

**GRAIN TRADE AUSTRALIA LIMITED
ACN 097 228 656**

**Explanatory Memorandum
Annual General Meeting 2023**

1. Introduction

This Explanatory Memorandum is provided to members of Grain Trade Australia Limited ACN 097 228 656 ("**Company**" or "**GTA**") to explain the resolutions to be put to members at the Annual General Meeting ("**AGM**") to be held on **31 October 2023** (in Sydney at Karstens 1/111 Harrington Street and via Zoom) commencing at **9:30 am AEDT**.

To attend, members are required to register at the following URL:
<https://gta.eventsair.com/gta-agm-2023/agm2023/Site/Register>

The Directors recommend members read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The Board recommends you vote in favour of all resolutions. Other than in respect of the ballot, the Chair of the meeting intends to vote all undirected proxies in favour of all resolutions.

The Chair intends to abstain from voting, in respect of the ballot, except in the event of a tied result where the Chair will cast the deciding vote.

It is important that members cast their own votes.

2. Consider the Company's Annual Report

The Corporations Act requires the financial report, the directors' report and the auditor's report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for members to approve the financial report, the directors' report or the auditor's report. The Company's financial reports are to be placed before the members. Members will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations and management of the Company. No voting is required for this item.

The financial report, the directors' report and the auditor's report are available on the GTA website.

3. Resolution 1 - Election of one Director (Nominated by an Ordinary Level A Member) from nominations received for the following nominees:

- a) Simone Dax
- b) Brianna Peake
- c) Simon Gellert

Ordinary Resolution 1 seeks member approval for the election of either Simone Dax or Brianna Peake or Simon Gellert as a Director of the Company:

- Simone Dax has been nominated by LDC Grains Aust Pty Ltd, an Ordinary Level A Member.
- Brianna Peake has been nominated by CBH Group, an Ordinary Level A Member.
- Simon Gellert has been nominated by Viterra Pty Ltd, an Ordinary Level A Member.

It is proposed that either Simone Dax or Brianna Peake or Simon Gellert be appointed to the Board as one of the two directors who can be nominated by Ordinary Level A Members in accordance with Rule 3.3 of the constitution.

The candidate who receives most of the total votes that are cast will be appointed as a Director of the Company.

Set out below are details supplied by the candidates in relation to their current positions, former positions and education:

- a) *Simone Dax is an accomplished professional with extensive experience in the agribusiness sector. Simone studied Agribusiness at Marcus Oldham College and is currently furthering her education studying an MBA part time with the Australian Institute of business. Starting as a logistics coordinator at Riverina Australia in 2008, Simone swiftly progressed to becoming a Commodity Trader, sharpening her skills in strategy, analysis, and contract management. This growth continued as Simone assumed roles at Emerald Grain, Peter Cremer, Agracom and currently LDC Australia where Simone has refined her abilities in negotiation, container trading, grain marketing, and domestic trading. As the President of the Grains Industry Association of Victoria, Simone exhibits leadership expertise and industry dedication. Simone's track record of success, paired with her proficiency in the intricacies of commodity trading, makes Simone an asset to any organization seeking insight, strategic thinking, and practical experience.*
- b) *Brianna Peake has over 20 years' experience in the grain industry. She is currently the Chief of Stakeholder Relations, Sustainability and Strategy at the CBH Group. In this role she manages the Group's reputation and relationships with its grower members, Government, industry and the communities in which it operates, as well as the Group's sustainability and strategy portfolios. Brianna is an alumni of the Harvard Business School Advanced Management Program, Graduate of the Australian Institute of Company Directors, a Fellow of the Australian Rural Leadership Foundation and holds a Bachelor of Science in Natural Resource Management and a Graduate Certificate in Corporate Finance.*
- c) *Simon Gellert is originally from a family farm in Western Victoria. Simon has over 16 years' experience in the Australian grains industry and international trade having held various roles in accumulation, logistics and trading. Simon is currently the Grains Trading Manager for Viterro in Australia and New Zealand and has been a member of their Executive team since 2019. Actively involved in various industry groups with a strong focus on wheat, Simon previously sat on the WQA Wheat Council and is a current member of the GIWA Wheat Council since 2018, as well as being a continuous member of the GTA Commerce Committee since 2015.*

4. Resolution 2 – Election of Michael Wood as a Director (Nominated by a Merchant Association Member)

Ordinary Resolution 2 seeks member approval for the election of Michael Wood as a Director of the Company.

It is proposed that Michael Wood be appointed to the Board as one of the three directors who can be nominated by Merchant Association Members in accordance with Rule 3.3 of the constitution.

Michael Wood has been nominated by Grain Industry Association of Victoria (GIAV), a Merchant Association Member.

Set out below are details supplied by the candidate in relation to his current positions, former positions and education:

Michael has been an active member of the Australian Grains Industry for 30 years. He is the Managing Director of Melbourne-based grain trading and logistics company, Rural Logic. Michael is a Founding Manager (1990) of Stockfeed company James & Son for 10 years; Aust Barley Board Victorian State Manager (5 years) and Grains Manager IMCA Malting Company (2005/2006). Michael is a former President of Grains Industry Association of Victoria and has remained on the Committee since 2005. Michael holds a Diploma of Applied Science (Agriculture).

The Board recommends you vote in favour of resolution number 2.

4. Resolution 3 – Election of one Director (Nominated by an Ordinary Level B Member) from nominations received for the following nominees:

- a) Richard Perkins
- b) Tyson Hewett

Ordinary Resolution 3 seeks member approval for the election of either Richard Perkins or Tyson Hewett as a Director of the Company:

- Richard Perkins has been nominated by KM WM Kelly & Sons, an Ordinary Level B Member.
- Tyson Hewett has been nominated by ETG Commodities, an Ordinary Level B Member.

It is proposed that either Richard Perkins or Tyson Hewett be appointed to the Board as one of the two directors who can be nominated by Ordinary Level B Members in accordance with Rule 3.3 of the constitution.

The candidate who receives most of the total votes that are cast will be appointed as a Director of the Company.

Set out below are details supplied by the candidates in relation to their current positions, former positions and education:

- Richard Perkins has been working in the Australian grains industry for a range of Australian and international trading companies for over 18 years. He has gained extensive experience in grain price risk management, domestic trading, exporting and the execution of grain across the supply chain. Richard hails from Walgett in Northern NSW and began his career with Agracom before moving to Melbourne with a European company managing the export trading of grains and oilseeds. He then helped set up the Australian trading arm of US Based Co-op CHS where he finished as the Trading Manager before moving to Market Check where he oversaw the grower advisory team and growth strategy of the business. Richard is currently the Managing Director of Greenoaks Agriculture, an agricultural commodity specialist partnering with a range of participants along the grain supply chain. Richard holds BA in Agricultural Systems from UWS, Graduate Certificate in Applied Finance from Kaplan and has completed the Australian Institute of Company Directors course.*
- Tyson Hewett has been working in the grain industry for 20 years, from grower consulting to small and bigger trading houses. For the last 15 years, Tyson has been with Australian Grain Export Pty Ltd as a Partner, Director, and Trader across all aspects of its business, including Storage & Handling, Container Packing, Domestic and Bulk Export Trading. Tyson's dedication to the industry and experience across the whole supply chain, with an added trading focus, gives Tyson good background to provide solid input into the Grain Trade Australia Board and the grain industry's future.*