



# NOTICE OF MEETING 2025

Notice is hereby given that the Annual Meeting of Shareholders of BLIS Technologies Limited (Company) will be held:

**THURSDAY  
21 AUGUST 2025  
11:00am**

Tūhura Otago Museum  
The Hutton Theatre  
419 Great King Street  
Dunedin

Registrations will open at 10.30am.

Stream online at [www.virtualmeeting.co.nz/blt25](http://www.virtualmeeting.co.nz/blt25)



# NOTICE OF ANNUAL MEETING

## BUSINESS

The business of the Meeting will be:

### 1. Chair's Address

Geoff Plunket (Chair)

### 2. Chief Executive Officer's Address

Scott Johnson

### 3. Re-election of Amelia (Aimee) McCammon as a Director (Resolution 1)

To consider, and if thought fit, pass the following Ordinary Resolution:

*"That Aimee McCammon be re-elected as a Director of the Company."*

See Explanatory Notes.

### 4. Re-election of Dame Alison Stewart as a Director (Resolution 2)

To consider, and if thought fit, pass the following Ordinary Resolution:

*"That Dame Alison Stewart be re-elected as a Director of the Company."*

See Explanatory Notes.

### 5. Auditors (Resolution 3)

To record that Deloitte are reappointed as auditors of the Company in accordance with section 207T of the Companies Act 1993 and if thought fit, to pass the following Ordinary Resolution:

*"That the Directors be authorised to fix the remuneration of the auditors for the ensuing year."*

### 6. Amendment of the Constitution of the Company (Resolution 4)

To consider, and if thought fit, pass the following Special Resolution:

*"That the Constitution of the Company be amended in the form and manner described in the Explanatory Notes accompanying the notice of Meeting, with effect from the close of this Meeting."*

See Explanatory Notes.

### 7. Other Business

To consider any other ordinary business which may properly be brought before the Meeting.

## VIRTUAL ANNUAL MEETING

Shareholders will be able to attend the Meeting in person, or, alternatively, will be able to attend and participate at the Meeting virtually via an online platform provided by the Company's share registrar, MUFG Pension & Market Services at [www.virtualmeeting.co.nz/blt25](http://www.virtualmeeting.co.nz/blt25).

Shareholders attending and participating in the Meeting virtually via the online platform will be able to vote and ask questions during the Meeting.

More information regarding virtual attendance at the Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide, which is available at [https://mail.cm.mpms.mufg.com/MUFG/MUFG\\_VirtualMeetingGuide.pdf](https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf).

## PROXIES

All shareholders are entitled to attend and vote at the Meeting or to appoint a proxy to attend and vote in their place.

A proxy need not be a shareholder of the Company.

**Enclosed** with this notice of Meeting is a proxy/corporate representative form. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as an alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution.

For the appointment of a proxy to be valid, the form must be lodged at the Company's Share Registry, MUFG Pension & Market Services, by any of the methods specified on the proxy form (being online, by scanning and emailing, post or delivery), to be received no later than 48 hours before the start of the Meeting (that is, by **11:00am on Tuesday 19 August 2025**). Postal voting is not permitted.

## CORPORATE REPRESENTATIVES

A body corporate which is a shareholder may appoint a person to attend the Meeting on its behalf in the same manner as that in which it could appoint a proxy. The form to appoint a proxy/corporate representative must be signed on behalf of the body corporate by a person acting under the body corporate's express or implied authority.

## VOTING

Resolutions 1, 2 and 3 are ordinary resolutions (**Ordinary Resolutions**). In order for them to be passed, they require the affirmative vote of a simple majority, being more than 50% of the votes cast by those shareholders entitled to vote and who vote in person or by proxy.

Resolution 4 is a special resolution (**Special Resolution**). In order for it to be passed, it requires the affirmative vote of a majority of 75% of the votes cast by those shareholders entitled to vote and who vote in person or by proxy.

By order of the Board of Directors



**Geoff Plunket** (Chair) 23 July 2025



# EXPLANATORY NOTES

In these explanatory notes, references to 'Listing Rules' are to the NZX Listing Rules.

## 1. ROTATION OF DIRECTORS

- 1.1 The Listing Rules state that Directors must not hold office (without re-election) past the third annual Meeting following the Director's appointment, or three years, whichever is longer.
- 1.2 Accordingly, Aimee McCammon and Dame Alison Stewart retire by rotation at this Meeting and seek re-election.
- 1.3 All other Directors have been elected (or re-elected) at the two most recent annual Meetings so will continue to hold office.



## 2. RESOLUTION 1

### Re-election of Aimee McCammon

- 2.1 Aimee is Wellington based and was appointed to the Board in October 2021.
- 2.2 Aimee is CEO of Pic's Peanut Butter. She is an experienced strategist and brand builder with deep knowledge of consumer marketing. Her brand experience spans an array of New Zealand's power brands including Whittaker's, Toyota, Lotto, Tourism NZ and 42 Below. Aimee was previously CEO of entertainment, advertising and technology company Augusto Group. Her career has spanned roles as General Manager of Peter Jackson's Park Road Post Production, senior management at Assignment Group and Trade Me, and many years with the Saatchi & Saatchi network in Wellington, Auckland and New York.
- 2.3 Aimee has a Bachelor of Commerce from Auckland University, and has completed leadership training at Omnicom University in Shanghai and Harvard Business School. She is on the Board of the New Zealand Film Commission.

- 2.4 These details will also be available on the Company's website: [www.blis.co.nz/pages/corporate-governance](http://www.blis.co.nz/pages/corporate-governance).
- 2.5 The Board has determined that Aimee McCammon is an Independent Director for the purposes of the Listing Rules and supports her re-election as a Director.



## 3. RESOLUTION 2

### Re-election of Dame Alison Stewart

- 3.1 Alison is Christchurch based and was appointed to the Board in September 2018.
- 3.2 Alison brings to the Board governance and commercial research and development experience within the international biotechnology industry. Alison has held key executive leadership roles in New Zealand and US corporates and understands the drivers for successful commercialisation of research. Alison is an experienced research and innovation leader with expertise in microbe-based product development, patents, IP protection, new product pipeline and development of strategic partnerships with large international corporations.
- 3.3 Alison is a Distinguished Emeritus Professor from Lincoln University, New Zealand and was elected a Companion of the NZ Order of Merit in 2011 for her contributions to biology. In 2025 she was elected a Dame Companion (DNZM) of the NZ Order of Merit, in recognition for her significant career focused on sustainable plant protection, soil biology and plant biotechnology.
- 3.4 These details will also be available on the Company's website: [www.blis.co.nz/pages/corporate-governance](http://www.blis.co.nz/pages/corporate-governance).
- 3.5 The Board has determined that Dame Alison Stewart is an Independent Director for the purposes of the Listing Rules and supports her re-election as a Director.

## 4. RESOLUTION 4 (SPECIAL RESOLUTION)

### Amendment of the Constitution of the Company

- 4.1 As previously indicated, BLIS Technologies Limited (Company) is in the process of becoming a Certified B Corporation (B Corp). In order to submit its B Impact Assessment (which is required to obtain the B Corp accreditation), the Company needs to amend its Constitution to reflect a legal commitment to all stakeholders. This Special Resolution seeks shareholder approval to amend the Company's existing Constitution with effect from the close of this meeting.
- 4.2 A copy of the proposed form of updated Constitution is available for inspection at the Company's registered office, 399 Moray Place, Dunedin, 9012, and on the Company's website at <https://blis.co.nz/investor-centre/charters-policies/>.
- 4.3 A summary of the significant changes to the Company's Constitution is set out below:
- a) The addition of a Purpose Statement outlining the purpose of the Company as delivering returns to shareholders whilst having an overall positive impact on society and the environment, demonstrating a commitment to a triple bottom line approach to business.
- b) The addition of a clause stating that the Directors of the Company must consider stakeholders in their decision-making. This includes but is not limited to considering; interests of shareholders of the Company, its employees, business relationships with suppliers and customers, the impact of operations on the community and the environment and the desire to maintain a reputation for high standards of business conduct.
- c) Pursuant to section 32 of the Companies Act 1993, the amendments to the Constitution must be approved by a special resolution of shareholders.
- 4.4 The proposed amendments to the Company's Constitution do not impose or remove any restriction on the activities of the Company, and accordingly no rights arise under section 110 of the Companies Act 1993.
- 4.5 The Board unanimously recommends shareholders vote in favour of amending the Constitution as set out in the schedule.

### Summary of Key Changes to the Constitution

CLAUSE REFERENCE	NEW/AMENDED CLAUSE	REASON FOR PROPOSED AMENDMENTS
<b>New clause 3</b>	<p>A new clause 3 to be inserted immediately following existing clause 2.4 (with the following clauses in the Constitution to be renumbered accordingly) as follows:</p> <p><b>"3 Purpose Statement</b></p> <p>3.1 <i>The purpose of the Company is to deliver returns to Shareholders whilst having an overall positive impact on society and the environment."</i></p>	To demonstrate a commitment to a 'triple bottom line' approach to business as required in order for the Company to obtain B Corp certification.
<b>New clause 13</b>	<p>A new clause 13 to be inserted immediately following existing clause 12.5 (as renumbered) (with the following clauses in the Constitution to be renumbered accordingly):</p> <p><b>"13 Directors to consider stakeholders in their decision making:</b></p> <p>13.1 <i>In discharging their duties under this Constitution, applicable company legislation, the Rules and the general law, the Directors:</i></p> <p><i>a. will include in their consideration the following factors:</i></p> <ul style="list-style-type: none"> <li><i>i. the likely consequences of any decision or act of the Company in the long term; and</i></li> <li><i>ii. the interests of the Company's employees; and</i></li> <li><i>iii. the need to foster the Company's business relationships with suppliers, customers and others; and</i></li> <li><i>iv. the impact of the Company's operations on the community and the environment; and</i></li> <li><i>v. the desirability of the Company maintaining a reputation for high standards of business conduct; and</i></li> <li><i>vi. the interests of the Shareholders; and</i></li> <li><i>vii. the ability of the Company to create an overall positive impact on society and the environment; and</i></li> </ul> <p><i>b. need not give priority to a particular factor referred to in clause 13.1a over any other factor (included in clause 13.1a or otherwise)."</i></p>	How the directors should discharge their duties and to legally commit to considering all stakeholders.





**BLIS Technologies Limited**

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