

NOTICE OF 2025 ANNUAL GENERAL MEETING & GUIDE TO HYBRID AGM

To be held online via Lumi at: web.lumiconnect.com and in person at
The Atrium (UQ) 308 Queen St Brisbane

Direct URL: <https://meetings.lumiconnect.com/300-351-923-321>
Meeting ID: 300-351-923-321

Tuesday 25 November 2025
at 11.00 am (AEST)
The Atrium (UQ)
308 Queen St,
Brisbane QLD 4000

Sugar Research Australia Limited
ABN 16 163 670 068

CHAIR'S LETTER

Dear Member,

It is my pleasure to invite you to the Annual General Meeting (AGM) of Sugar Research Australia Limited (SRA) to be held on Tuesday, 25 November 2025, commencing at 11am (AEST).

1. The meeting formalities

The AGM will be held as a 'hybrid' meeting which will allow members to attend and vote in person at The Atrium (UQ), 308 Queen Street in Brisbane City, or alternatively online via the Lumi meeting platform.

Detailed instructions for online participation and voting are provided with this Notice of Meeting and will also be provided to members prior to the AGM by email and by notice on SRA's website.

At this AGM, SRA will table Financial Statements and the Director Selection Report. SRA will also conduct an election of two (2) Directors.

As per our previous AGMs, a Proxy Form is enclosed for use by members who are unable to attend and would like to appoint a proxy to attend on their behalf. Proxies (whether delivered by post, courier, email or in person) must be received by 11.00 am (AEST) on Friday, 21 November 2025.

2. Chair observations

Apart from the formalities of the AGM, this is also an opportunity for us to report on SRA's achievements during the year.

I want to express my thanks to the Board, the senior leadership team, our dedicated staff, and all of you—our members and stakeholders—for your continuing support of SRA.

Thank you



Mike Barry

Chair
Sugar Research Australia Limited

ABOUT OUR AGM

What is an Annual General Meeting (AGM)?

The Annual General Meeting of SRA is a meeting of the Group G Members and Group M Members of SRA (together the "Members").

This year's AGM for SRA is being held within 5 months of the end of the financial year, being 30 June 2025.

What is a 'hybrid' AGM?

This year's AGM will be a 'hybrid' (i.e. online and in person) meeting, and Members may choose to attend through Lumi, or in person at 308 Queen St, Brisbane Qld 4000.

Instructions for online registration and participation using Lumi will be provided to Members, Member Representatives and to any appointed proxies.

Participating in the AGM using Lumi

Lumi will provide access to a live webcast of the AGM, which will enable Members to:

- vote between the commencement of the meeting and the closure of voting, as announced by the Chair;
- watch the AGM discussion and view the meeting slides; and
- ask questions in writing or orally during the meeting.

Why is the AGM being held as a hybrid AGM?

SRA has made the decision to hold the AGM as a hybrid AGM to allow as many of our Members as possible to participate.

What is the business of an AGM?

The business of an AGM will include:

- receipt and consideration of the annual Financial Report, Directors' Report, Auditor's Report, the results of the Director Selection Committee Report and any resolutions;
- election of Directors; and
- questions or comments from Members about the management of the company.

The business of this year's AGM is set out on page 4.

Who can attend SRA's AGM?

SRA's AGM can be attended either in person or through Lumi, by:

- an SRA Member or its Member Representative;
- a proxy or attorney properly appointed by a Member; and
- other persons permitted by SRA.

How do I register my online attendance on the day of the AGM?

Online registration, via Lumi, will open from 10.00 am (AEST) on Tuesday, 25 November 2025. SRA asks that Members and proxies login at least 15 minutes prior to the start of the AGM.

Registration at The Atrium (UQ) 308 Queen St Brisbane Qld 4000 will be open from 10.00 am (AEST).

Can I ask questions before or at the AGM?

Members can submit written questions relating to SRA, the business of the AGM or the Auditor's report, in advance of the AGM by email to: members@sugarresearch.com.au.

Questions must be received by no later than 11.00 am (AEST) on Friday, 21 November 2025. Members will be able to ask written or oral questions during the AGM through Lumi, or in person. A reasonable opportunity will be given to Members at the AGM to ask questions about, or to make comments on, the management of SRA.

The Chair will endeavour to address the more frequently raised themes arising from questions asked before or during the AGM. Please note that not all questions may be answered.

Entitlement to Vote at the AGM

Members will be able to vote by use of the Lumi online platform during the AGM, or in person.

Set out below are the voting entitlements for Group G and Group M Members.

When an item of business requires a vote of Members, all Members are entitled to vote. The votes of Group G members and Group M members are to be counted separately. Voting entitlements are:

Group G Members

At a General Meeting, each Group G Member is entitled to cast one vote. Each Member Representative may cast one vote for each Growing Business for which they are admitted as shown in the Voting Register for the relevant calendar year.

Group M Members

Each Group M Member is entitled to cast the number of votes shown in the Voting Register that are allocated to it for the relevant calendar year.

SRA has given notice to each Group M Member of its voting entitlement which is calculated on two separate bases:

- i. one vote per Mill Company; and
- ii. one vote per whole tonne of Sugarcane Delivered to the Processing Plant(s) of the Mill Company in the prior calendar year.

If a Member or its Member Representative cannot attend, it can still vote by proxy or attorney. A Member can nominate the Chair to vote as its proxy. Proxy Forms must be received by SRA

by no later than 11.00 am (AEST) on Friday, 21 November 2025 whether delivered by email, post, courier or in person.

How will voting be conducted?

The Chair of the AGM will call a poll on each of the resolutions in item 3, set out on page 4. You will be able to cast your vote through the Lumi online platform, or if you are in physical attendance, through a physical poll. Alternatively you can appoint a proxy before the AGM to vote on your behalf at the AGM (either in person or via the online platform).

I am entitled to vote but I can't attend the meeting – what should I do?

If you are entitled to vote and cannot attend, you are encouraged to appoint a proxy to attend and vote on your behalf.

Further notes explaining how appointing a proxy works can be found on page 4 and on the Proxy Form. Registered proxy holders will be advised in advance of the meeting how they are able to vote using Lumi's online platform.

Technical difficulties with a hybrid AGM

Technical difficulties may arise during the AGM. The Chair has discretion as to whether and how the meeting should proceed if a technical difficulty arises. In exercising their discretion, the Chair will have regard to the number of Members affected and the extent to which participation in the business of the meeting is affected.

If the Chair considers it appropriate, the meeting may continue and business may be transacted, including conducting a poll and voting in accordance with valid proxy instructions.

In the event of a substantial technological failure that prevents Members from having a reasonable opportunity to participate in the meeting, SRA will endeavour to provide an update, either through text message or on its website, and will communicate the details of any postponed or adjourned AGM to Members.

Annual Report

An electronic copy of the 2025 Annual Report can be viewed on the SRA website at: <https://sugarresearch.com.au/resourcesand-media/publications/>

You can request the provision of a hard copy of the Annual Report by notice in writing to SRA at the address set out on the back page, or as per below.

Please contact the Company Secretary at: members@sugarresearch.com.au or (07) 3331 3333 to request a hard copy of the Annual Report.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of the Members of Sugar Research Australia Limited ('Company' or 'SRA') will be held as a hybrid meeting at 11.00 am (AEST) on Tuesday 25 November 2025 by use of the Lumi online platform or in person at The Atrium (UQ), 308 Queen Street, Brisbane, QLD, 4000.

Items of Business

Item 1. Financial Statements and Reports

To receive and consider the Financial Statements and Reports of the Directors and the Auditor of the company for the financial year ending on 30 June 2025. (No vote is required for Item 1).

Item 2. Director Selection Committee Report

To receive and consider the Director Selection Committee Report dated 15 August 2025. (No vote is required for Item 2).

Item 3. Election of Directors

To consider and, if thought fit, pass the following resolutions as separate Ordinary Resolutions:

- a. That, in accordance with rule 28.1(b) of SRA's Constitution, Rosemary Richards, who has been recommended by the Director Selection Committee, be re-elected as a Director of SRA.
- b. That, in accordance with rule 28.1(b) of SRA's Constitution, Gavin Whiteley, who has been recommended by the Director Selection Committee, be re-elected as a Director of SRA.

DATED: 20 October 2025

By order of the Board



Rommel Balitactac
Company Secretary

Notes on Voting and Proxies

Proxies

- a. A Member who or which is entitled to attend and cast a vote at the meeting is entitled to appoint a person as the Member's proxy to attend and vote for the Member at the meeting. A Member who or which is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- b. A proxy need not be a Member of the Company. A proxy has no power to act or vote for a Member at a General Meeting at which the Member or Member Representative is present.
- c. You can appoint the Chair of the meeting or any other person as your proxy. If your named proxy does not attend the meeting, the Chair of the meeting will be your proxy.
- d. You can direct your proxy as to how to vote by completing the Proxy Form appropriately. To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. If you do not direct your proxy how to vote on the Proxy Form, then the proxy may vote as he or she thinks fit. Additional information is contained in the Notes for Completion of the Proxy Form.
- e. Proxies will also be able to attend the AGM and vote by use of the Lumi online platform or in person depending on their chosen method of attendance. Registered proxy holders will be advised by the Company Secretary in advance of the meeting how they are able to vote using the Lumi online platform.
- f. If you wish to appoint a proxy and are entitled to do so, then you must complete and return the attached Proxy Form so that it is received by the Company by 11.00 am (AEST) on Friday 21 November 2025 (whether sent by post, courier, email or delivered by hand) to its registered office at:

Level 10, 300 Queen Street Brisbane QLD 4000

Email: members@sugarresearch.com.au

Member representatives

- g. A Member is entitled to appoint a Member Representative in accordance with the Constitution and a Member that is a corporation is entitled to appoint a corporate representative in accordance with the *Corporations Act 2001* (Cth), in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.

Attorneys

- h. A Member is entitled to appoint an attorney to act on behalf of a Member at all meetings (or at all meetings for a specified time).
- i. For an instrument appointing an attorney to be effective, the power of attorney or a copy of the power of attorney, certified as a true copy by statutory declaration, and such evidence as the Board may require of the validity and non-revocation of that power of attorney, must be received by the Company at the address set out in note (f) above, no less than 48 hours before the commencement of the meeting or any adjourned meeting.
- j. If you have any queries on how to cast your votes, please call the Company Secretary on 07 3331 3333 during business hours.

EXPLANATORY NOTES

The following explanatory notes (including any annexures) have been prepared to provide information to SRA Members about the items of business set out in the Notice of Meeting and form part of that Notice.

1. Financial statements and reports

The *Corporations Act 2001* (Cth) requires the financial report (which includes the financial statements and Directors declaration), the Director's report and auditor's report for the reporting period ending 30 June 2025 to be laid before the Annual General Meeting.

There is no requirement either in the *Corporations Act 2001* (Cth) or in SRA's Constitution for Members to approve the financial report, the Directors' report or the auditor's report and no formal resolution will be put to the meeting.

SRA Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

2. Director Selection Committee Report

Under the SRA Constitution, a Director Selection Committee (**DSC**) is to be formed each year to identify and nominate the number of persons needed for election to the Board as directors of the Company.

The SRA Board appointed Ms Mary Corbett as the independent chair of the DSC. In the addition to the Independent Chair, the SRA Constitution requires that the DSC have 2 Group G Member Representatives and 2 Group M Member Representatives to constitute on the DSC.

The Industry Peak Organisation appointed the following Member Representatives to be Members of the 2025 DSC:

Group G	Group M
Mr Mark Mammino	Mrs Adele Lorimer
Mr Joseph Marano	Mr Jay Venning

Having regard to rule 30.4 and rule 30.5 of the SRA Constitution, the following Members of the SRA Board must retire from office and may seek re-election until they have served a maximum of 11 years:

Ms Rosemary Richards (has completed one term, totalling three years).

Mr Gavin Whiteley (has completed one term, totalling three years).

In accordance with the SRA Constitution, the SRA Board is required to be a skills based board with collective expertise in range of identified areas detailed in rule 26.1(c) of the SRA Constitution. These are:

- i. corporate governance including in chairing a company;
- ii. sugarcane growing;
- iii. sugarcane processing for any product;
- iv. R&D, technology, technology transfer, commercialisation and adoption;

- v. conservation and management of natural resources;
- vi. administration of Research and Development; and
- vii. finance and business management.

The DSC agreed a recruitment process, timeframes, position details and skills gaps and an advertising and search strategy.

The DSC was assisted by independent consultant, Directors Australia.

The DSC considered all applications received following a national and regional advertisement programme and interviewed short listed candidates.

The DSC provided its formal Director Selection Committee Report dated 15 August 2025 to the SRA Board. The DSC recommended that:

- Ms Rosemary Richards; and
- Mr Gavin Whiteley,

be nominated for re-election as Directors for SRA.

3. Election of Directors

In line with the results of the Director Selection Committee Process the meeting will be asked to consider and, if thought fit, pass the following resolutions as separate Ordinary Resolutions:

- a. That, in accordance with rule 28.1 of SRA's Constitution, Ms Rosemary Richards, who has been recommended by the Director Selection Committee, be re-elected as Director of SRA.
- b. That, in accordance with rule 28.1 of SRA's Constitution, Mr Gavin Whiteley, who has been recommended by the Director Selection Committee, be re-elected as Director of SRA.

In accordance with SRA's Constitution, these appointments, should they be approved, will be for a term of three (3) years or until the conclusion of the third Annual General Meeting after the Annual General Meeting at which the Director was elected, if that is later.

The following page provides information on the nominated candidates:

Ms Rosemary Richards**(B.Ag.Ec, MBA, GAICD)**

Ms Richards has more than 20 years' experience in the food and agribusiness sectors, including considerable executive and board experience.

She has held various roles in broadacre cropping including board roles in the grains, cotton and the research and development sectors.

Ms Richards is Chair of the Australian Oilseeds Federation and Sustainable Grain Australia.

She is a passionate communicator and industry advocate. Her experience in project management, trade policy and strategy development extends across all facets of agri and food sectors.

Ms Richards has extensive experience in the biotechnology sector, including regulatory frameworks, commercialisation, and advocacy.

Mr Gavin Whiteley**(B.Ag.Ec. (Hons.), Assoc Dip. Farm Mgmt, CPA, FAICD, FARLF, JP (NSW))**

Mr Whiteley is an experienced property, agribusiness and food sector executive and non-Executive Director.

He has an extensive background across the broader food and agribusiness supply chain, having held Executive roles in the agricultural property, grain, beef, cotton and chicken meat industries.

His roles have extended from research and development, corporate advisory and capital-raising work through the production, processing and distribution sectors.

Mr Whiteley is the Managing Director of The Micketymulga Group, a private Australian agribusiness and property investment, management and advisory business. He also Chairs several family Boards, primarily within the Australian agricultural sector.

He holds an honours degree in Agricultural Economics from the University of New England and an Associate Diploma in Farm Management. He is a CPA-qualified accountant, a Fellow of the Australian Institute of Company Directors and a graduate of the Australian Institute of Company Directors and the Australian Rural Leadership Program.



Sugar Research Australia Limited

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