



**NOTICE OF 2024 ANNUAL GENERAL MEETING
GREENING AUSTRALIA LTD ACN 002 963 788**

Monday, 25 November 2024, 11.00am AEDT
to be held online on Zoom

Dear valued members

We are pleased to invite you to the 2024 AGM of Greening Australia. The meeting will include an address from the Chair of Greening Australia, election of Directors and the 2024 Year in Review video.

Attending the AGM online or by Proxy
RSVP required by 5pm AEDT Wednesday, 20 November

Online: To attend the AGM online, please register on the Greening Australia website – <https://www.greeningaustralia.org.au/agm/>. A link to the meeting and calendar invitation will be sent to your email address after you have registered. The meeting link will open 10 minutes prior to the commencement of the AGM.

By Proxy: We encourage members to submit a vote via proxy prior to the meeting by using this link – <https://www.greeningaustralia.org.au/agm-voting-form-2024/> or by completing the hardcopy form attached. Voting will also be available online during the meeting as instructed by the Chair.

Questions

If you have a question you wish to raise at the meeting, please complete the online question form – <https://www.greeningaustralia.org.au/agm-questions-2024/> - or the hardcopy question form attached. These questions will be collated and answered at an appropriate time during the meeting.

Company Secretary Contact Details

If you have any questions, would like hard copies of the supporting documents to this Notice of Meeting, or would like to submit a hardcopy proxy or question form, please contact Karen Lukins, the Company Secretary at:

By email: klukins@greeningaustralia.org.au

By mail: Level 3, 349 Collins Street Melbourne Victoria 3000

Alternatively, please call Greening Australia on 1300 886 589.

ORDER OF BUSINESS

1. Welcome and Acknowledgment of Country
2. Address by the Chair of Greening Australia
3. Address by the Chair of the Thriving on Country Committee
4. Presentation of the Annual Financial Report of the Company for the year ended 30 June 2024
5. Questions
6. Approval of the Minutes of AGM 2023
7. Re-election of Directors for a three year term by Ordinary Resolution:
 - Stephen Dunne
 - Radha Kuppalli
 - Robin Romero
8. Election of Alexandra Graham as a Director for a three year term by Ordinary Resolution.

End of AGM Formalities

9. CEO Address
10. Landholder award
11. 2024 Year in Review video
12. Close

By order of the Board



Karen Lukins
Company Secretary

EXPLANATORY NOTES

These explanatory notes form part of the notice of meeting.

Copies of all supporting documents can be found at: <https://www.greeningaustralia.org.au/agm/>

1. WELCOME AND ACKNOWLEDGMENT OF COUNTRY

2. ADDRESS BY THE CHAIR

The Chair will provide an address on the Company's 2024 performance and achievements.

3. ADDRESS BY THE CHAIR OF THE THRIVING ON COUNTRY COMMITTEE

The Chair of the TOC Committee will provide an address on the Company's Reconciliation Action Plan and Thriving on Country strategy.

4. ANNUAL FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2024

A copy of the Annual Financial Report of the Company for the year ended 30 June 2024 is available on the website <https://www.greeningaustralia.org.au/agm/>

5. QUESTIONS

Please use the Question form in this Notice of Meeting to submit a question prior to the AGM.

6. APPROVAL OF THE MINUTES OF THE 2023 AGM – ORDINARY RESOLUTION

Please refer to: <https://www.greeningaustralia.org.au/agm/>

Resolution: That the minutes of the 2023 AGM be adopted as an accurate representation of the meeting.

7. RE-ELECTION OF DIRECTORS – ORDINARY RESOLUTION

7.1 Stephen Dunne

To pass an ordinary resolution to appoint Stephen Dunne as a Director of the Company for a further three year term, whose qualifications and experience are set out below.

Resolution: Being eligible for re-election in accordance with the Constitution, Stephen Dunne is re-appointed as a Director of Greening Australia Ltd.

7.2 Radha Kuppalli

To pass an ordinary resolution to appoint Radha Kuppalli as a Director of the Company for a further three year term, whose qualifications and experience are set out below.

Resolution: Being eligible for re-election in accordance with the Constitution, Radha Kuppalli is re-appointed as a Director of Greening Australia Ltd.

7.3 Robin Romero

To pass an ordinary resolution to appoint Robin Romero as a Director of the Company for a further three year term, whose qualifications and experience are set out below.

Resolution: Being eligible for re-election in accordance with the Constitution, Robin Romero is re-appointed as a Director of Greening Australia Ltd.

8. ELECTION OF ALEXANDRA GRAHAM AS DIRECTOR – ORDINARY RESOLUTION

To pass an ordinary resolution to appoint Alexandra Graham as a Director of the Company for a three year term, whose qualifications and experience are set out below.

Resolution: In accordance with the Constitution, Alexandra Graham is appointed as a Director of Greening Australia Ltd for a three year term.

Director Biographies

Name	Stephen Dunne
Qualifications	Bachelor of Business (QUT) Master of Business (Monash University) Fellow of the Australian Institute of Company Directors
Experience	<p>Stephen Dunne has been Chair of Greening Australia Ltd since 23 November 2022.</p> <p>Stephen currently holds multiple Board positions, including the Chair of the Investors Group on Climate Change (IGCC) since 2019, Director & Chair of the Investment Committee for the Cbus Super Fund since 2015 and Director of the AMP Foundation since 2023.</p> <p>Stephen had a long and highly successful 21-year career at AMP Capital, where he was CEO for over 12 years. Outside of financial services, Stephen has an active interest and investment in livestock breeding, farmland conservation and restoration. His direct ownership and participation in a major corporate agricultural enterprise have served to deepen his appreciation of the challenges and opportunities presented in the agriculture sector, supported by his deep understanding of sustainability and experience embedding sustainability into investment and business operations.</p>
Name	Radha Kuppalli
Qualifications	Bachelor of Arts (International Studies and Economic Theory) Master of Business Administration Master of Environmental Management (Yale)
Experience	<p>Radha Kuppalli has been developing innovative finance and commercial solutions to addressing climate change and restoring and protecting nature for over 20 years. Her career has spanned executive leadership in the asset management industry, investment in real assets and private equity, business development and growth execution, and board roles in the finance, manufacturing, and environmental sectors. For 17 years, Radha was an integral staff member and executive of New Forests, one of the world's largest asset management businesses in forestry and natural capital, and held positions in strategy, portfolio management, product development, capital raising, and sustainability.</p> <p>She has global investment experience in forestry, land, and carbon and biodiversity markets, including Australia, New Zealand, the United States, Southeast Asia, and Africa. Radha began her career on the ground floor of the carbon markets, advising corporates and governments on opportunities and risks of climate change and energy policies around the world. Radha is also on the board of Accounting for Nature and Re-Vi Group.</p>

Name	Robin Romero
Qualifications	<p>Bachelor of Laws Bachelor of Commerce (Accounting & Finance) Graduate Member of the Australian Institute of Company Directors Member of Chartered Accountants Australia and New Zealand</p>
Experience	<p>Robin Romero is an experienced Director, executive and commercial lawyer. With a background in law, accounting and finance, the early days of her career were at KPMG followed by King & Wood Mallesons. Robin then moved into the mining and resources industry where she has over 20 years of commercial experience at executive and board level. Robin was raised in the Great Southern region of Western Australia and retains a strong connection with the region.</p> <p>Robin is currently legal counsel for FMR Investments, a private mining group based in Perth and is also a non-executive Director of Euroz Hartleys Group Limited, West African Resources Limited and SeedX Pty Ltd.</p>
Name	Alexandra Graham
Qualifications	<p>Bachelor of Environmental Science Master of Policy Studies Graduate of the Australian Institute of Company Directors Certified Organisational Coach – Institute of Executive Coaching and Leadership Graduate Diploma of Psychology</p>
Experience	<p>Alex Graham is an Executive General Manager (Environment, Heritage and Resilience) with the City of Gold Coast Council.</p> <p>Alex has 22 years of experience in environmental markets, policy and programs spanning across conservation, resource recovery, sustainability, energy, and climate. She has worked for the Australian Conservation Foundation, local and state governments (in both Qld and NSW), and environmental consultancies. Alex has led the establishment of co-investment opportunities with private and public sectors, and with Natural Resource Management groups and First Nations communities to deliver valuable restoration projects resulting in significant environmental, social and economic benefits across Queensland.</p> <p>Prior to Greening Australia, Alex served as co-Chair of the Centre for Sustainability Leadership (now embedded within the Monash Sustainability Institute). With a passion for developing leadership capability within the sustainability sector, Alex is also a leadership coach.</p>

APPOINTMENT OF PROXY

If you are entitled to vote at the meeting, you have a right to appoint a proxy and can use the online Proxy Appointment Form located here: <https://www.greeningaustralia.org.au/agm/> or return the hardcopy attached.

The proxy may be, but need not be, a member of the Company.

If you wish to appoint someone other than the Chair of the meeting as your proxy, please write the name of that person in the appropriate box. If you leave the box blank, or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and vote on your behalf in accordance with your preferences. If no preferences are nominated, the Chair will vote in favour of all resolutions.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

VOTING DIRECTIONS TO YOUR PROXY

You may direct your proxy how to vote by marking ✕ in one of the four boxes opposite each item of business. If you do not mark any of the boxes relating to the items of business, your proxy will vote as they choose. If you mark more than one box relating to the same item of business your vote will be invalid.

LODGEMENT OF PROXY DOCUMENTS

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it;

must be completed in full and received by the Company by 5pm, AEDT Wednesday, 20 November.

These details are specified for the purposes of receipt of proxies, attention the Company Secretary:

By email: klukins@greeningaustralia.org.au

By mail: Level 3, 349 Collins Street Melbourne Victoria 3000



GREENING AUSTRALIA LTD
ACN: 002 963 788

AGM 2024 PROXY APPOINTMENT FORM

I, _____ (name)

of _____ (address)

being a member of Greening Australia Ltd and entitled to attend and vote hereby appoint

_____ (name)

Note: if left blank the Chair will vote on your behalf

of _____ (address)

or if that person fails to attend, or if no person is named, the Chair of the meeting, to vote as directed below, or if no directions are given, as the Proxy or Chairperson sees fit, at the Annual General Meeting of Greening Australia Limited to be held at 11.00am AEDT on 25 November 2024 and at any adjournment thereof.

Voting directions to your Proxy – please mark X to indicate your directions.				
Business Item	For	Against	Abstain	Open*
<i>Ordinary Resolution</i> Approval of minutes of the 2023 AGM				
<i>Ordinary Resolution</i> Election of Stephen Dunne as a Director				
<i>Ordinary Resolution</i> Election of Radha Kuppalli as a Director				
<i>Ordinary Resolution</i> Election of Robin Romero as a Director				
<i>Ordinary Resolution</i> Election of Alexandra Graham as a Director				

*If left open, your nominated proxy will vote as they see fit.
If no proxy is named, the Chair will vote in favour of all resolutions.

Signed: _____

Date: _____

For your vote to be effective it must be completed in full and received by
5:00pm AEDT Wednesday 20 November 2024.



**GREENING AUSTRALIA LTD
ACN: 002 963 788**

AGM 2024 QUESTION

We encourage members to submit relevant questions ahead of the AGM and these will be read out and answered during the meeting.

Please use this form to propose your question.

I, _____ (*name*)

of _____ (*address*)

being a member of Greening Australia Ltd and entitled to ask questions, ask the following question:

Signed: _____

Date: _____

For your question to be answered it must be received by
5:00pm AEDT Wednesday 20 November 2024.