



NOTICE OF 2023 ANNUAL GENERAL MEETING GREENING AUSTRALIA LTD ACN 002 963 788

Thursday 23 November 2023, 11.30am AEDT
to be held online on Zoom

Dear valued members

We are pleased to invite you to the 2023 AGM of Greening Australia. The meeting will include an address from the Chair of Greening Australia, election of Directors and a presentation of the year's activities.

Attending the AGM online or by Proxy
RSVP required by 5pm AEDT Monday, 20 November

Online: To attend the AGM online, please register on the Greening Australia website – <http://www.greeningaustralia.org.au/AGM>. A link to the meeting and calendar invitation will be sent to your email address after you have registered. The meeting link will open 10 minutes prior to the commencement of the AGM.

By Proxy: We encourage members to submit a vote via proxy prior to the meeting by using this link – <https://www.greeningaustralia.org.au/agm-voting-form-2023/> or by completing the hardcopy form attached. Voting will also be available online during the meeting as instructed by the Chair.

Questions

If you have a question you wish to raise at the meeting, please complete the online question form – <https://www.greeningaustralia.org.au/agm-questions-2023/> - or the hardcopy question form attached. These questions will be collated and answered at an appropriate time during the meeting.

Company Secretary Contact Details

If you have any questions, or wish to submit a hardcopy proxy or question form, please contact Karen Lukins, the Company Secretary at:

By email: klukins@greeningaustralia.org.au

By mail: Level 3, 349 Collins Street Melbourne Victoria 3000

ORDER OF BUSINESS

1. Welcome and Acknowledgment of Country
2. Address by the Chair of Greening Australia
3. Presentation of the Annual Financial Report of the Company for the year ended 30 June 2023
4. Questions
5. Approval of the Minutes of AGM 2022
6. Re-election of Directors for a three year term by Ordinary Resolution:
 - John Hope
 - Charl Pienaar
7. Re-election of Gordon Davis as a Director for an additional one year term by Special Resolution.

End of AGM Formalities

8. CEO Address
9. Landholder award
10. Presentation – 2023 Year in Review
11. Other Business

By order of the Board



Karen Lukins
Company Secretary

EXPLANATORY NOTES

These explanatory notes form part of the notice of meeting.

Copies of all supporting documents can be found at: <http://www.greeningaustralia.org.au/AGM>

Hardcopy documents are available on request, please email: klukins@greeningaustralia.org.au or call 1300 886 589 – option 1.

1. WELCOME AND ACKNOWLEDGMENT OF COUNTRY

2. ADDRESS BY THE CHAIR

The Chair will provide an address on the Company's 2023 performance and achievements.

3. ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2023

A copy of the Annual Financial Report of the Company for the year ended 30 June 2023 is available on the website <http://www.greeningaustralia.org.au/AGM>

4. QUESTIONS

Please use the Question form in this Notice of Meeting to submit a question prior to the AGM.

5. APPROVAL OF THE MINUTES OF THE 2022 AGM

Please refer to: <http://www.greeningaustralia.org.au/AGM>

Resolution: That the minutes of the 2022 AGM be adopted as an accurate representation of the meeting.

6. RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTION

6.1 John Hope

To pass an ordinary resolution to appoint John Hope as a Director of the Company for a further three year term, whose qualifications and experience are set out below.

Resolution: Being eligible for re-election in accordance with the Constitution, that John Hope is re-appointed as a Director of Greening Australia Ltd.

6.2 Charl Pienaar

To pass an ordinary resolution to appoint Charl Pienaar as a Director of the Company for a further three year term, whose qualifications and experience are set out below.

Resolution: Being eligible for re-election in accordance with the Constitution, that Charl Pienaar is re-appointed as a Director of Greening Australia Ltd.

7. RE-ELECTION OF GORDON DAVIS AS DIRECTOR – SPECIAL RESOLUTION

To pass a special resolution to appoint Gordon Davis as a Director of the Company for a further one year term, whose qualifications and experience are set out below. Gordon Davis has served as a Director for three consecutive three year terms and the Board has requested that he serve for an additional year. Clause 17.4(b) of the Constitution provides: "A Director who has held office for three consecutive three year terms may only be re-appointed or re-elected by a Special Resolution." A Special Resolution is a resolution passed by at least 75% of the members present and entitled to vote on the resolution.

Resolution: Having served three consecutive three year terms, that the members approve by special resolution, the re-election of Gordon Davis for a further one year term.

Director Biographies

Re-election of Directors for a 3 year term – Ordinary Resolution

Name	John Hope
Qualifications	<p>Bachelor of Commerce (Melbourne University) Master of Business Administration (Melbourne University) Fellow of Chartered Accountants Australia and New Zealand Fellow of the Financial Services Institute of Australia Graduate Member of the Australian Institute of Company Directors</p>
Experience	<p>John brings professional services leadership and corporate finance experience gained working in Australia and in Asia. John is currently pursuing personal interests involving farming and the environment.</p> <p>John retired from EY on 31 March 2017, after over 30 years with the firm. For the six years to 30 June 2016, John was based in Hong Kong as the Asia-Pacific Managing Partner of Transaction Advisory Services, responsible for all aspects of the business including servicing clients and recruiting and developing people across 20 countries, including Australia.</p> <p>Post EY John spent 18 months with Kidder Williams Limited, who provide corporate advisory and investment banking services to private and ASX-listed companies, with a focus on the Australian agriculture, forestry, food and beverage sectors.</p>

Name	Charl Pienaar
Qualifications	<p>Bachelor of Commerce (Honours) Master of Commerce (Economics)</p>
Experience	<p>Prior to joining the Board in 2017, Charl worked with Greening Australia for many years in various voluntary capacities, including serving on the Board of Greening Australia NSW.</p> <p>With a background in economics, Charl started his career as a management consultant before moving into investment management roles with the Australian Industry Development Corporation, Lend Lease Corporation and MLC Limited in the private equity, infrastructure and alternative asset sectors. He was responsible for establishing and managing MLC's significant international private equity program and also managed its infrastructure investments in Asia.</p> <p>He currently serves as a Member of Investment Committees and was a past Member of the Board of New Forests, an international investment management firm focused on sustainable forestry and associated environmental markets.</p>

Re-election of Director for a 1 year term – Special Resolution

Name	Gordon Davis
Qualifications	Bachelor of Science (Forest Science) Masters of Science Master of Business Administration
Experience	<p>Past Chair of Greening Australia Limited 2014 to 2019. Gordon has worked in government as a forester, federal parliament as a policy advisor, and industry roles, including as a CEO.</p> <p>He holds non-executive Directorships with Nufarm Limited, Healius Limited, and Midway Limited. Gordon was Chair of VicForests from 2011 to 2016, and has served on the Advisory Board of The Nature Conservancy from 2013 to 2018.</p>

APPOINTMENT OF PROXY

If you are entitled to vote at the meeting, you have a right to appoint a proxy and can use the online Proxy Appointment Form located here: <http://www.greeningaustralia.org.au/AGM> or return the hardcopy attached.

The proxy may be, but need not be, a member of the Company.

If you wish to appoint someone other than the Chair of the meeting as your proxy, please write the name of that person in the appropriate box. If you leave the box blank, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and vote on your behalf in accordance with your preferences. If no preferences are nominated, the Chair will vote in favour of all resolutions.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

VOTING DIRECTIONS TO YOUR PROXY

You may direct your proxy how to vote by marking ✕ in one of the three boxes opposite each item of business. If you do not mark any of the boxes relating to the items of business, your proxy will vote as they choose. If you mark more than one box relating to the same item of business your vote will be invalid.

LODGEMENT OF PROXY DOCUMENTS

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it;
- must be completed in full and received by the Company by 5pm, AEDT Monday, 20 November.

These details are specified for the purposes of receipt of proxies, attention the Company Secretary:

By email: klukins@greeningaustralia.org.au

By mail: Level 3, 349 Collins Street Melbourne Victoria 3000



GREENING AUSTRALIA LTD
ACN: 002 963 788

AGM 2023 PROXY APPOINTMENT FORM

I, _____ (name)

of _____ (address),

being a member of Greening Australia Ltd and entitled to attend and vote hereby appoint

_____ (name)

Note: if left blank the Chair will vote on your behalf

of _____ (address),

or if that person fails to attend, or if no person is named, the Chair of the meeting, to vote as directed below, or if no directions are given, as the Proxy or Chairperson sees fit, at the Annual General Meeting of Greening Australia Limited to be held at 11.30am AEDT on 23 November 2023 and at any adjournment thereof.

Voting directions to your Proxy – please mark X to indicate your directions.				
Business Item	For	Against	Abstain	Open*
<i>Ordinary Resolution</i> Approval of minutes of the 2022 AGM				
<i>Ordinary Resolution</i> Election of John Hope as a Director				
<i>Ordinary Resolution</i> Election of Charl Pienaar as a Director				
<i>Special Resolution</i> Election of Gordon Davis as a Director				

*If left open, your nominated proxy will vote as they see fit. If no proxy is named, the Chair will vote in favour of all resolutions.

Signed: _____

Date: _____

For your vote to be effective it must be completed in full and received by
5:00pm AEDT Monday 20 November 2023.



**GREENING AUSTRALIA LTD
ACN: 002 963 788**

AGM 2023 QUESTION

We encourage members to submit any relevant questions ahead of the AGM and these will be read out and answered during the meeting.

Please use this form to propose your question.

I, _____ (*name*)

of _____ (*address*),

being a member of Greening Australia Ltd and entitled to ask questions, ask the following question:

Signed: _____

Date: _____

For your question to be answered it must be received by
5:00pm AEDT Monday 20 November 2023.