

AUSTRALIAN MEAT PROCESSOR CORPORATION LTD
ACN 082 373 448**NOTICE OF ANNUAL GENERAL MEETING**

Pursuant to Article 16.3 of the Company's Constitution, notice is given that the Annual General Meeting of Members of Australian Meat Processor Corporation Ltd (**Company**) will be held at 9.00am (AEDT); on Thursday, 13 November 2025, **Level 29, 100 Miller Street North Sydney NSW 2060**.

The Proxy Form should be read together with, and form part of this Notice of Meeting. Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the definitions at the end of this Notice of Meeting.

AGENDA

1. Welcome by the Chair**2. CEO's Review of FY25****3. Consideration of Financial Statements and Reports**

To receive and consider the Annual Financial Report, together with the Directors' and Auditor's Reports for the year ended 30 June 2025.

4. Special Resolution - Amendments of the Company Constitution

To pass a special resolution to approve the amendments to the Constitution, as set out in the attached Explanatory Memorandum and the Proposed Amended Constitution.

5. General Business**CONSIDERATION OF REPORTS**

All members can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the year ended 30 June 2025 on the Company's website at <https://www.ampc.com.au/about-us/corporate-reports>

Members are not required to vote on this item.

QUESTIONS AND COMMENTS

Following consideration of the Reports, the Chair will allow a reasonable opportunity for members to ask questions or make comments about those reports and the management of the Company. Members will also be given a reasonable opportunity to ask the auditor, Nexia Sydney Audit Pty Ltd, questions about the conduct of the audit and the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

ITEMS FOR APPROVAL

Special Resolution 1 – Amendment to the Constitution

To consider and if thought fit pass the following as a special resolution of the Company:

"That, for the purposes of section 136(2) of the Corporations Act, Article 5.1 of the Constitution and for all other purposes, the amendments to the Constitution with respect to the definition of the applicable laws to the Company, insertion and amendment of other ancillary definitions, and updating references to the now-

repealed Australian Meat and Live-stock Industry Act 1997 (Cth) as set out in the attached Explanatory Memorandum and the Proposed Amended Constitution, be approved and adopted with effect on and from the date this resolution is passed.”

By order of the Board



Mark Langan
Company Secretary
9 September 2025

ENTITLEMENT TO ATTEND

APPOINTMENT OF A PROXY

Members entitled to attend at the Annual General Meeting who do not plan to attend the meeting in person are strongly encouraged to appoint a Proxy by completing the Proxy Form attached to this Notice.

To be effective Proxy Forms must be received together with the Power of Attorney or other authority (if any) under which the form is signed, or a certified copy of that Power of Authority by no later than **9.00am (AEDT) on Tuesday, 11 November 2025**.

By email to: langan@mpms.mufg.com

By post or hand delivery (during business hours):

Company Secretary
Australian Meat Processors Corporation Ltd
C/- MUFG Corporate Governance
PO Box 20547,
World Square, NSW 2002

Company Secretary
Australian Meat Processors Corporation Ltd
C/- MUFG Corporate Governance
Level 41, 161 Castlereagh Street
Sydney, NSW 2000

A member may vote in person or by proxy, or by attorney, or by appointing another duly authorised Representative.

CORPORATE REPRESENTATIVES

Where a member is registered in the name of a corporation, the corporate member may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) A letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

QUESTIONS IN ADVANCE

The Board welcomes Member questions in advance of the Meeting. These can be emailed to the Company at langan@mpms.mufg.com to be received before **9.00am (AEDT) on Tuesday 11 November 2025**. Responses will be provided at the Meeting in respect of all valid questions received.

Members attending the meeting will be provided with the opportunity to ask questions during the meeting.

QUORUM

The quorum for a meeting of Australian Meat Processors Corporation Ltd is ten members present. A quorum for a meeting of Members in accordance with Article 17.3 must be present at the commencement of the meeting.

CONDUCT OF MEETING

AMPC is committed to ensuring that its Members meetings are conducted in a manner which provides those Members (or their proxy holders) who attend the Meeting with the opportunity to participate in the business of the Meeting in an orderly fashion and to ask questions about and comment on matters relevant to the business of the Meeting or about the Company generally.

AMPC will not allow conduct at any Member meeting which is discourteous to those who are present at the meeting, or which in any way disrupts or interferes with the proper conduct of the meeting.

The Chair of the Meeting will exercise her powers as the Chair to ensure that the meeting is conducted in an orderly and timely fashion, in the interests of all attending Members.

ENCLOSURES

Enclosed are the following documents:

- Proxy Form to be completed if you would like to be represented at the AGM by proxy; and
- the Proposed Amended Constitution.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum relates to the Annual General Meeting of the Company to be at Level 29, 100 Miller Street North Sydney NSW 2060 on Thursday, 13 November 2025 at 9.00am (AEDT).

The purpose of this Explanatory Memorandum is to provide Members with information that is reasonably required by Members to decide how to vote upon the resolution.

The Directors unanimously recommend Members vote in favour of the Resolution.

1. Amendment to the Constitution

Amendments to the AMPC Constitution were last approved at the Annual General Meeting held in 2024.

In the interests of good corporate governance, a review of the Constitution has recently been undertaken by the Board and a number of amendments proposed.

The review process has been undertaken by K&L Gates LLP who were instructed to advise management and the Board on amending, and drafting the amendments to, the Constitution to ensure the Company has a corporate governance framework that draws on best corporate governance practice.

Amendments in the table below reflect recommendations from the review and have been considered in detail by the Directors.

#	Article Reference	Resolution	Explanation
1.	1.1	Special Resolution 1 – Amendment to the Constitution	The Constitution currently defines the term 'Act' to mean the <i>Australian Meat and Live-stock Industry Act 1997</i> (Cth). This Act was repealed on 1 January 2025 and is no longer in force. The defined term 'Act' will be deleted and replaced with the defined term 'Applicable Laws', which covers all laws applicable to the governance and operations of the Company, including the new legislative framework now in force, consisting of the following: • <i>Primary Industries Levies and Charges Disbursement Act 2024</i> (Cth) • <i>Primary Industries Levies and Charges Disbursement Rules 2024</i> (Cth) • <i>Primary Industries Levies and Charges Disbursement (Declared Bodies) Rules 2024</i> (Cth) • <i>Primary Industries Levies and Charges Collection Act 2024</i> (Cth) • <i>Primary Industries Levies and Charges Collection Rules 2024</i> (Cth) • <i>Primary Industries (Customs) Charges Regulations 2024</i> (Cth) • <i>Primary Industries (Excise) Levies Regulations 2024</i> (Cth)
2.	1.1	Special Resolution 1 – Amendment to the Constitution	A definition for the term 'Laws' will be inserted to assist with the interpretation of the term 'Applicable Laws'.

#	Article Reference	Resolution	Explanation
3.	1.1	Special Resolution 1 – Amendment to the Constitution	A definition for the term 'Government Agency' will be inserted to assist with the interpretation of the term 'Laws'.
4.	1.1	Special Resolution 1 – Amendment to the Constitution	The Constitution currently defines the term 'Livestock' to mean 'bovine animals, cattle, calves, sheep, lambs, goats and other animals prescribed for the purposes of the definition of 'meat' as defined in section 3 of Part 1 of the Act.' The definition of the term 'Livestock' will be amended to refer to the closest equivalent in the new legislative framework, being the definition of 'livestock' and 'livestock meat' as defined in section 5 of Part 1 of the <i>Primary Industries Levies and Charges Disbursement Rules 2024</i> (Cth).
5.	1.1	Special Resolution 1 – Amendment to the Constitution	The Constitution currently defines the term 'Meat Processor Body' as a 'Meat Processor marketing body and/or a Meat Processor research body declared by the relevant minister for the purposes of receiving Marketing Funds or Research and Development Funds under the Act.' The term 'Act' will be deleted and replaced with the term 'Applicable Laws'.
6.	3.1(f)	Special Resolution 1 – Amendment to the Constitution	The term 'Act' will be deleted and replaced with the term 'Applicable Laws'.

DEFINITIONS

Annual General Meeting or AGM or Meeting means the Annual General Meeting of the Company to be held on Thursday, 13 November 2025, notice of which is set out herein.

Board means the Board of Directors of Australian Meat Processor Corporation Ltd.

Company means Australian Meat Processor Corporation Ltd.

Constitution means the Constitution of the Company, as varied or amended from time to time.

Corporations Act means the *Corporations Act* 2001 (Cth).

Current Constitution means the Constitution as at the date of this Notice of Meeting.

Directors means a member of the Board and **Director** means any one of them.

Explanatory Memorandum means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

Member means a member of the Company.

Notice or Notice of Meeting means this notice convening the Annual General Meeting of the Members to be held at 9.00am (AEDT) on Thursday, 13 November 2025.

Proposed Amended Constitution means the proposed amended form of the Constitution the subject of a special resolution to be put to Members for voting at the Meeting.

Proxy Form means the proxy form that is enclosed with and forms part of this Notice.