

GRAIN TRADE AUSTRALIA LIMITED ACN 097 228 656

Explanatory Memorandum Annual General Meeting 2024

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 **29 October 2024** (in Sydney at Shangri-La Hotel, 176 Cumberland street, The Rocks and via Zoom) commencing at 9:30 am AEDT.

To attend and/or vote, members are required to register at the following URL:

<https://gta.eventsair.com/gta-agm-2024/agm2024/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 Directors 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 Brianna Peake as a Director (Nominated by an Ordinary Level A Member)

Ordinary Resolution 1 seeks member approval for the election of Brianna Peake as a Director of the Company.

It is proposed that Brianna Peake be appointed to the Board as one of the two directors who can be nominated by Ordinary Level A Member in accordance with Rule 3.3 of the constitution.

Brianna Peake has been nominated by CBH Group, an Ordinary Level A Member.

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

Brianna is 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.

She 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.

She is also a Commissioner on the Lotterywest Board and a General Councillor of the Chamber of Commerce and Industry WA.

4. [Resolution 2](#) - Election of Michelle Kerr as a Director (Nominated by an Ordinary Level C Member)

Ordinary Resolution 2 seeks member approval for the election of Michelle Kerr as a Director of the Company.

It is proposed that Michelle Kerr be appointed to the Board as one of the directors who can be nominated by Ordinary Level C Member in accordance with Rule 3.3 of the constitution.

Michelle Kerr has been nominated by Rural Logic, an Ordinary Level C Member.

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

Michelle Kerr is an Executive Officer at Riordan Grain Services. Michelle worked at Riordan Grain Services since 2004 across numerous divisions within the business.

Michelle is a former committee member and former treasurer of the Grains Industry Association of Victoria (GIAV) and is a GTA arbitrator.

5. [Resolution 3](#) – Election of one Director (Nominated by a Merchant Association Member) from nominations received for the following nominees:

- a) Scott Merson
- b) Sam Tainsh

Ordinary Resolution 3 seeks member approval for the election of either Scott Merson or Sam Tainsh as a Director of the Company:

- Scott Merson has been nominated by Queensland Agricultural Merchants, a Merchant Association Member
- Sam Tainsh has been nominated by Grain NSW, a Merchant Association Member

It is proposed that either Scott Merson or Sam Tainsh be appointed to the Board as one of the three directors who can be nominated by Merchant Association Member 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) *Scott has 20 years of experience in agricultural production and marketing and have been involved with several projects aimed at grain industry evolution and development. Scott is currently a Managing Director and a Principal at Sunrise Commodities, a grain and pulse focused brokerage company providing service to growers and end users in the trade supply chain. Previously, Scott has worked with Rain Agribusiness and Emerald Grain in Regional Manager roles.*

Scott is currently a President of Queensland Agricultural Merchants, based in Toowoomba.

Scott graduated from University of New England (Diploma of Business) and University of Queensland (Bachelor of Business).

- b) *Sam has extensive experience in the grain and oilseeds industries and brings expertise in commodity markets, supply chain and logistics and market development. Sam worked for several large grain and oilseeds businesses including GrainCorp, Louis Dreyfus, Riverina Oils & Bioenergy and is currently a shareholder in Brown and Co Grain.*

Sam's qualifications include a Diploma in Business Administration (UTS), Bachelor of Agric Econs (University of New England), Company Director (AICD).

Sam has recently transitioned his executive career to consulting to grain businesses, leadership coaching and industry good functions.