	Ian Gourley	Director
	Richard Norton	Director
	Richard Konzag	Director
In Attendance:	Shona Gawel	CEO
	Paul Johnston	CFO
	Marta Button	Company Secretary
	Staff and Members	Refer to the registration list
Apologies:	None	
Quorum (Yes/No)	Yes	

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1. CHAIR'S WELCOME

The Chair, Rhys Turton, extended a welcome to members for the 67th Annual General Meeting of Grain Growers Limited. The Chair outlined the formalities and procedures for the AGM.

The Chair introduced all the Directors, CEO, CFO and Company Secretary.

2. ATTENDANCE

The Chair noted that attendance was in accordance with the register and that a quorum of members was present.

3. MEETING RULES

The Chair advised members of the rules of the meeting and in accordance with the Company's Constitution, that a poll for all the resolutions on the agenda for the meeting would be conducted.

4. MINUTES OF PREVIOUS MEETINGS

The Chair reported that the minutes of the 66th Annual General Meeting had been distributed and invited any questions or comments. There being no comments, the Chair moved the resolutions.

Moved - Meg Kummerow. Seconded - Renee Anderson.

It was resolved that the minutes of the AGM held on 18 September 2024 were accepted as a true and correct record.

5. CHAIR'S ADDRESS

The Chair delivered the 2025 Chair's Report. The Chair passed the meeting to the Chief Financial Officer, Paul Johnston, to deliver the FY25 financial results.

6. THE FY25 FINANCE STATEMENTS AND INVESTMENT REPORTS

The Chief Financial Officer, Paul Johnston, delivered the financial statements and investment reports, and advised that there was no requirement for a resolution to be passed on this matter but asked if there were any questions from members. There were no questions from members on the financial statements or investment reports.

He then passed the meeting back to the Chair for the items which required voting.

7. ITEMS OF BUSINESS REQUIRES VOTING

The Chair advised that Greg Mitchell from Vero, the independent online voting system, and Willis Storey from BDO, the Independent Scrutineer would be overseeing the election.

8. SOUTHERN REGION DIRECTOR ELECTION

The Chair noted that the first item of business requiring a vote was the election of two directors for the Southern Region.

He advised that the directors elected at this AGM would hold office for three years from the date of appointment until the 2028 AGM.

The Chair reported that the candidates seeking election were Fiona Marshall, Derek Schoen and Ash Brooks.

He advised that the Board undertook a rigorous director recruitment process, utilising an external recruiter. Open proxies given to the Chair of this meeting would be voted in favour of Fiona Marshall and Ash Brooks.

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The Chair advised that to be elected as a director, a candidate must receive more votes in favor of their election than against. If all candidates satisfy this condition, those elected will be those two candidates with the highest number of votes in favour of his/her election.

9. CONDUCT OF THE POLL

The Chair then advised that in accordance with the Company's Constitution, he would call for a poll to be taken for this resolution.

The Chair then proceeded to instruct members present on the process of taking the poll and requested any members who were unsure of the procedures to speak to Greg Mitchell.

The Chair advised that the voting would be tallied up and reviewed by Willis Storey.

The Chair invited Shona Gawel to present her CEO report.

10. CEO REPORT

Shona Gawel delivered her CEO's report.

11. DECLARATION OF RESULTS OF SOUTHERN REGION DIRECTOR ELECTION & ORDINARY RESOLUTION

The Chair invited Marta Button, Company Secretary, to announce the results of the poll.

Marta Button confirmed that the voting results had been reviewed and checked by the AGM Scrutineer.

The voting results were:

- Ash Brooks and Fiona Marshall were elected by members as the Southern Region Directors.

Having received the results of the election, and in accordance with the results of that poll, the Chair declared it separately resolved that each of the elected directors is appointed.

The Chair congratulated Fiona Marshall and Ash Brooks on their appointment as the Southern Region directors and welcomed them to the Board. He thanked Derek Schoen for offering himself for nomination.

The Chair further advised that if members would like further details around the voting results, they could contact GrainGrowers' staff.

12. SPECIAL RESOLUTION – AMENDMENTS TO THE CONSTITUTION

The Chair noted that the next item of business was to consider and, if thought fit, pass a special resolution to modify the Constitution as detailed in the Notice Of Meeting.

13. CONDUCT OF THE POLL

The Chair then advised that in accordance with the Company's Constitution, he would call for a poll to be taken for this resolution.

The Chair advised that the voting would be tallied up and reviewed by Willis Storey.

14. DECLARATION OF RESULTS OF SPECIAL RESOLUTION – AMENDMENTS TO THE CONSTITUTION

The Chair invited Marta Button, Company Secretary, to announce the results of the poll.

Marta Button confirmed that the voting results had been reviewed and checked by the AGM Scrutineer.

The voting results were in favour of modifying the Constitution as detailed in the Notice of Meeting

15. OTHER BUSINESSES

There was no other formal business for the meeting as notice had not been received.

The Chair asked if any member had any questions. Nil questions were received.

The Chair noted that applications open tomorrow for the Southern Region National Policy Group and encouraged growers from the region to find out more via the website or getting in contact with the team.

16. CLOSURE

The Chair thanked members for attending the meeting.

The Chair closed the meeting at 11:37 am (AEDT).

Signed: ______________________ **Date:** 19/11/2025
Rhys Turton
Chair of the Board