



Noumi Limited  
8a Williamson Road  
Ingleburn 2565  
Australia  
ABN 41 002 814 235

26 October 2022

Dear fellow Shareholder,

**2022 Annual General Meeting**

I am pleased to invite you to the 2022 Annual General Meeting (AGM) of Noumi Limited. The meeting will be held on Tuesday 29 November 2022, starting at 11:00am (AEDT).

At the meeting, Noumi's Chief Executive Officer, Michael Perich, and I will provide an overview of the Company's performance during the 2022 financial year.

Additional information regarding Noumi's performance is contained in the 2022 Annual Report, which can be viewed on Company's website at [www.noumi.com.au](http://www.noumi.com.au).

The items of business to be considered at the AGM are set out in the enclosed Notice of Meeting, which can also be accessed on the Company's website at [www.noumi.com.au](http://www.noumi.com.au), together with explanatory notes and the Board's voting recommendations.

Noumi Non-executive Directors Anthony (Tony) Perich AM and Jane McKellar are seeking re-election at this meeting and the Board unanimously supports their re-election (with Mr Perich and Ms McKellar abstaining from making a recommendation on their own re-election).

We will also be putting a resolution to the meeting that KPMG be appointed as the Company's auditors.

The AGM will be conducted as an in-person meeting, with shareholders able to attend at the offices of Ashurst, 5 Martin Place, Sydney NSW 2000.

Shareholders will also be able to participate in the business of the AGM by:

- asking questions before the meeting in accordance with the directions in the Notice of Meeting; and
- voting on the resolutions to be considered at the AGM by completing and lodging the enclosed Proxy Form, or by voting online at <https://investorcentre.linkgroup.com> in accordance with the directions in the Notice of Meeting.

Further information on how shareholders can participate in the AGM (including how to register, vote and ask questions) is set out on the following pages.

I look forward to welcoming you to Noumi's 2022 AGM.

Yours sincerely,

A stylized, handwritten signature in dark ink, appearing to read "Genevieve Gregor".

Genevieve Gregor  
Chair

## LODGE YOUR VOTE



### ONLINE

<https://investorcentre.linkgroup.com>


### BY MAIL

Noumi Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
Parramatta Square, Level 22, Tower 6,  
10 Darcy Street, Parramatta NSW 2150



### ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Noumi Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEST) on Tuesday, 29 November 2022 at Ashurst 5 Martin Place Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

#### Resolutions

|                                                       | For                      | Against                  | Abstain*                 |
|-------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1 Non-Binding Resolution to adopt Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Re-election of Anthony Perich AM as a Director      | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 Re-election of Jane McKellar as a Director          | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 Appointment of Auditor                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at [registrars@linkmarketservices.com.au](mailto:registrars@linkmarketservices.com.au) prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Sunday, 27 November 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Noumi Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
Parramatta Square  
Level 22, Tower 6  
10 Darcy Street  
Parramatta NSW 2150

\*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**



# Noumi Limited

ABN 41 002 814 235

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

**Date of Meeting**  
29 November 2022

**Time of Meeting**  
11:00 am (AEDT)

**Place of Meeting**  
Ashurst  
5 Martin Place  
Sydney NSW 2000

**A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting you are encouraged to submit a Proxy appointment in accordance with the specified directions.

# Noumi Limited

## ABN 41 002 814 235

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Noumi Limited ABN 41 002 814 235 ("Company") will be held at 11:00 am (AEDT) on Tuesday, 29 November 2022 for the purpose of transacting the following business referred to in this Notice of Annual General Meeting. Shareholders are able to attend the meeting in person at the offices of Ashurst at 5 Martin Place, Sydney NSW 2000.

The Explanatory Memorandum, Entitlement to Attend and Vote section and the Proxy Form are part of this Notice.

## AGENDA

### ORDINARY BUSINESS

#### Financial Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2022.

All Shareholders can view the Company's Annual Report which contains the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2022 on the Company's website at [www.noumi.com.au](http://www.noumi.com.au)

Shareholders are not required to vote on this item.

#### 1. Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

To consider and, if thought fit, pass the following resolution as an **advisory resolution**:

*"That the Company's Remuneration Report for the financial year ended 30 June 2022 be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution. The Remuneration Report is contained in the 2022 Annual Report (available at [www.noumi.com.au](http://www.noumi.com.au)).

#### Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter, regardless of the capacity in which the vote is cast. However, the Company need not disregard a vote by a Restricted Voter as a proxy if the vote is not cast on behalf of a Restricted Voter and either:

- (a) it is cast by the Restricted Voter as a proxy appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) it is cast by the Chair of the meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

#### 2. Resolution 2 – Re-election of Anthony Perich AM as a Director

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

*"That, Anthony Perich AM, who retires in accordance with clause 25.8 of the Company's Constitution and having offered himself for re-election and being eligible, be re-elected as a Director of the Company."*

#### 3. Resolution 3 – Re-election of Jane McKellar as a Director

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

*"That, Jane McKellar, who retires in accordance with clause 25.8 of the Company's Constitution and having offered herself for re-election and being eligible, be re-elected as a Director of the Company."*

### SPECIAL BUSINESS

#### 4. Resolution 4 – Appointment of Auditor

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

*"That, in accordance with section 327B(1)(b) of the Corporations Act 2001 (Cth) and for all other purposes, KPMG having been nominated by a shareholder and consented in writing to act in the capacity of Auditor, be appointed as the Auditor of the Company"*

### OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board

  
Justin Coss  
Company Secretary  
26 October 2022

## **ENTITLEMENT TO ATTEND AND VOTE**

### **How to vote**

Shareholders can vote by either:

- attending the meeting and voting in person; or
- appointing a proxy to attend and vote on their behalf by submitting their proxy appointment and voting instructions online, or by completing the proxy form accompanying this Notice and sending it by post or by facsimile, as directed on the proxy form.

### **Voting by a Corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative must provide the Company with adequate evidence of his or her appointment, including any authority under which it is signed.

### **Voting by proxy**

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any voting exclusion rules set out in this Notice.
- However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1, if the vote is cast by the Restricted Voter as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chair of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by the Share Registry of the Company no later than 11.00am (AEDT) on Sunday 27 November 2022 (48 hours before the AGM).
- Proxies may be lodged using any of the following methods:
  - Voting online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)  
Instructions on voting online will be available on both the proxy form and the email broadcast.
  - By returning a completed proxy form in person or by post using the pre-addressed envelope provided with this Notice to:
    - By Mail:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235
    - By Hand:  
Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000\*; or  
\* during business hours Monday to Friday (9:00am to 5:00pm) (Sydney time) and subject to public health orders and restrictions
  - By faxing a completed proxy form to  
+61 2 9287 0309

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 11.00am (AEDT) on Sunday, 27 November 2022. If facsimile transmission is used, the power of attorney must be certified.

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.



### Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the Register of Shareholders as at 7.00pm (AEDT) on Sunday, 27 November 2022.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

### Shareholder Questions – Submitted prior to the AGM

Shareholders who are unable to attend the Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), select Voting, then click 'Ask a Question', or alternatively, submit the AGM Question Form available on the Company's website at [www.noumi.com.au](http://www.noumi.com.au).

To allow time to collate questions and prepare answers, please submit any questions by 5.00pm (AEDT) on Tuesday, 22 November 2022 (being no later than the fifth business day before the AGM is held). Questions will be collated and, during the AGM, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the AGM to address all topics raised. Please note that individual responses will not be sent to Shareholders.

### Conduct of Meeting

The Company is committed to ensuring that its Shareholder meetings are conducted in a manner that provides those Shareholders (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. The Company will not allow conduct at any Shareholder meeting that is discourteous to those who are present at the meeting, or that 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 Shareholders.

### PARTICIPATION IN THE AGM

There are a number of ways Shareholders and interested parties can participate in the AGM:

- **Attending in person**: Shareholders may attend in person, ask questions and vote.
- **Voting prior to the AGM**: Shareholders who are unable to join us at the AGM in person are encouraged to cast a direct vote prior to the meeting, or alternatively, to appoint a proxy to

participate and vote on their behalf. If shareholders direct their proxy how to vote, the shareholder's votes will be cast at the meeting in accordance with those directions.

Shareholders can cast their direct vote or appoint a proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or by following the instructions on the Voting Form. These must be submitted by no later than 11:00am (AEDT) on Sunday, 27 November 2022 to be valid.

Even if you plan to attend the meeting, you are still encouraged to cast a direct vote or submit a directed proxy in advance of the meeting so that your votes can be counted if for any reason you cannot attend in person.

### Enclosures

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on the Company's share registry's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) to ensure the timely and cost effective receipt of your proxy;
- a Q&A form; and
- a reply-paid envelope for you to return the proxy form.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Noumi Limited (the **Company**).

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum and the Notice. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

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### FINANCIAL REPORT

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2022 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. The Company's Annual Report 2022 is available on the ASX's website at [www.asx.com.au](http://www.asx.com.au) and on the Company's website at [www.noumi.com.au](http://www.noumi.com.au).

No resolution is required to be put to Shareholders in respect of this item.

Shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chair will also provide 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 accounts; and
- the independence of the auditor in relation to the conduct of the audit.

### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2022 Annual Report for consideration and adoption.

The Chair will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Report 2022 and is also available on the ASX's website at

[www.asx.com.au](http://www.asx.com.au) and the Company's website at [www.noumi.com.au](http://www.noumi.com.au).

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and the Key Management Personnel and any service agreements and sets out the details of any share-based compensation.

As with FY21 and FY22, the Chief Executive Officer has waived his entitlement to any variable incentives for FY23.

### Voting

Please refer to the Notice of Meeting for the voting exclusions that apply to Resolution 1.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

### Directors' recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the Remuneration Report), the Directors unanimously recommend that Shareholders vote **in favour** of adopting the Remuneration Report.

The Chair of the AGM intends to vote all available proxies **in favour** of this Resolution.

### RESOLUTION 2 – RE-ELECTION OF ANTHONY PERICH AM AS A DIRECTOR

Pursuant to the Company's Constitution, Anthony (Tony) Perich AM, retires by rotation from the office of Director at this meeting and offers himself for re-election to the Board.

Tony was appointed as a Non-executive Director of the Company in July 2006 and is currently Deputy Chair.

Tony is a Member of the Order of Australia. Tony is joint Managing Director of Arrovest Pty Limited, Leppington Pastoral Co Pty Ltd, one of Australia's largest dairy producers, and various other entities associated with the Perich Group. He is also a property developer, farmer and business entrepreneur. Outside of the Perich Group, Tony holds a number of other directorships which include Greenfields Narellan Holdings Pty Ltd and Ingham Institute for Applied Medical Research.



Memberships include Greater Narellan Chamber of Commerce, Narellan Rotary Club, Urban Development Institute of Australia, Urban Taskforce, Property Council of Australia, Past President of Narellan Rotary Club and Past President of Dairy Research at Sydney University.

Tony is a Member of the Risk and Compliance Committee.

#### **What majority of votes is required to pass Resolution 2?**

Resolution 2 is an ordinary resolution, which requires it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

#### **Directors' recommendation**

The Board does not consider Tony Perich AM to be an Independent Director due to his interest in the Company's major shareholder, Arrovest Pty Ltd.

The Board supports the re-election of Tony Perich AM as he contributes to the Board significant experience in the areas as set out above.

The Board (other than Tony Perich AM) unanimously recommend that Shareholders vote **in favour** of Resolution 2.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

#### **RESOLUTION 3 – RE-ELECTION OF JANE MCKELLAR AS A DIRECTOR**

Pursuant to the Company's Constitution, Jane McKellar retires by rotation from the office of Director at this meeting and offers herself for re-election to the Board.

Jane was appointed as an Independent Non-Executive Director of the Company on 8 May 2020.

Since her appointment to the Board and subsequently as Chair of the People & Culture Committee, Jane has overseen a comprehensive overhaul of the executive remuneration framework, strengthening of culture initiatives and overseeing the appointment of new, key senior management members.

Jane is an experienced non-executive director in both public and private companies in Australia and the US, bringing deep international consumer, digital, brand, marketing, sustainability and governance experience to bear.

Jane's executive experience as both a CEO and Chief Marketing Officer spans the consumer focused FMCG, luxury and retail industries and she is one of the original 'digital natives' in Australian digital and e-commerce industries. Jane has held senior roles in Unilever, Microsoft, Elizabeth Arden and Stila Corporation and she has built a strong reputation over the years for leading teams and transforming businesses in difficulty back on the road to profitability and growth.

Her key contributions are in consumer-focused business transformation, harnessing digital, technology, brand and marketing to enhance business performance.

Jane currently sits on the Boards of ASX listed McPhersons and GWA Group and also is on the Board of The NRMA.

Jane is a Graduate of the Australian Institute of Company Directors, is a member of the Finance & Audit Committee, the Risk & Compliance Committee and is Chair of the People & Culture Committee.

#### **What majority of votes is required to pass Resolution 3?**

Resolution 3 is an ordinary resolution, which requires it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

#### **Directors' recommendation**

The Board considers Ms McKellar to be an Independent Director.

The Board supports the re-election of Ms McKellar as she contributes to the Board significant experience in the areas as set out above.

The Board (other than Ms McKellar) unanimously recommend that Shareholders vote **in favour** of Resolution 3.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

#### **RESOLUTION 4 – APPOINTMENT OF EXTERNAL AUDITOR**

##### **General**

As previously disclosed, the Company conducted a competitive tender process for the appointment of a new statutory auditor of the Company.

Following completion of the competitive tender process (and as announced to ASX on 2 May 2022), in accordance with section 327C of the Corporations Act, the Board approved the appointment of KPMG as the Company's auditor in respect of the remainder of the financial year beginning 1 July 2021, subject to receipt of Shareholder and regulatory approvals. Following the above appointment, and in accordance with section 327C(2) of the Corporations Act, KPMG holds office as auditor of the Company until the Company's next annual general meeting, being the Meeting that is the subject of this Notice of Meeting. In accordance with section 327B(1)(b), the Company now seeks shareholder approval for the ongoing appointment of KPMG as auditor of the Company.

In accordance with section 328B of the Corporations Act, the Company has received notice from a Shareholder of the Company nominating KPMG for appointment as the new auditor of the Company. A copy of this notice is annexed to this Notice of AGM as set out in Annexure A.

KPMG has confirmed that all relevant independence requirements, including requirements under the Corporations Act, are satisfied, and has given its written consent to act as auditor of the Company in accordance with section 328A(1) of the Corporations Act (and has not withdrawn its written consent to act as auditor of the

Company) subject to the receipt of Shareholder approval and ASIC's consent.

**What majority of votes is required to pass Resolution 4?**

Resolution 4 is an ordinary resolution, which requires it to be passed by a simple majority of the votes cast by Shareholders entitled to vote on the Resolution.

**Directors' recommendation**

The Directors unanimously recommend that Shareholders vote **in favour** of Resolution 4.

The Chair of the Meeting intends to vote all available proxies **in favour** of this Resolution.

\*\*\*\*\*

**GLOSSARY**

**AGM** means Annual General Meeting.

**Annual Report** means the Annual Report of the Company for the year ended 30 June 2022.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited ABN 98 008 624 691 and includes any successor body.

**Board** means the board of Directors of the Company.

**Chair** means the chair of the meeting as appointed in accordance with the Constitution.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Noumi Limited ABN 41 002 814 235.

**Constitution** means the Company's current constitution.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Group** means the Company and its subsidiaries.

**Key Management Personnel** (or **KMP**) has the meaning given to that term in the Corporations Act.

**Meeting** means the Annual General Meeting the subject of the Notice.

**Notice** means the notice of Annual General Meeting which accompanies this Explanatory Memorandum.

**Resolution** means a resolution proposed pursuant to the Notice.

**Restricted Voter** means a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report and their Closely Related Parties.

**Share** means a fully paid ordinary share in the Company.

**Shareholder** means the holder of a Share in the Company.

Annexure A

5 October 2022

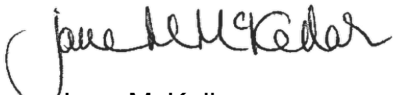
Mr Justin Coss  
The Company Secretary  
Noumi Limited  
80 Box Road  
Taren Point NSW 2229

Dear Sir,

**Notice of Nomination of Proposed Auditor**

Pursuant to Section 328B(1) of *the Corporations Act 2001*, I Jane McKellar, being a member of Noumi Limited (**the Company**), hereby give you notice of the nomination of KPMG of Level 3B, Tower 3, 300 Barangaroo, Sydney NSW 2000, to be appointed auditor of the Company at the Annual General meeting of the Company to be held on Tuesday 29 November 2022 at 11:00am (AEST) or any postponement or adjournment of that meeting.

Yours sincerely,



Jane McKellar