



AUSTRALIAN WOOL INNOVATION LIMITED

ABN 12 095 165 558

NOTICE OF ANNUAL GENERAL MEETING

ANNUAL GENERAL MEETING 2023

To be held on Friday 17 November 2023 at Swissotel, 68 Market St,
Sydney NSW 2000

10.00am Australian Eastern Daylight Saving Time

9am - Registration commences

For more information about the AGM contact:
Link Market Services on 1800 113 373

PARTICIPATION AT THE AGM

Physical Attendance

Notice is given that the Annual General Meeting (AGM) on the Company is to be held at The Swissotel, 68 Market Street, Sydney, New South Wales on Friday 17 November 2023, commencing at 10.00am Australian Eastern Daylight Saving Time.

Online participation

You can attend and view the meeting, make comments, ask questions, and vote (if applicable) online in real time using your computer or mobile device, by entering the following URL address in your web browser: <https://meetings.linkgroup.com/AWI23>.

To participate online, you will need your security holder number and postcode. Shareholders should register online at least 30 minutes before the meeting. Further information on how to attend and participate online is set out in the online guide included with the AGM materials. It is also available at www.wool.com/agm.

How to appoint a proxy to attend and participate in the AGM on your behalf

Shareholders may also appoint a proxy to attend and participate in the AGM on their behalf by going to Link Market Services' website www.linkmarketservices.com.au. Proxy appointments must be received by 10:00am (AEDT) by Wednesday 15th November 2023.

LETTER FROM THE AWI CHAIRMAN

Dear Shareholder

I am pleased to provide you with this Notice and strongly encourage you to attend the Australian Wool Innovation Limited ('the Company') Annual General Meeting ('AGM') online at 10am on Friday 17 November 2023.

The AGM is an opportunity for you to hear an update on the Company's activities during the 2022/23 year and up to the date of the AGM, along with the Company's future direction in implementation of its strategy. As a shareholder, you can have your say about the performance and direction of your Company at the AGM. As outlined in this Notice of Meeting, shareholders will be asked to:

- consider the Financial Report of the Company, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2023;
- vote on shareholder resolutions, including the election of directors.

The candidates for election are set out in this Notice of Meeting. Current directors Noel Henderson, James Morgan and David Webster are retiring from the Board and are not seeking re-election. There are five external candidates for election to the board. All of these candidates have been assessed by the company's Board Nomination Committee (BNC). Those AWI shareholders eligible to vote at this AGM will find enclosed with this Notice of Meeting a report from the BNC which may assist you in considering each of the candidates.

The BNC report identified 3 candidates who it considered would bring significantly higher skills and experience than the others and recommended them. They are, Emma Weston, George Millington and Neil Jackson. The BNC indicated that any 3 of these candidates, when combined with the 4 continuing directors, would provide a strong skills base for the AWI Board.

The Explanatory Information section of this Notice of Meeting includes a statement of intention for voting of undirected proxies delivered to the Chairman of the meeting.

If you are unable to attend the meeting, I encourage you to appoint a proxy (either via post, fax or internet) to vote on your behalf.

Yours sincerely



Jock Laurie
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (AGM) of the Company is to be held on Friday 17 November 2023 at Swissotel, 68 Market St, Sydney 2000 commencing at 10.00am Australian Eastern Daylight Saving Time.

AGENDA

The Explanatory Information forms part of this Notice of Meeting and contains important material relevant for shareholders to consider in casting their votes in relation to the business of the AGM.

BUSINESS OF THE MEETING

1. Consideration of Reports

To receive and discuss the Financial Report of the Company, the Directors' Report and the Auditor's Report, for the financial year ended 30 June 2023.

2. Board Size Limit Resolution

To consider and if thought fit to pass the following as an ordinary resolution:

To approve a board limit of seven (7) Directors as proposed by the Board and described in the Explanatory Information.

The Board recommends that this resolution be passed by shareholders.

3. Election of Directors

To consider and if thought fit to pass the following as separate ordinary resolutions:

Candidate recommended by the Board Nomination Committee

(a) To elect as a Director Emma Weston who, having consented, offers herself for election.

Candidates each nominated by more than 99 eligible shareholders

(a) To elect as a Director Neil Jackson who, having consented, offers himself for election.

(b) To elect as a Director Steve McGuire who, having consented, offers himself for election.

(c) To elect as a Director George Millington who, having consented, offers himself for election.

(d) To elect as a Director Edward Storey who, having consented, offers himself for election.

The Board accepts the recommendation of the Board Nomination Committee.

Information about all of candidates seeking election under Item 3 appears in the Explanatory Information.

As authorised by the Board of Directors.



Lucy Meadley
Company Secretary
Australian Wool Innovation Limited
13 October 2023

IMPORTANT NOTES ABOUT VOTING ON DIRECTOR ELECTION:

Depending on whether the Board Size Limit resolution in Item 2 is passed, the number of vacancies to be filled by candidates for election at this AGM will be 3 or 5. If the Board Size Limit resolution is passed, the number of candidates (5) will exceed the number of Board vacancies available to be filled (3) and shareholders may vote for up to three (3) candidates. If the Board Size Limit resolution is not passed, the number of board positions to be voted on will be up to 5 (the total number of candidates).

Eligible shareholders may vote “FOR” the appointment of as many candidates as they approve of up to and including the number of vacancies to be filled at the meeting (see Notes above). A vote cast for more candidates than the number of vacancies to be filled at the AGM will render your vote invalid. The candidates with the greatest number of votes will be elected until all vacancies are filled. The remaining candidates will be excluded.

Eligible shareholders may also “ABSTAIN” or vote “AGAINST” the appointment of any number of candidates. A candidate must receive more votes “FOR” their election as a director than “AGAINST” to be elected. The Chairman will call for a poll for voting on the Election of Directors resolutions.

There are also implications for how the proxy form must be completed:

On the proxy form, the Election of Directors has been divided into two separate sections. The first of these (Part C: 3 candidate vote) assumes the Board Size Limit resolution is passed and allows you to vote “FOR” for up to 3 candidates only. The second of these (Part D: 5 candidate vote) assumes the Board Size Limit resolution is not passed and you may vote “FOR” for up to 5 candidates.

Eligible shareholders may direct their proxy to “ABSTAIN” or vote “AGAINST” the appointment of any number of candidates.

EXPLANATORY INFORMATION

Item 1 – Consideration of Reports

The 2022/23 Annual Report, which contains the Financial Reports for the year ended 30 June 2023, is available on the Company's website at www.wool.com/agm. Each shareholder who has requested it should have received a hard copy of the Annual Report.

Following the consideration of the Financial Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit 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.

Item 2 – Board Size Limit Resolution

The Company's Constitution (Rule 13.3(a)) prescribes that the number of Director positions on the Board must be between 5 and 10, as determined by the Board. This Rule, however, is subject to the operation of ss201N – 201U of the *Corporations Act 2001* (Cth). Where a board proposes that the number of directors should be less than the maximum available under the company's constitution, that proposal must be approved by shareholders at a general meeting.

The Board proposes to retain the present board limit of 7 directors, which it currently considers to be an optimal size. The Board considers that the desirable Board size is 7 directors because this number:

- allows for a diversity of skills and experience; and
- limits the administrative cost of the Board. Given the nature of the Company's business, most candidates for election as a director do not live and work in the same place. There is considerable travel and other related costs of supporting each additional Board position, in addition to the remuneration paid to directors.

This proposal requires shareholder approval at this AGM, and if the resolution is passed there will be 3 vacancies to be filled at the AGM. If the resolution is not passed, there will be 5 vacancies to be filled at the AGM.

The proposed Board Size Limit resolution is an ordinary resolution which means that it can be passed by a majority of votes cast on the resolution. The Chairman intends to vote any undirected proxies to the Chair of the Meeting in favour of this resolution.

The Board recommends that this resolution be passed by shareholders.

Item 3 – Election of Directors

There are 5 candidates for election as directors. There are 3 current directors who are retiring from the Board and are not seeking re-election at this AGM. They are Noel Henderson, James Morgan and David Webster. There are no other current directors who are required to retire and seek re-election on this occasion.

There is one new candidate who is put forward directly by recommendation of the Board Nomination Committee as a skills based candidate following an executive search.

In addition, four external candidates have been nominated for election to the Board. Nominations and consents by the candidates have been certified by the Company Secretary as satisfying the Company's Constitution and Rules and Procedures for Election of Directors.

All of these candidates have been assessed by the Company's Board Nomination Committee, which has been constituted in accordance with its charter. Those AWI shareholders eligible to vote at this AGM will find enclosed with this Notice of Meeting a Report from the Board Nomination Committee which may assist you in considering the candidates.

Chairman's intentions for voting undirected proxies

In accordance with the Board's recommendation, the Chairman intends to vote any undirected proxies to the Chair of the Meeting in the following manner:

“FOR” the election of

- Neil Jackson
- George Millington
- Emma Weston

Current Director candidates

The retirements of Directors Noel Henderson, James Morgan and David Webster fulfill the requirement in Rule 14.3(a) of the Constitution that at every annual general meeting held in a Rotation Year, one third of the directors, or if the number of directors is not a multiple of three, then the number nearest to but not less than one third, must retire from office.

Candidate recommended by the Board Nomination Committee

Emma Weston is recommended by the Board Nomination Committee as a skills based candidate to supplement the existing skills of the Board.

Candidates each nominated by more than 99 shareholders

Completed nominations to the office of director have been received from:

- Neil Jackson
- Steve McGuire
- George Millington
- Edward Storey

Biographical details

Short biographical details for each of the candidates follow. The respective biographies were provided by the candidates and have not been independently verified by AWI. The order of these biographies follows the order of Item 3 of the Notice of Meeting.

Emma Weston

Emma Weston is the CEO and Co Founder of AgriDigital, Australia's leading digital grain supply chain and inventory management platform. Over the past 15 years Emma has been a founder and worked in non-executive and executive capacities in multiple technology-focussed agribusinesses; including two successful sales and exits to date (Agfarm and Clear Grain Exchange). At AgriDigital she is directly responsible for company and product strategy, stakeholder and investor relations, and has led the company from its days as a start up to having over 19,000 users today. Over 25% of Australia's annual grain production is transacted using AgriDigital and a total of A\$13.5 billion of grain has been bought, sold and paid for via its platform.

Emma holds a Masters in Business Administration from the Australian Graduate School of Management, as well as a Bachelor of Laws, awarded with Honours, and a Bachelor of Arts. She is a trained executive coach and a graduate of the Australian Institute of Company Directors.

Emma has held several board roles including as Deputy Chair of both Fintech Australia and Blockchain Australia, and was appointed by the Commonwealth Government as a founding director of Digital Skills Organisation Ltd (now Future Skills Organisation Ltd). She continues to be a member of the National Farmers' Federation Farm Data Code Working Group and Grain Trade Australia's Information Technology Advisory Committee. A passionate and knowledgeable contributor to the digital and technology communities in Australia and overseas, Emma's leadership has been recognised with numerous awards including Female Fintech Leader of the Year in 2017, winner of the 2019 EY Entrepreneur of the Year - Eastern Region and in 2018 Emma was made a Fellow of the Australian Digital Commerce Association.

Emma lives and works from her family's mixed farming enterprise of approximately 500ha in Warren, New South Wales, and is motivated personally and through her professional career to ensure that rural communities are sustainable, that agriculture is a valued career choice, and to build connection between consumers and their food and fibre.

Neil Jackson

Neil is a third-generation farmer with 38-years hands-on experience. He runs his operation, Sunny Valley Farms, with his wife Sandy, son Sam and several employees.

In the 30-years since taking full-time control of the farm, Neil's physical hard work; risk management; and willingness to employ skilled-specific consultants has enabled significant growth. Specifically, the farm has increased fourfold in area owned and fivefold in production. Sunny Valley is now one of the larger family-owned wool farms in the Great Southern of Western Australia.

The Jackson family has enjoyed an outstanding reputation as fine wool growers for over a century. Neil continues to find enormous satisfaction producing hundreds of bales of quality wool each year. As a result, Neil is acutely aware of the on-farm challenges woolgrowers face, hence his nomination to the AWI board. Neil sees the following concerns of particular importance:

- Shearing shortages and the adoption of an alternative or complementary wool harvesting technique.
- Investment in industry technologies and innovations to ensure continued passion for wool growing from the emerging farming generation.
- Fiscal responsibility and how the levy reduction, coupled with a decline in wool price, places pressure on the board to ensure spending delivers tangible benefits to wool growers.

Neil has served on a variety of industry bodies:

- WoolQ Consultative Committee 2016-2017

- Inaugural Ministerial appointee – Industry Management Committee for the application of the Biosecurity in Agriculture Management Act - Sheep & Goat Representative 2010-2011
- AWI Welfare Tour 2014 - woolgrower representative
- President Merino WA 2005-2006
- Chair of World Merino Conference 2006
- Ovine Johnes Disease Management Committee WA 2006-2007

Neil is an open communicator who values strong relationships and advocates for wool growers. His business reflects strong fiscally responsible business practices which has been complemented by his recent completion of the Australian Institute of Company Directors course.

Steve McGuire

Steve McGuire is a fifth generation woolgrower farming at Kojonup in the Great Southern region of Western Australia. He has been involved with the WAFarmers Livestock Council for the last 8 years which saw him appointed to the board of WoolProducers Australia in 2017 until his term ended in 2023. Steve's time on the board of WoolProducers Australia with directors from all wool growing states has seen him gain a broad understanding of the wool industry not just in the production side but also downstream in testing, broking, transport and processing. This was further enhanced with a tour with Scanlans' Wool to China in 2017. He has always had a passion for research and innovation, he strongly believes in always searching for better ways of operating. That the future of the wool industry is dependent on becoming more productive to allow it to ride out the inevitable market fluctuations and to compete with other fibres and land use demands such as cropping and meat. Steve has noticed the significant number of young women and men entering the sheep industry and wants to ensure that they see a future in producing the fantastic fibre that is wool. Australian Wool Innovation faces a number of challenges in future and requires a board that is in itself innovative and prepared to show the leadership required to address those challenges. He feels that he has the experience, skills and character to assist the board in this endeavour.

George Millington

George Millington, a dynamic leader in the Australian sheep and wool industry, brings a wealth of experience and a vision for its sustainable and profitable future. As the Director and owner of Collinsville Stud Merinos for the last nine years, he has overseen its re-energisation into a thriving enterprise, unifying the iconic Merino studs of Collinsville and East Bungaree. The business now supplies 2200 rams a year throughout Australia. A member of the Australian Institute of Company Directors, George's commitment to corporate governance underscores his dedication to effective leadership. His business experience extends beyond wool, including successful ventures in fast-moving consumer goods and logistics, imparting a unique perspective on running and growing businesses.

Prior to owning Collinsville and East Bungaree, George gained a Bachelor of Economics and worked in the finance industry. He was then involved in the coffee industry where he built and expanded a wholesale coffee importation and roasting business (Monjava Coffee). After building the business substantially, it was sold to San Remo Pasta. George then purchased a logistics company (APD Parcel Delivery) and is still involved in the management of this company today.

With a lived experience as a wool grower via his hands on involvement with Collinsville, George recognises the timeless value of wool as a natural and renewable fibre as well as the many challenges faced by growers across the country. His goals include elevating the market value of wool and ensuring a sustainable industry for generations to come.

George's commitment to bridging tradition and innovation, alongside his expertise, strategic insights and business experience, position him as an advocate for woolgrowers on the Australian Wool Innovation Board of Directors - offering a fresh perspective gained from outside the wool industry to help guide it into a prosperous and sustainable era.

Ed Storey

Edward Storey and his family are multi-generational wool growers across NSW and Victoria. He is an experienced businessman, graduated with an Economics degree from Sydney University, is a graduate of the Australian Institute of Company Directors and an experienced company director. He is the managing partner of a family wool growing enterprise at Yass on the Southern Tablelands of NSW of approximately 12,000 dse.

He recently concluded a 4 year term as President of WoolProducers Australia. He was an AWEX director and Chair of the Audit, Risk and Finance committee and an AWTA Ltd director, for four years. He was a founding Director of the Sheep Sustainability Framework. He has trained up to National Management level in the event of an EAD outbreak, including presenting in China to the Chinese wool processing sector at the Nanjing Wool Market in 2019.

He oversaw the development of Trust in Australian Wool, a project collating all the positive health, welfare and biosecurity practices and our traceability and quality systems in the Australian wool industry for our wool customers. He has a record of bringing people and organisations together to collaborate and achieve positive outcomes.

Edward will bring over 20 years of community, philanthropic and agribusiness leadership to the AWI Board and a passion for growing the world's most sustainable fibre.

VOTING

Individual shareholders may vote online during the meeting or by proxy or duly appointed attorney. A corporate shareholder may vote by proxy or through a body corporate representative or duly appointed attorney.

For the purposes of the meeting, shares in the Company are deemed to be held by those shareholders who held shares at 5.00pm Australian Eastern Daylight Saving Time on Friday 29 September 2023 as recorded in the Company's share register.

PROXIES

Please note that:

- (a) A shareholder of the Company entitled to attend and vote at the AGM has the right to appoint a proxy;
- (b) A proxy need not be a shareholder of the Company; and
- (c) A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is to exercise.

If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes.

A proxy form accompanies this Notice of AGM. For the appointment of a proxy to be effective for the AGM, the following documents must be received by Link Market Services Limited at least 48 hours before the meeting (i.e. no later than 10am Australian Eastern Daylight Saving Time on Wednesday 15 November 2023):

- (i) The proxy form properly completed and signed; and
- (ii) If the proxy form is signed by the appointer's attorney, the authority under which the proxy form was signed or a certified copy of the authority.

Documents may be sent to Link Market Services by post (using the reply-paid envelope enclosed), fax to (02) 9287 0309 or by delivery to its offices at Level 12, 680 George Street, Sydney, New South Wales 2000.

Shareholders may alternatively submit their proxy instructions electronically via the Share Registry website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website) by 10am on Wednesday 15 November 2023, Australian Eastern Daylight Saving Time.

Voting on behalf of a company

A shareholder that is a corporation intending to attend and vote at the meeting by a corporate representative and not by way of proxy must lodge the properly executed authority from the company in favour of the person attending with the Company's Share Registry, Link Market Services Limited, by 10am Wednesday 15 November 2023, Australian Eastern Daylight Saving Time.

POWERS OF ATTORNEY

Rule 13.6 of the Constitution permits shareholders to appoint an attorney to act for them at all or specified meetings. Before the attorney may act under it, the power of attorney or proof of the power of attorney to the satisfaction of the Board must be received together, in each case, with evidence of the proper execution of the power of attorney as required by the Board at least 48 hours before the meeting at which the attorney is to act on behalf of the shareholder.

ENQUIRIES

Enquiries may be directed to the Company's Share Registry, Link Market Services Limited on 1800 113 373.

AUSTRALIAN WOOL INNOVATION LIMITED

Registered office

Level 3
24 York St
Sydney NSW 2000

Postal address

GPO Box 4177
Sydney NSW 2001

Tel +61 2 8295 3100

Website: www.wool.com

Email: info@wool.com

Helpline: 1800 070 099 (free call within Australia)

Share Registry

Link Market Services Limited

1800 113 373 (free call within Australia)