



Sanford Ltd  
22 Jellicoe Street, Auckland 1010  
PO Box 443, Shortland Street, Auckland 1140  
[www.sanford.co.nz](http://www.sanford.co.nz)

## Notice of Annual Meeting of Shareholders

Sanford Limited (the Company) gives notice that its Annual Meeting of Shareholders will be held on **Wednesday, 18 December 2024 commencing at 1400 (NZDT)** at Eden Park, Reimers Avenue, Mt Eden, Auckland in the World Cup Lounge West, South Stand, and online. For further details, please refer to the notes and Virtual Meeting Guide below.

### Business

The business of the meeting will be:

- A. Chairman's address
- B. Managing Director's address
- C. Resolutions: To consider and, if thought fit, pass the following ordinary resolutions:

- Resolution 1: Election of Thomas (Tom) McClurg: That Tom McClurg, having been appointed by the Board and only holding office until the Annual Meeting, be elected as a director of the Company.
- Resolution 2: Election of Joanne (Jo) Curin: That Jo Curin, having been appointed by the Board and only holding office until the Annual Meeting, be elected as a director of the Company.
- Resolution 3: Re-election of Craig Ellison: That Craig Ellison, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.
- Resolution 4: Re-election of Sir Robert (Rob) McLeod: That Sir Rob McLeod, who retires by rotation and is eligible for re-election, be re-elected as a director of the Company.
- Resolution 5: Auditor remuneration: That the directors be authorised to fix the fees and expenses of the auditor for the ensuing year.
- Resolution 6: Issue of Options to David Mair: That, in accordance with NZX Listing Rule 4.2.1, 1,800,000 options to acquire ordinary shares in the Company be issued to David Mair under the Company's long-term incentive option plan, on the terms and conditions set out in the explanatory notes to this resolution.

Refer to the explanatory notes below for further details on these resolutions.

- D. General Business: To consider such other business as may be properly raised at the meeting.

**Sir Rob McLeod**  
Chair  
19 November 2024

## Procedural Notes

### Persons entitled to vote

The persons who will be entitled to vote at the Annual Meeting are those persons registered as holding ordinary shares on the Company's share register at 1700 (NZDT) on Monday, 16 December 2024.

No shareholder is restricted from voting on Resolutions 1 to 5 under the NZX Listing Rules.

The Company will disregard any votes cast on Resolution 6 by David Mair or any Associated Person of his (as defined in the NZX Listing Rules). However, the Company will not disregard a vote if David Mair is acting as a proxy for a person who is entitled to vote where such vote is cast in accordance with an express instruction contained in a Proxy/Voting Form.

### Ordinary Resolutions (Resolutions 1 to 6)

Each of Resolutions 1 to 6 is an ordinary resolution. In order for an ordinary resolution to be passed, it must be approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

### NZX Non-objection

NZX Regulation Limited (*NZ RegCo*) does not object to this notice of meeting and does not take any responsibility for any statement contained within this notice of meeting.

### Proxy / Postal Voting

A shareholder entitled to attend and vote at the Annual Meeting is entitled to:

- appoint a proxy to attend and vote instead of the shareholder; or
- cast a postal vote instead of attending in person or appointing a proxy.

A Proxy/Voting Form is enclosed with this Notice of Annual Meeting. To be effective, the Proxy/Voting Form must be deposited with the Company in accordance with the instructions on the form not later than 1400 (NZDT) on Monday, 16 December 2024.

A shareholder may appoint "The Chair of the Meeting" as Proxy. Where a direction is not given to the Chair as to how to cast the vote on any Resolution (an undirected proxy), the Chair intends to vote **in favour of** Resolutions 1 to 6. If, in appointing a proxy (i.e. you mark any of the PROXY DISCRETION boxes in Step 1 of the Proxy/Voting Form), you inadvertently do not name someone to be your proxy in Step 2 of the Proxy/Voting Form, or your named proxy does not attend the meeting, the Chair will be your proxy and will vote in accordance with your express direction.

A proxy need not be a shareholder of the Company. A corporation may appoint a person to attend the meeting as its representative in the same manner as that in which it may appoint a proxy.

## Explanatory Notes

### Resolution 1: Election of Tom McClurg

In accordance with NZX Listing Rule 2.7.1, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following that director's appointment.

Accordingly, Tom McClurg is required to retire (having been appointed by the Board on 19 February 2024 as an independent director of the Company). Being eligible, Tom McClurg has offered himself for election.

The Board considers that Tom McClurg will be an independent director for the purposes of the NZX Listing Rules if elected to the Board.

Tom currently holds a number of director roles including as a director of Toroa Strategy Limited, the Ngati Mutunga o Wharekauri Asset Holding Company, Port Nicholson Fisheries (Koura Inc GP) and is Chair of Commercial Fisheries Services Limited (Fishserve). In addition to local advisory roles with clients including Te Tumu Paeroa and Te Ohu Kai Moana, he has been engaged by the World Bank, NZAid, PNA Office and other organisations to provide fisheries management and commercial fisheries advice in West Africa, the Middle East, and the Pacific.

Tom holds a bachelor's degree in Agricultural Science, Rural Land Valuation registration and a master's degree in Natural Resource Management.

The Board supports the election of Tom McClurg and recommends that shareholders vote in favour of Resolution 1.

### **Resolution 2: Election of Jo Curin**

In accordance with NZX Listing Rule 2.7.1, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following that director's appointment.

Accordingly, Jo Curin is required to retire (having been appointed by the Board on 22 August 2024 as an independent director of the Company). Being eligible, Jo Curin has offered herself for election.

The Board considers that Jo Curin will be an independent director for the purposes of the NZX Listing Rules if elected to the Board.

Jo has over 25 years of governance experience in public and private structures including large-scale global companies. Jo has also held various senior executive positions, including as CFO of FTSE 100, ASX 50 and FTSE 250 businesses. Jo's sector experience includes shipping, logistics, manufacturing, engineering, construction, critical infrastructure, property development, retail, technology and healthcare.

Jo is currently Deputy Chair and Audit Committee Chair for Geoquip Marine, a global offshore geotechnical engineering company.

Jo qualified as a Chartered Accountant and holds a Bachelor of Commerce from the University of Auckland.

The Board supports the election of Jo Curin and recommends that shareholders vote in favour of Resolution 2.

### **Resolution 3: Re-election of Craig Ellison**

In accordance with NZX Listing Rule 2.7.1, a director of the Company must not hold office (without re-election) past the third annual meeting following that director's appointment or 3 years, whichever is longer.

Accordingly, Craig Ellison is required to retire (having held office since 2021 as a director of the Company). Pursuant to NZX Listing Rule 2.3.1, a shareholder of the Company who is entitled to attend and vote at the Annual Meeting, may nominate a director for election at the Annual Meeting. In accordance with this Rule, Ngāi Tahu Investments Limited, being the holder of a 19.87% interest in the Company's equity securities, has nominated Craig Ellison and, being eligible, Craig Ellison has offered himself for re-election.

The Board considers that Craig Ellison will not be an independent director for the purposes of the NZX Listing Rules if re-elected to the Board. From August 2023 until the end of April 2024, he was the Acting CEO of the Company, and is associated with a substantial shareholder of the Company, Ngāi Tahu Investments Limited, having served most recently as Chief Executive Officer for Ngāi Tahu Holdings Corporation until March 2023.

Craig has extensive experience in the seafood industry and governance across a wide range of sectors. His past roles show a long involvement and deep expertise in the fisheries and seafood sector including as Chair of Seafood New Zealand, Chair of the Seafood Standards Council, as well as serving on the boards of the Fishing Industry Association, Prepared Foods, Aotearoa Fisheries Limited (now Moana), Sealord Group Limited and numerous stakeholder organisations. He was a commissioner (and deputy chair) of the Treaty of Waitangi Fisheries Commission (Te Ohu Kaimoana), which gave effect to the Māori fisheries settlement enshrined in legislation in the Māori Fisheries Act of 1989. He also co-chaired, with the then Prime Minister's Chief Science Advisor, a report on the future of commercial fishing in New Zealand.

Craig has also been Chair of Wellington Zoo and has served on the boards of Airways New Zealand, NIWA, and New Zealand Trade and Enterprise.

Craig graduated from Otago University with a Masters in Zoology, and he is a Taumutu member of the Otago University School of Business. He was deeply involved in his family fishing company Otakou Fisheries in Dunedin.

The Board supports the re-election of Craig Ellison and recommends that shareholders vote in favour of Resolution 3.

#### **Resolution 4: Re-election of Sir Rob McLeod**

In accordance with NZX Listing Rule 2.7.1, a director of the Company must not hold office (without re-election) past the third annual meeting following that director's appointment or 3 years, whichever is longer.

Accordingly, Sir Rob McLeod is required to retire (having held office since 2021 as an independent director of the Company). Being eligible, Sir Rob McLeod has offered himself for re-election.

The Board considers that Sir Rob McLeod will be an independent director for the purposes of the NZX Listing Rules if re-elected to the Board.

Sir Rob is also Chair of Nati Growth Limited (previously Ngati Porou Holding Company Limited) and a director of the Port of Tauranga.

Sir Rob has had an extensive professional and governance career both within the accounting profession and various public and private companies. His past directorships include ANZ National Bank, SkyCity Entertainment Group and Telecom. He is a past Chairman of Aotearoa Fisheries Limited (now Moana), Sealord Group Limited and was a Commissioner of the Waitangi Fisheries Commission. He has chaired and been a member of a number of Government Task Forces and is also a past Chair of the New Zealand Business Roundtable. His most recent roles were as CEO of Ernst & Young Oceania (Australia, New Zealand and Pacific Islands) based in Sydney from 2010 to the end of 2014 and finally as the New Zealand Chair for the 2015 calendar year prior to his retirement from EY.

Sir Rob has a Bachelor of Laws, a Bachelor of Commerce, qualified as a Chartered Accountant, and was appointed Knight Companion of the NZ Order of Merit in 2019.

The Board supports the re-election of Sir Rob McLeod and recommends that shareholders vote in favour of Resolution 4.

#### **Resolution 5: Fixing of auditor fees and expenses**

KPMG is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 of New Zealand, KPMG is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed resolution is to authorise the Board to fix auditor remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

## Resolution 6: Issue of Options to David Mair

On 01 May 2024, the Company announced the appointment of David Mair as its Managing Director, a role which he commenced on the date of the announcement. The Company announced that David would remain on the Board, where he had served since November 2022, and would become an Executive Director due to his appointment as Managing Director.

### Remuneration arrangements

The Company entered into an employment agreement with David on 01 May 2024 which details the terms of his employment, including those relating to his remuneration (*Employment Agreement*). David's Employment Agreement, including his remuneration arrangements, were negotiated and agreed by a subcommittee of the Board having regard to David's management experience as well as market practice in relation to the remuneration of the Chief Executive Officers and Managing Directors of other NZX-listed issuers. David did not form part of the Board subcommittee and did not participate in the consideration or approval of his Employment Agreement.

David's Employment Agreement provides for a base salary of NZ\$900,000 per annum and incentive arrangements comprising:

- a short term incentive (STI) equal to the lesser of: (i) 5% of the financial year Adjusted Earnings Before Interest and Tax (EBIT) improvement over the prior best financial year Adjusted EBIT achieved by the Company during David's term as Managing Director; and (ii) 30% of David's cash salary paid in respect of the FY to which the STI calculation is applied; and
- a long term incentive (LTI) in the form of a grant of 1,800,000 options to acquire ordinary shares in the Company.

The Board subcommittee set the quantum of David's LTI grant of options at a level designed to achieve the objective of incentivising longer term performance and decision-making, retain David and align his interests with shareholders. Having regard to these objectives, when considering the relative weighting of fixed and variable components of David's remuneration, the Board subcommittee favoured a greater weighting toward the performance-based variable component of David's remuneration over his fixed remuneration and a greater weighting of the LTI over the STI in his performance-based incentive arrangements.

### LTI Option Plan

The Board has approved the establishment of a long term incentive option plan (*LTI Option Plan*). In accordance with the LTI Option Plan, the Board may grant options to employees of the Company to acquire fully paid shares in the Company (the *Options*).

The objectives of the LTI Option Plan are to reward and retain key employees, drive longer term performance and align incentives of participants with the interests of the Company's shareholders, and encourage longer term decision making by participants.

The terms of the LTI Option Plan are as follows:

- each Option is granted for nil cash consideration;
- each Option granted may not be sold, transferred or otherwise disposed of without the prior written consent of the Board;
- each Option granted confers an entitlement to be issued or transferred one fully paid ordinary share in the Company on exercise of the Option for a pre-determined exercise price;
- the exercise price will be determined by the Board and specified in the grant letter setting out the terms of the grant provided to each participant;
- subject to remaining employed with the Company, the Options will be eligible to be exercised on the

vesting date up until the termination date (as specified in the grant letter), at which time any unexercised Options will lapse;

- shares issued or transferred on exercise of the Options will be fully paid ordinary shares in the Company which will rank pari passu with all other ordinary shares of the Company and will be quoted on the NZX Main Board so long as the Company remains listed on the NZX Main Board;
- if the participant’s employment ceases (by any means and for any reason), the Options will lapse immediately (irrespective of whether or not the Options have reached their vesting date), subject to the Board exercising its discretion to allow the participant to exercise some or all of their Options following cessation of their employment with the Company (which may be made subject to such conditions as the Board sees fit);
- the Options confer no dividend rights or entitlement to participate in any other corporate action of the Company, including any capital return or subsequent issue of securities by the Company (except as described below);
- if, prior to the exercise of an Option, the Company makes a bonus issue of shares, participants will be entitled to, on exercise of their Options, receive additional shares as if the shares issued or transferred upon exercise of the Options had participated in the bonus issue);
- if, prior to the exercise of an Option, the Company confers on its shareholders the right to acquire shares in the Company, the Board may adjust the exercise price in the manner permitted by NZX Listing Rule 6.5.2(b);
- if, prior to the exercise of an Option, there is a rearrangement or reconstruction of shares in the Company which changes the proportionate interest in the Company represented by each share, the Company may adjust the number of shares to be received by the participant on the exercise of that Option in the same ratio as the reconstruction or adjust the exercise price of the Option in the inverse ratio to the reconstruction;
- if, prior to the vesting date:
  - the Company receives a takeover offer pursuant to which the offeror acquires 75% or more of the total voting rights in the Company, all Options will automatically become eligible to be exercised on the specified effective date for the takeover; and
  - a takeover (other than in respect of a takeover offer described above), buyback of shares by the Company, scheme of arrangement or amalgamation in respect of the Company takes place, the Board may permit all or some of a participant’s Options to accelerate automatically so that those Options may be exercised immediately prior to the specified date for the transaction;
- if the Company (or a subsidiary of the Company) divests or disposes of a material business or asset, the Board may make special rules to apply to some or all of the Options to ensure that the participant does not enjoy a windfall gain, or suffer a material detriment, as a result of the divestment or disposal; and
- except to the extent set out in a grant letter, neither the Company nor any subsidiary of the Company is responsible for any taxes which may become payable by a participant in connection with the LTI Option Plan.

**Proposed Grant**

Subject to shareholder approval pursuant to Resolution 6, the Board has made a grant of Options to David under the LTI Option Plan in accordance with the remuneration arrangements in his Employment Agreement on the following terms:

<b>Proposed Award</b>	1,800,000 Options
<b>Grant Date</b>	15 November 2024

<b>Exercise Price</b>	<p>An amount calculated as follows:</p> $\text{Exercise Price} = (a \times b) - c$ <p>Where:</p> <p>a = \$4.0063, being the volume weighted average price of the Company's shares on the NZX over the 20 Business Days prior to 01 May 2024</p> <p>b = 1.259, which represents a cost of capital charge of 8% per annum compounding annually over the period from the date the Options are issued to the Vesting Date</p> <p>c = the cumulative amount of cash dividends per share paid by the Company during the period between 01 May 2024 and the Vesting Date</p>
<b>Vesting Date</b>	The date on which the Company's financial results for the year ended 30 September 2027 are released to NZX
<b>Termination Date</b>	The date which is 20 Business Days following the date on which the Company's financial results for the year ended 30 September 2027 are released to NZX
<b>Net Settlement</b>	David may direct the Company to facilitate a cashless (net settled) exercise, pursuant to which the Company will transfer or issue to David such number of shares as is equal to the difference between the market value of a share in the Company (calculated as the volume weighted average price the Company's shares reported on the NZX Main Board for the 5 Business Days prior to the issue or transfer of the shares) and the exercise price per Option, multiplied by the number of Options being exercised, divided by the market value.
<b>Tax obligations</b>	David is liable to pay any tax arising on exercise of his Options.

### Shareholder approvals sought

Resolution 6 seeks shareholder approval for the issue of 1,800,000 Options (on the terms described above) to David as a single grant under the LTI Option Plan.

The Company is unable to issue the Options to David without shareholder approval in accordance with NZX Listing Rule 4.2.1 as David is the only participant in the LTI Option Plan and therefore the allocation criteria applying to David does not apply to employees or directors more generally.

The issue of the Options requires the approval of the Company's shareholders by Ordinary Resolution pursuant to NZX Listing Rule 4.1.1 and in accordance with NZX Listing Rule 4.2.1 (with the issue of shares on exercise of Options then being permitted under NZX Listing Rule 4.9.1(b)(i) without further shareholder approval).

If shareholders approve Resolution 6, shareholders will not immediately be diluted by the issue of Options to David. Subject to all of the Options being exercised without adjustment, this will result in the issue of

1,800,000 ordinary shares to David representing 0.1925% of the total ordinary shares currently on issue, which will have a corresponding dilutionary impact on all shareholders. Dilution occurs when a company issues new share which results in a decrease of an existing shareholder's ownership percentage of the company, although the number of shares they hold will not be affected.

If shareholder approval for the issue of Options to David pursuant to Resolution 6 is given, the Company will issue the Options to David shortly after the Annual Meeting and by no later than 20 December 2024.

If shareholder approval for the issue of Options to David pursuant to Resolution 6 is not obtained, the Company will need to agree alternative additional compensation for David for the loss of that benefit (which was taken into account by the parties in agreeing the quantum of the other aspects of his remuneration package).

### **NZX Waiver from Appraisal Report requirements in respect of Resolution 6**

NZX Listing Rule 7.8.5(b) requires a notice of meeting to consider a resolution in respect of an issue of financial products to be accompanied by an Appraisal Report if the issue is intended, or is likely, to result in more than 50% of those financial products being issued to Directors or Associated Persons of Directors. On the basis that David is a Director of the Company and the sole participant in the LTI Option Plan, without a waiver from NZX Listing Rule 7.8.5, the Company would be required to prepare an Appraisal Report to accompany this notice of meeting.

A key purpose of an Appraisal Report is to provide shareholders with an independent evaluation that allows them to understand and scrutinise the merits of a proposed transaction where directors or their associated persons are the majority participants in an equity issue. The Company considers that an Appraisal Report is not required for shareholders to make an informed decision as to whether or not to approve the issue of the Options on the basis that:

- the terms of the Options are simple and straightforward, have been negotiated on an arm's length basis, and are fairly and transparently disclosed in this notice of meeting;
- the number of Options that may be issued is fixed at 1,800,000, providing shareholders with certainty as to what they are approving; and
- the Options will be granted with an exercise price which is benchmarked to the market price of the underlying shares, adjusted to reflect the Company's cost of capital and any dividends declared on the Company's shares over the vesting period of the Options and shareholders can assess the financial implications and "fairness" of the Options without an independent Appraisal Report.

The Company has sought and been granted a waiver from NZ RegCo from the requirement in NZX Listing Rule 7.8.5(b) to provide an Appraisal Report in respect of Resolution 6 to shareholders with this notice of meeting. The waiver was granted on the following conditions:

- the current non-interested directors of the Company, who were directors of the Company at the time of the negotiation and entry into David's Employment Agreement, certify to NZ RegCo that the terms of David's Employment Agreement, including with respect to the grant of the Options, were set on an arm's length commercial basis;
- the waiver, and the Company's reliance on the waiver, is disclosed in the notice of meeting in respect of the annual meeting of shareholders for 2024.

Sanford has provided to NZ RegCo the certificate that is required as a condition to the waiver and confirms that it is relying on the waiver in issuing this notice of meeting.

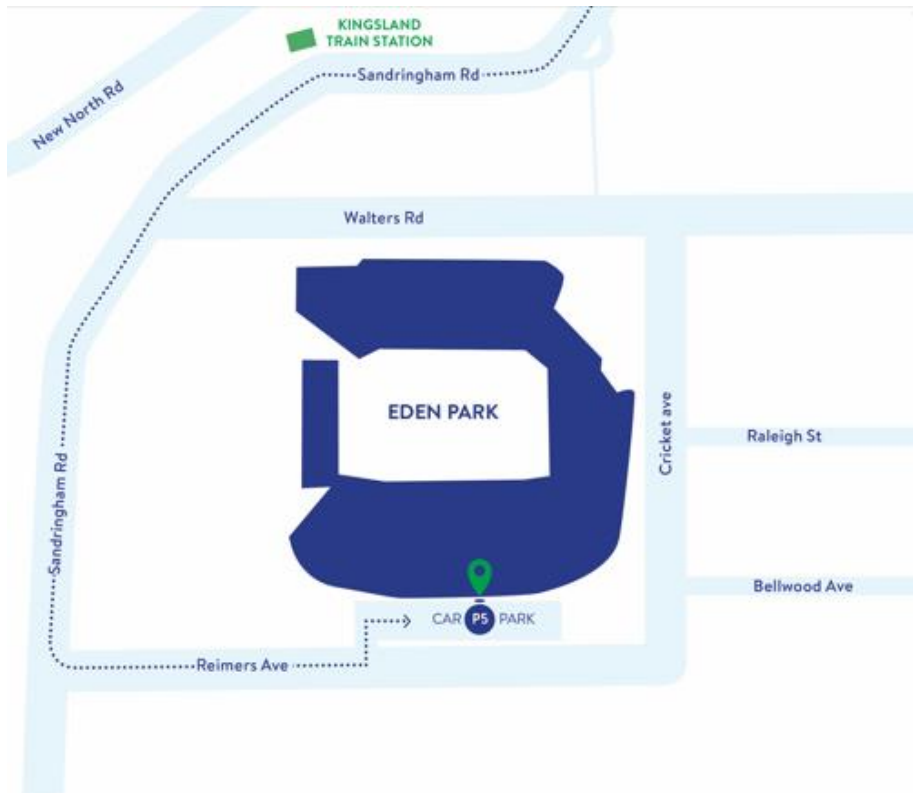
The full waiver decision can be found on the Company's announcement page on the NZX website ([www.nzx.com/companies/SAN/announcements](http://www.nzx.com/companies/SAN/announcements)).



## Attending the Annual Meeting

### Attending in person

Shareholders can attend the meeting in person at Eden Park, Reimers Avenue, Mt Eden, Auckland in the World Cup Lounge West, South Stand. A map of Eden Park is included below.



### Attending online

Shareholders can also attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

To access the meeting, click 'Go' under the Sanford Limited meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device.

Please refer to the enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

Shareholders will require their CSN/Securityholder Number and postcode for verification purposes.

If you wish to appoint a proxy to attend online via the Computershare Meeting Platform on your behalf, please ensure that you provide their contact details (phone and email) on the Proxy/Voting Form.

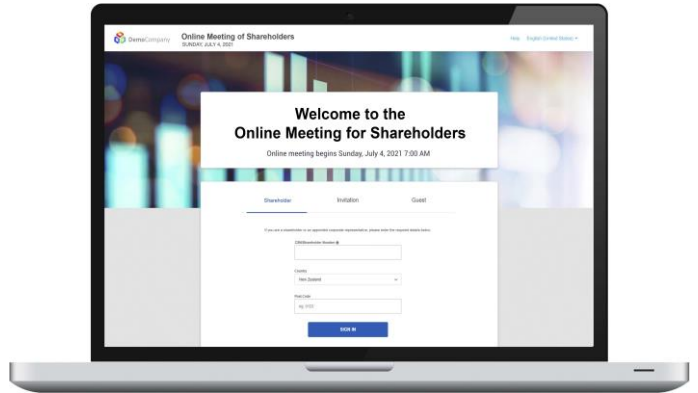
# HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

## Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

**You will need the latest version of Chrome, Safari or Edge. Please ensure your browser is compatible.**



Visit <https://meetnow.global/nz>



### Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

#### If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

#### If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

#### If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.



### Contact

If you have any issues accessing the website please call +64 9 488 8700.



### Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



### Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



### Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.