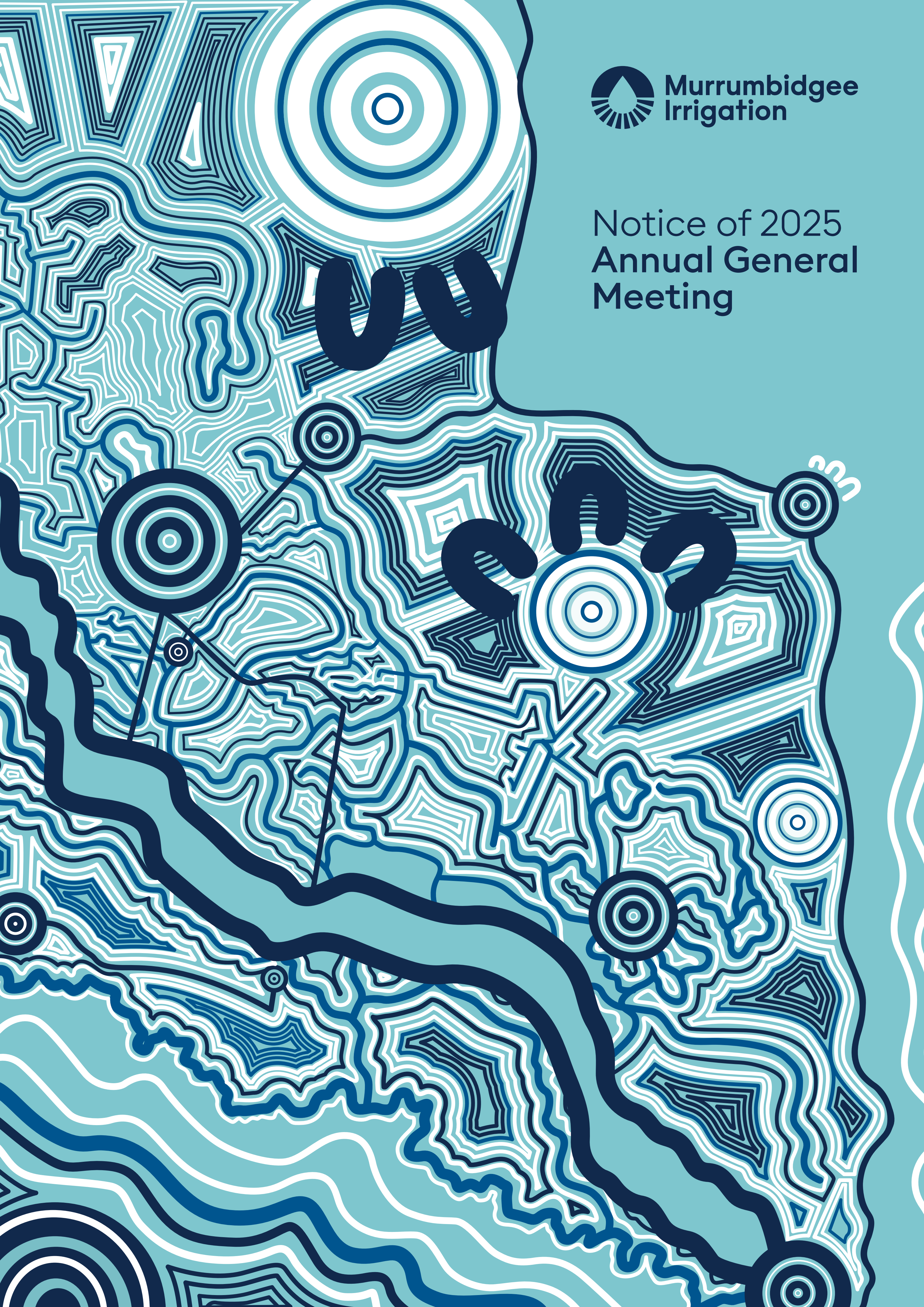
Murrumbidgee Irrigation

# Notice of 2025 **Annual General Meeting**



# Notice of 2025 **Annual General Meeting**

**Murrumbidgee Irrigation Limited**
**ACN 084 943 037**
**(Company)**

Notice is given that the 27th Annual General Meeting (**AGM**) of the Company will be held on Thursday, 6 November 2025 commencing at 5:00pm (AEDT).

Shareholders can attend the meeting in person at the Leeton Showground Function Centre Acacia Avenue East, Leeton, NSW, 2705.

## Agenda

**1. Attendance and apologies**

**2. Chair's welcome**

**3. Company overview**

**4. Ordinary business**

- Item 1 – Financial Report, Directors' Report and Auditor's Report

**5. Special business**

- Item 2 – Confirmation of B Class Member Director Appointment
- Item 3 – Special Resolution – Amendments to the Constitution – Quorum Requirements for General Meetings

**6. Shareholders' questions and comments**

Detailed information for each item is discussed on page 4.

**By order of the Board**

**Michael Turnell**
Company Secretary
Hanwood
4 September 2025

# Important information for shareholders

## How to participate in the AGM

Shareholders can participate **in person**. Registrations open from 4:30pm on the day of the meeting.

## Questions in advance

At the AGM, there will be a reasonable opportunity for shareholders to ask questions about or make comments on the management of the Company and to ask questions of the auditor's representative. Shareholders may also submit questions in advance of the AGM. Questions should be submitted to the Company Secretary by no later than **5pm on Monday, 3 November 2025**. You can submit questions:

- **By email:** company.secretary@mirrigation.com.au, or
- **By phone:** 02 6962 0200

## Voting

Voting on resolutions can be done by:

- attending the meeting in person,
- appointing a proxy, attorney, or corporate representative to attend and vote, or
- directly voting prior to the meeting.

## Direct Voting

Shareholders will have the ability to cast their vote prior to the meeting, which may be done either electronically or in hard copy.

Shareholders who have an email address and have elected electronic communications will be sent an email from MUFG with a link to vote. Shareholders who have not opted for electronic communications will receive a printed voting paper with a reply-paid envelope. All hard copy direct votes must be received no less than 48 hours before the meeting, delivered to MUFG by:

- **Email:** mi@cm.mpms.mufg.com
- **Hand:** MUFG Corporate Markets (AU) Limited
  Liberty Place, Level 41
  161 Castlereagh Street, Sydney NSW 2000, or
- **Mail:** C/- MUFG Corporate Markets (AU) Limited
  Locked Bag A14
  Sydney South NSW 1235 Australia.

## Proxy and Corporate Representation for the AGM

Shareholders who cannot attend the AGM in person have options to ensure their vote is counted.

Shareholders can appoint a proxy to attend and vote on their behalf. A proxy does not need to be a shareholder. If a shareholder is entitled to two or more votes, they can appoint up to two proxies and specify the proportion of votes each proxy can exercise. If they do not specify, each of the two proxies will exercise half of the votes. A proxy appointment form with full instructions is enclosed for eligible shareholders and must be received by MUFG no less than **48 hours before** the meeting.

Corporate shareholders must appoint either a corporate representative, a proxy, or an attorney to attend and vote at the AGM on its behalf. Corporate representative nomination forms are available from the Company's offices or for download from our website. These forms must be produced at least **7 days before** the AGM.

Proxy forms and corporate representative nomination forms are to be submitted as follows:

- **Email:** mi@cm.mpms.mufg.com
- **Hand:** MUFG Corporate Markets (AU) Limited
  Liberty Place, Level 41
  161 Castlereagh Street, Sydney NSW 2000, or
- **Mail:** C/- MUFG Corporate Markets (AU) Limited
  Locked Bag A14
  Sydney South NSW 1235 Australia.

# Ordinary business

## Item 1
## Financial Report, Directors' Report and Auditor's Report

Under the *Corporations Act 2001* (Cth), Directors are required to lay before the meeting the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2025.

All shareholders have either received, or had access to a copy of, the 2025 Annual Report of the Company including the Financial Report, the Directors' Report, and the Auditor's Report. The Annual Report is available on the Company's website: www.mirrigation.com.au.

No resolution is required for this item of business. However, shareholders will be invited to ask questions about, or make comments on, these reports. The Company's auditors will also be available to take questions relating to the conduct of the audit and the Auditors' Report.

# Special business

## Item 2
## Confirmation of B Class Member Director Appointment

Nominations for one B class Member Director were open from 9am on 4 August and closed at 5pm on 15 August. In accordance with the Constitution, candidates are offered a 7 day withdrawal period after nominations have closed. At the conclusion of the nominations period, Hayley Sergi was the only nominee. Accordingly, Hayley Sergi will be re-appointed as a Member Director for a 4 year period, commencing at the conclusion of the 2025 AGM.

## Item 3
## Resolution – Amendments to Constitution – Quorum Requirements for General Meetings

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

*"That, for the purpose of subsection 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company's Constitution be modified, with effect on and from the conclusion of this meeting, by an amendment to rule 85.2 of the Constitution."*

The Board of Directors recommends that shareholders **vote in favour** of this special resolution.

### Reasons for proposed amendments

Currently, our Constitution provides two options for achieving a quorum at a general meeting of shareholders. The first requires the presence of 15 A class shareholders, 15 B class shareholders, 1 A class director, and 1 B class director. The second option requires at least 50 shareholders in total, with 25 being A class and 25 being B class. While these options aim to ensure broad representation, the Company has encountered challenges in consistently meeting these thresholds, which can delay essential company business.

The proposed amendment simplifies and streamlines the quorum requirement. We are moving to a single, more achievable quorum: 10 A class shareholders, 10 B class shareholders, 1 A class director, and 1 B class director. This change will make it easier to convene general meetings, allowing for more timely decision-making and efficient governance. This adjustment balances the need for robust shareholder participation with the practicalities of meeting attendance, ultimately benefiting the Company's operational efficiency.

### Proposed amendments

It is proposed to amend rule 85.2 of the Constitution to establish the new, single quorum requirement. The specific changes will ensure that the only valid quorum for a general meeting is:

- 10 A class shareholders
- 10 B class shareholders
- 1 A class director
- 1 B class director