



The a2 Milk Company

# 2024 NOTICE OF ANNUAL MEETING



## Location

Princes Ballroom  
The Pullman  
Corner Waterloo Quadrant & Princes Street  
Auckland 1010  
New Zealand

**NOTICE is hereby given that the 2024 Annual Meeting of shareholders of The a2 Milk Company Limited (the “Company”) will be held on Friday, 22 November 2024 at 11:00am New Zealand Daylight Time at The Pullman, Auckland.**

The Company is pleased to advise that shareholders will be able to:

- attend the meeting in person at The Pullman, Corner Waterloo Quadrant & Princes Street, Auckland 1010, New Zealand; or
- attend and participate at the meeting virtually via an online platform provided by the Company’s share registrar, MUFG Corporate Markets (formerly Link Market Services), at [www.virtualmeeting.co.nz/a2MC24](http://www.virtualmeeting.co.nz/a2MC24); or
- attend and participate in the meeting through a proxy.

Further details on how to attend and participate are set out in this Notice of Meeting and the Virtual Meeting Guide filed on the market announcement platforms of the NZX and ASX, and available on the Company’s website ([www.thea2milkcompany.com/annual-meetings](http://www.thea2milkcompany.com/annual-meetings)).

To view the Company’s latest financial statements, for the year ended 30 June 2024, please visit [www.thea2milkcompany.com/results](http://www.thea2milkcompany.com/results) and select the FY24 Annual Report within the Results and Reports section of the webpage.

The Explanatory Notes, which accompany this Notice of Meeting, provide more information on the resolutions which will be put before shareholders.

# **BUSINESS**

## **A. Welcome**

## **B. Chair speech**

## **C. Managing Director and Chief Executive Officer address**

## **D. Financial Statements and Reports**

To receive and consider the Company's financial statements for the year ended 30 June 2024, together with the Directors' and Auditor's reports.

## **E. Resolutions**

### **Resolution 1: Auditor's Fees and Expenses**

*To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:*

"That the Directors of the Company be authorised to fix the fees and expenses of the Company's auditor, Ernst & Young, for the ensuing year."

### **Resolution 2: Re-election of Director – David Bortolussi**

*To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:*

"That David Bortolussi, who will retire at the meeting by rotation in accordance with the Company's constitution, be re-elected as a Director of the Company."

### **Resolution 3: Election of Director – Antonio Rivera**

*To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:*

"That Antonio Rivera, who was appointed a Director of the Company by the Board during the year, and who will retire at the meeting by rotation in accordance with the Company's constitution, be elected as a Director of the Company."

## **Resolution 4: Grant of performance rights to David Bortolussi, Managing Director and Chief Executive Officer**

*To consider and, if thought fit, to pass the following resolution as an ordinary resolution of the Company:*

*“That, on an advisory basis and for the purpose of ASX Listing Rule 10.14 and for all other purposes, the acquisition of 538,336 performance rights by the Company’s Managing Director and Chief Executive Officer, David Bortolussi, or an associate named in the Notice of Meeting, by grant under the Company’s Long Term Incentive Plan be approved.”*

*Note: A voting exclusion applies to this resolution. Refer to the section entitled ‘Resolution 4’ of the Explanatory Notes to this Notice of Meeting.*

## **F. Questions**

To consider any other matters that may properly be brought before the meeting.

## **G. Close**



# OTHER INFORMATION

## Shareholders eligible to vote

Only shareholders who hold ordinary shares in the Company as at 9:00pm New Zealand Daylight Time on Wednesday, 20 November 2024 will be eligible to vote at the meeting.

## Attending and participating in the Annual Meeting

Shareholders (and appointed proxies) will be able to attend the meeting in person at The Pullman, Corner Waterloo Quadrant & Princes Street, Auckland 1010, New Zealand, or, alternatively, attend and participate at the meeting virtually via an online platform provided by the Company's share registrar, MUFG Corporate Markets, at [www.virtualmeeting.co.nz/a2MC24](http://www.virtualmeeting.co.nz/a2MC24). Shareholders attending and participating in the meeting virtually via the online platform will be able to watch the meeting live, and vote and ask questions online, during the meeting.

The Company encourages shareholders unable to attend the meeting in person to make use of this technology and to participate at the meeting via the online platform. If you wish to attend the meeting virtually, you will require your CSN/Holder Number, Securityholder Reference Number (SRN) or Holder Identification Number (HIN) for verification purposes.

More information regarding virtual attendance at the meeting (including how to vote and ask questions online during the meeting) is available below and in the Virtual Meeting Guide filed on the market announcement platforms of the NZX and ASX and also available on the Company's website ([www.thea2milkcompany.com/annual-meetings](http://www.thea2milkcompany.com/annual-meetings)).

***The Company strongly recommends that shareholders who wish to participate in the meeting virtually log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.***



## Attending the Annual Meeting via the online platform

The Annual Meeting will be viewable from desktops, laptops, mobile devices and tablets.

Shareholders wishing to attend and participate in the Annual Meeting virtually should, in advance of the meeting, ensure they have access to a compatible web browser. Details of the browsers that the platform supports are available in the Virtual Meeting Guide. Shareholders can check the current version of their web browser by going to [www.whatismybrowser.com](http://www.whatismybrowser.com).

To attend and vote at the Annual Meeting virtually, shareholders will need to have their CSN/Holder Number, Securityholder Reference Number (SRN) or Holder Identification Number (HIN) before proceeding. Appointed proxies will need their proxy number, which will be provided by MUFG Corporate Markets prior to the meeting.

Shareholders can register on Friday, 22 November 2024 from 10:00am New Zealand Daylight Time. This is 1 hour prior to the scheduled commencement of the meeting.

### To access the online platform, shareholders will need to take the following steps:



1. Open web browser  
[www.virtualmeeting.co.nz/a2MC24](http://www.virtualmeeting.co.nz/a2MC24).



2. Log in to the portal using their full name, mobile number, email address, and company name (if applicable).



3. Read and accept the terms and conditions before clicking on the blue 'Register and Watch Annual Meeting' button.



4. Once logged in, a live video webcast of the meeting will appear on the left-hand side of the screen, with the meeting presentation slides appearing on the right-hand side of the screen. Keep the browser open for the duration of the meeting.



5. If the browser is closed, the session will expire. If the shareholder (or appointed proxy) attempts to log in again, they will be sent a recovery link via email for security purposes.

## Asking Questions

Shareholders physically present at the meeting or attending virtually via the online platform will have the opportunity to submit questions to the Board, the Company's senior management, and the Company's auditors during the meeting.

Shareholders attending virtually via the online platform may ask questions after they have registered to vote by clicking on the 'Ask a Question' box. Shareholders will need to select the business to which the question relates (either General Business or a specific resolution), type the question in the 'Question' section, and click on the 'Submit Question' button. This will send the question to management/the Board.

Shareholders wanting to ask a question prior to the meeting, to be addressed at the meeting, should email [meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com), complete the question section on the accompanying proxy form, or submit the question online by going to [www.vote.linkmarketservices.com/ATM](http://www.vote.linkmarketservices.com/ATM), in each case by 11:00am New Zealand Daylight Time on Wednesday, 20 November 2024.

The Board will endeavour to address all appropriate questions at the meeting within the time allocated for questions.

## Voting

### Register to vote

To vote via the online platform during the meeting, shareholders (or appointed proxies) will need to first register to vote by clicking on the 'Get a Voting Card' box at the bottom of the webpage or below the video and entering their CSN/Holder Number, Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as validation. Once registered, the shareholder's voting card will appear with all of the resolutions to be voted on by the shareholders at the meeting (as set out in this Notice of Meeting). Shareholders may need to use the scroll bar on the right-hand side of the voting card to scroll up or down to view all resolutions.

### Full or partial voting

Shareholders and proxies can either submit a full vote or a partial vote on each resolution by moving between the 'Full Vote' and 'Partial Vote' tabs at the top of the voting card. To submit a full vote, a shareholder may click on the 'For', 'Against' or 'Abstain' voting buttons under the 'Full Vote' tab.

To submit a partial vote, a shareholder may enter the number of votes they would like to vote for any or all resolutions under the 'Partial Vote' tab. The total number of votes that a shareholder is entitled to vote will be displayed under each resolution. When the shareholder enters the number of votes in a certain box, it will automatically calculate the total number of votes left.



## Submitting your vote

Once finished entering the votes on the resolutions, shareholders will need to scroll down and click on the ‘Cast Vote’ or ‘Cast Partial Vote’ button. Shareholders may edit their voting cards by clicking the ‘Edit Card’ button at any time before the voting is closed, which will be 5 minutes after the close of the meeting. The un-voted portion of the shareholders’ votes (if any) will be submitted as ‘No Instruction’ and therefore will not be counted.

The Virtual Meeting Guide provides a separate detailed overview on how to vote and ask questions during the meeting. The Virtual Meeting Guide will be filed on the market announcement platforms of the NZX and ASX and will also be able to be viewed on the Company’s website ([www.thea2milkcompany.com/annual-meetings](http://www.thea2milkcompany.com/annual-meetings)).

Shareholders attending the meeting in person should bring the enclosed proxy form with them to assist with shareholder registration.

Shareholders attending the meeting can also download the LinkVote App from the Apple App Store or Google Play if they would like to vote during the meeting using their mobile phone. The LinkVote App will be available for download prior to the meeting.

Shareholders can also vote prior to the meeting either by post or online, as described below under “Postal Voting” and “Online Voting”.



## Proxies

A shareholder entitled to attend and vote but who cannot attend the meeting (whether in person or via the online platform) is encouraged to appoint a proxy to attend and vote on that shareholder's behalf. The proxy need not be a shareholder of the Company.

To appoint a proxy, a shareholder should complete and sign the proxy form enclosed with this notice and return it to the office of the Company's share registrar, MUFG Corporate Markets, by no later than 11:00am New Zealand Daylight Time on Wednesday, 20 November 2024. Any proxy form received after that time will not be valid for the meeting.

Alternatively, shareholders can complete the proxy form online by following the instructions on the enclosed proxy form. To securely appoint a proxy online, NZX registered holders will need their CSN/Holder number and FIN, and ASX registered holders will need their Securityholder reference number (SRN) or Holder Identification Number (HIN), and postcode (for an address in Australia) or country of residence (for an address outside of Australia), in order to complete the online validation process. Please contact MUFG Corporate Markets if you need to obtain these details. The contact details for MUFG Corporate Markets can be found on the enclosed proxy form.

Please refer to the instructions on the enclosed proxy form as to the ways in which the proxy form can be sent to MUFG Corporate Markets, including instructions on how to appoint your proxy and vote online.

The Chair of the meeting may be appointed as a proxy and intends to vote any undirected/discretionary proxy in favour of each resolution.



## Corporate representative and attorney appointments

A body corporate which is a shareholder, or an attorney of a shareholder, may appoint a representative to attend and vote at the meeting on its behalf. Any shareholder may appoint an attorney to attend and vote at the meeting on its behalf. Notice of any such appointment should be sent to the Company's share registrar, MUFG Corporate Markets, as soon as possible and no later than 11:00am New Zealand Daylight Time on Wednesday, 20 November 2024.

## Postal voting

A shareholder is entitled to exercise his/her vote at the meeting by casting a postal vote. A postal voting form is incorporated in the proxy form.

To cast a postal vote, a shareholder should complete and sign the postal voting form enclosed with this Notice of Meeting and return it to the office of the Company's share registrar, MUFG Corporate Markets, by no later than 11:00am New Zealand Daylight Time on Wednesday, 20 November 2024. Any postal voting form received after that time will not be valid for the meeting. MUFG Corporate Markets has been authorised by the Board to receive and count postal votes at the meeting.

Please refer to the instructions on the enclosed postal voting form as to the ways in which the postal voting form can be sent to MUFG Corporate Markets, including instructions on how to appoint your proxy and vote online.

## Online voting

Shareholders may elect to lodge their proxy appointment or postal vote online. You will need to go to the website of the Company's share registrar, MUFG Corporate Markets: [www.vote.linkmarketservices.com/ATM](http://www.vote.linkmarketservices.com/ATM).

## Requisite majorities

The resolutions are ordinary resolutions requiring the approval of a simple majority of the votes of those shareholders entitled to vote and voting (virtually, by postal vote or by proxy) in order for them to be passed.

By order of the Board.



**Pip Greenwood**

Chair

**23 October 2024**

# EXPLANATORY NOTES

## Resolution 1

### **Auditor's Fees and Expenses**

Ernst & Young, the current auditor of the Company, will be automatically reappointed under section 207T of the Companies Act 1993. Resolution 1 authorises the Directors to fix the fees and expenses of Ernst & Young as the Company's auditor in accordance with section 207S of the Companies Act 1993.

## Resolution 2

### **Re-election of Director – David Bortolussi**

Under the Company's constitution and the NZX Listing Rules, a Director must not hold office (without re-election) past the third annual meeting following the Director's appointment or three years, whichever is longer. Accordingly, David Bortolussi will retire from office as a Director at the meeting and offers himself for re-election. The director rotation rules set out in the ASX Listing Rules do not apply to David as Managing Director.



### **David Bortolussi**

*Managing Director and Chief Executive Officer*

David joined the Company in February 2021 from his previous role as Group President – International Innerwear, HanesBrands. He joined Pacific Brands in 2009 initially as Chief Financial & Operating Officer taking over as CEO of the public company in 2014. In 2016, HanesBrands acquired Pacific Brands and expanded David's role to cover Australasia and subsequently its international innerwear operations outside of the Americas. Prior to this, David spent five years at Foster's Group, where he held the role of Chief Strategy Officer responsible for corporate strategy, M&A, business development and performance improvement. Prior to Foster's Group, David held senior consulting roles at McKinsey & Company and PwC.

David's career has largely been focused on the consumer and retail sector in Australia and New Zealand complemented by significant international experience in various markets and categories in China, SE Asia, the EU and the USA.

David also has an interest in private equity and growth-phase businesses. He is a member of the advisory board of Whiteoak and supports the development of investee companies.

David resides in Australia.

## **Board Recommendation**

The Board considers that, since his appointment, David has made significant contributions to the Board in his capacity as Managing Director and CEO. David's extensive international leadership experience in the consumer and retail sector, as well as his extensive knowledge of both the Company and the markets in which the Company operates in are all factors which support his re-election.

The Board (with David abstaining), having considered the skills and experience that David brings to the Board, recommends that shareholders vote in favour of the re-election of David as a Director.

As David performs an executive role, he will not be an Independent Director if re-elected.

## **Resolution 3**

### **Election of Director – Antonio (Tonet) Rivera**

Tonet was appointed as a Director by the Board, under clause 17.2(a) of the Company's constitution, with effect from 1 November 2024. Tonet will retire from office at the meeting and offers himself for election as required by the Company's constitution and NZX Listing Rule 2.7.1.



### **Antonio Rivera**

*Independent, Non-executive Director*

Mr Rivera has over 35 years of supply chain experience, including 17 years of international leadership experience.

Mr Rivera worked for Mead Johnson Nutrition from 2002 to 2017, culminating in four years leading the global supply chain of the multinational nutrition company in the role of Senior Vice President, Global Supply Chain. In that role Tonet had responsibility for all supply chain operations globally, including manufacturing, engineering, procurement, supply planning and physical distribution. Prior to that, he served as Vice President, Supply Chain – Asia and Europe for more than a decade, with responsibility for Supply Chain operations in Europe and Asia, including owned manufacturing locations and third-party manufacturers.

Since retiring from executive roles in 2017, when Mead Johnson Nutrition was acquired by Reckitt Benckiser Group plc, Mr Rivera has worked as a supply chain consultant.

Mr Rivera is based in the Philippines.

## **Board Recommendation**

The Board considers that Tonet's deep expertise and experience gained over many years as a supply chain leader, including leading the global supply chain of a multinational infant nutrition company support his election.

The Board, having considered the skills and experience that Tonet will bring to the Board, recommends that shareholders vote in favour of the election of Tonet as a Director.

The Board considers Tonet will be an Independent Director.

## **Resolution 4**

### **Grant of performance rights to David Bortolussi, Managing Director and Chief Executive Officer**

The approval of shareholders is sought, on an advisory basis and for the purpose of ASX Listing Rule 10.14 and for all other purposes, to permit the Managing Director and Chief Executive Officer, David Bortolussi, or an associate named in this Notice of Meeting, to acquire 538,336 performance rights (**Rights**), as calculated below, by grant under the Company's Long Term Incentive Plan (**LTI Plan**).

The LTI Plan is one component of David Bortolussi's total remuneration package and Rights will be granted for no consideration. The LTI Plan is designed to reward performance in support of the achievement of the Company's growth strategy, targeting long-term revenue and EPS growth as key drivers of shareholder value creation.

If Resolution 4 is passed, the Rights will be issued by grant as soon as practicable after the 2024 Annual Meeting. ASX Listing Rule 10.15.7 requires the issue to occur no later than three years after the date of the meeting.

If Resolution 4 is not passed, the Board will instead provide David with alternative remuneration arrangements which are equivalent (taken overall) to the proposed Rights, which may include Rights that are required to be satisfied following vesting only from shares purchased on-market, or payment of a cash amount equivalent to the value of the Rights.

Shareholder approval to the grant of Rights to David Bortolussi and any subsequent issue or transfer of shares following vesting is not required under the NZX Listing Rules (as those actions comply with, and are permitted by, NZX Listing Rule 4.6.1).

## **Why is shareholder approval being sought?**

On 19 October 2022, the Company announced the Board's decision to submit David Bortolussi's long-term incentive grant for FY24 as a resolution on an advisory basis to the 2023 Annual Meeting. The decision was made in the context of the Board reviewing the Company's remuneration practices to align with shareholders' interests and expectation and recent practice in New Zealand and Australia. The resolution in relation to David's FY24 LTI grant was passed by the shareholders at the 2023 Annual Meeting.

To continue this practice, David's LTI grant for the current financial year is being submitted as a resolution on an advisory basis at the 2024 Annual Meeting.

ASX Listing Rule 10.14 prohibits the Company from permitting a director of the Company, or a director's associate, to acquire equity securities under an employee incentive scheme without the approval of shareholders, except in circumstances described below. The Rights are equity securities.

Further, ASX Listing Rule 10.11 prohibits the Company from issuing, or agreeing to issue, equity securities to a director of the Company, or a director's associate, without the approval of shareholders unless a relevant exception applies. Approval by shareholders under ASX Listing Rule 10.14 is a relevant exception.

The above requirements for approval of shareholders apply if, after Rights have vested, the Company satisfies them following vesting by issuing shares. Shareholder approval under the ASX Listing Rules is not required for the grant of equity securities (including Rights) to directors, or their associates, under an employee incentive scheme if the terms of the scheme require that the securities be satisfied following vesting from shares purchased on-market.

While it is currently intended, consistent with the Company's practice in relation to David's LTI grants that have vested to date, that shares allocated on vesting of the Rights will be purchased on-market (as opposed to issuing new shares), if shareholder approval for the Rights is obtained under ASX Listing Rule 10.14 it will preserve flexibility for the Board to approve satisfying Rights through an issue of shares rather than only being able to satisfy them through an acquisition on-market if it considers it necessary or appropriate at the time.

## **Summary of material terms of the Company's LTI Plan including the FY25 Rights**

The LTI Plan has been established to:

- (a) assist in the reward, retention and motivation of selected senior executives; and
- (b) align the reward available to selected senior executives with the creation of sustainable longer-term shareholder value.

Awards under the LTI Plan are made under the Company's LTI Plan rules.

An overview of the material terms of the LTI Plan as relevant to the proposed grant of Rights to David Bortolussi is set out below. Additional information about the general operation of the LTI Plan is set out in the Remuneration section on pages 75 and 76 of the 2024 Annual Report.

---

<b>Proposed FY25 Award</b>	<ul style="list-style-type: none"><li>- It is proposed that 538,336 Rights be granted to David Bortolussi or, at his election, he may renounce them in favour of an immediate family member, a company whose members comprise no persons other than David and immediate family members, or a corporate trustee of a self-managed superannuation fund of which David is a member, and a director of the trustee.</li><li>- The number of Rights equates in value to A\$2,905,184 based on the volume weighted average share price of ordinary shares in the Company on the ten trading days up to and including 20 September 2024, being the period immediately prior to the calculation undertaken for the purposes of the Board's determination of the number of Rights to be allocated to all senior executives selected to receive an award of Rights under the FY25 LTI Plan, calculated in accordance with the ASX Listing Rules.</li></ul>
--------------------------------	--

---

<b>Grant date</b>	<ul style="list-style-type: none"><li>- As soon as practicable after the 2024 Annual Meeting, but in any case no later than 21 November 2027.</li></ul>
-------------------	---

---

<b>Opportunity</b>	<ul style="list-style-type: none"><li>- The maximum face value of the LTI that can be granted to David Bortolussi is 150% of his fixed annual remuneration (inclusive of employer superannuation contributions) (<b>FAR</b>). The minimum potential outcome value is zero.</li></ul>
--------------------	--

---

<b>Performance/ vesting period</b>	<ul style="list-style-type: none"><li>- Three years, from 1 July 2024 to 30 June 2027.</li><li>- There is no retesting of performance if performance conditions are not met at the end of the performance period.</li></ul>
--	---

---



- 
- Instrument**
- Performance rights – each performance right entitles its holder to receive one fully paid share in the Company (or cash equivalent, at the election of the Company), subject to meeting performance measures. All shares received by the holder will rank equally with the Company’s existing ordinary shares.
  - It is currently intended that, where possible in accordance with relevant laws, the Company will satisfy its obligation to allocate ordinary shares upon the vesting of the Rights by instructing the trustee of a2MC Group Employee Share Trust to transfer shares held in the trust to the holder, where such existing shares were previously purchased by the trustee on-market.
- 

- Allocation approach**
- The Company uses a maximum face value allocation approach. The number of Rights to be granted will be calculated as follows:

Grant opportunity		Share price	Number of Rights
FAR <sup>1</sup> \$	X	MAXIMUM LTI OPPORTUNITY %	/
		Share price <sup>2</sup> (no discount applied)	=
			Number of Rights granted

1 Fixed annual remuneration (inclusive of employer superannuation contributions)

2 The share price used is the volume weighted average share price of ordinary shares in the Company based on the ten trading days up to and including 20 September 2024, being the period immediately prior to the calculation undertaken for the purposes of the Board’s determination of the number of Rights to be allocated to all senior executives selected to receive an award of Rights under the FY25 LTI Plan, calculated in accordance with the ASX Listing Rules.

- 
- Dividend payments**
- No dividends or dividend equivalent payments are provided on the Rights.

- 
- Board discretion**
- The Board may forfeit the Rights for fraud, dishonesty, breach of a material obligation or acting in a manner that brings the a2MC Group into disrepute, or if there has been a material misstatement or omission that results in a restatement of accounts.
-

---

**Performance hurdles**

The Rights will vest subject to achievement of both:

- EPS CAGR (compound annual growth in diluted earnings per ordinary share); and
- Revenue CAGR (compound annual growth in revenue) performance hurdles over the performance period.

**Vesting Framework**

For any vesting to occur, both of the following performance hurdles must be achieved:

- EPS CAGR of at least 10%; and
- Revenue CAGR of at least 4%,

in each case, from 1 July 2024 to 30 June 2027.

If these performance hurdles are achieved, the proportion of the Rights that may vest will be determined on a straight-line basis per the table below:

Revenue - CAGR	Vesting % (if EPS CAGR of at least 10%)
Less than 4%	Nil
4%	50%
Between 4% and 6%	Pro-rata vesting on a straight-line basis between 50% and 85%
6%	85%
Between 6% and 8%	Pro-rata vesting on a straight-line basis between 85% and 100%
8% and above	100%

**Calculation approach**

- EPS CAGR and Revenue CAGR are derived from the Annual Report of the Company for the relevant financial years and are subject to adjustments to remove the impact of material items as the Board may determine in its absolute discretion to normalise results (up or down) to more appropriately reflect underlying performance. Without limitation, adjustments may be made to exclude the impact of unusual or one-off items, discontinued operations, impairment charges, acquisitions and disposals, and capital management.
-

---

**Performance hurdles (continued)**

- The EPS CAGR and Revenue CAGR performance hurdles have been determined having regard to the Company's growth strategy and associated medium-term financial ambition to grow revenue to NZ\$2 billion by FY27 or later and to target EBITDA margins in the "teens" with year-on-year improvements. The Board considers the performance hurdles sufficiently challenging to align with shareholder value creation, but still being motivating for, and viewed as achievable by, senior executives and managers invited to participate in the LTI Plan. The high end of the Revenue CAGR hurdles would deliver revenue over NZ\$2 billion by FY27, exceeding the Company's medium-term financial ambition. The EPS CAGR is above the high end of the Revenue CAGR range to incentivise and promote margin accretion over the term of the plan. Achieving such performance hurdles would require significant market share gains in the Company's core infant milk formula business in the China market which is currently in decline, as well as a significant improvement in a2MC Group profitability.

---

**Executive Minimum Shareholding Requirement (Executive MSR)**

- The Executive MSR Policy applies to David Bortolussi and the other members of the Company's Executive Leadership Team (ELT).
  - The purpose of the Executive MSR Policy is to strengthen the alignment between the interests of the ELT and the interests of shareholders and encourage a focus on building long-term shareholder value.
  - Each member of the ELT is required to acquire and hold a minimum shareholding equivalent to 100% of their FAR (before any tax or social security deductions) by the end of five annual vesting periods for LTI grants. In the case of David Bortolussi, this will be following the end of FY27.
-

---

**Cessation of employment, change of control, bonus issue or reorganisation of capital**

- Subject to the discretion of the Board or unless his employment is terminated by the Company other than for fault, he retires from full-time executive employment or his employment ceases due to total and permanent disablement, serious illness or death, unvested Rights will be forfeited upon cessation of David Bortolussi's employment. If Rights are not subject to forfeiture, the Board may in its discretion reduce the number of Rights to reflect the proportion of the vesting period that has elapsed and/or accelerate vesting.
- Rights would be subject to accelerated vesting if the Company is subject to a change of control.
- Adjustments to the number of the Rights, or the number of Company shares to which they relate, may be made following any bonus issue of Company shares or reorganisation of its capital.

---

**Other information required by the ASX Listing Rules**

- David Bortolussi has advised that he may elect to renounce the Rights in favour of DMZSK Super Pty Ltd, the corporate trustee of a self-managed superannuation fund of which David is a member, or DMZSK Pty Ltd, the corporate trustee of a family trust of which David is a member. Accordingly, approval is being sought for the purpose of ASX Listing Rule 10.14.1 (which applies to David as a director of the Company) and ASX Listing Rule 10.14.2 (which applies to both DMZSK Super Pty Ltd and DMZSK Pty Ltd each as associates of David). DMZSK Super Pty Ltd and DMZSK Pty Ltd are both associates of David because each entity is a related party of David on the basis of it being controlled by David and his spouse.
  - Although other selected senior executives of the Company participate in the LTI Plan, given David Bortolussi is both the Managing Director and Chief Executive Officer, David is the only Director who participates. To the extent participation by any other person, who becomes entitled to participate in the LTI Plan, requires shareholder approval under ASX Listing Rule 10.14, that person will not participate in the LTI Plan until that approval is obtained.
-

---

**Other information required by the ASX Listing Rules (continued)**

- David Bortolussi's total remuneration package comprises A\$1,936,789 FAR, a short-term incentive with a target opportunity of 120% of his FAR (with 25% of the amount awarded deferred as cash for one year) (**Target STI Opportunity**), a LTI with a maximum value of 150% of his FAR and an allowance of A\$10,000 per month (net of tax) to assist with the cost of accommodation in Sydney and travel between Melbourne and Sydney. As disclosed in our FY24 Annual Report, for FY25, the Board decided not to increase David's base salary, with an incremental change only in superannuation in line with the change in statutory limits. For FY25 and subsequent years, the Board has decided to cap the maximum combined impact of David's group performance scorecard outcome (ranging from 0% - 130%) and individual performance modifier (ranging from 0% - 130%) to apply to his Target STI Opportunity to 130%. This compares to a theoretical maximum combined impact of 169% (i.e. 130% x 130%) in FY24 and prior years. For more information please see page 77 of the FY24 Annual Report.
- No amount is payable on the award of Rights, or the issue or transfer of Company shares on their exercise, as the award of Rights are a component of David Bortolussi's remuneration package. As such, there is no loan scheme to support Rights issued under the LTI Plan.
- Details of any securities issued to David Bortolussi under the LTI Plan will be published in each Annual Report of the Company relating to a period in which they were issued, and, where relevant, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- To date, the Company has granted 311,283 time-based rights and 2,160,729 Rights to two associates of David Bortolussi, DMZSK Pty Ltd and DMZSK Super Pty Ltd, under the LTI Plan for nil consideration. All of the time-based rights and 969,483 of the Rights have vested and been exercised leaving 501,180 Rights held by DMZSK Pty Ltd due to vest following the current financial year and 690,066 Rights held by DMZSK Super Pty Ltd due to vest following FY26.

## Voting exclusion statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of David Bortolussi or any of his associates (as defined in the ASX Listing Rules) except where any such vote is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder in that way.

## NZX Waiver

NZ RegCo has granted the Company a waiver from the requirement for the Company to include an appraisal report with this Notice of Meeting in respect of Resolution 4 under Listing Rule 7.8.5(b). The terms of this waiver can be found on the Company's announcement page on the NZX website ([www.nzx.com/companies/ATM/announcements](http://www.nzx.com/companies/ATM/announcements)).

## Board Recommendation

The Directors of the Company recommend that shareholders vote in favour of Resolution 4.





The a2 Milk Company Limited  
(Australian Registered Body Number 158 331 965  
- Incorporated in New Zealand)

[thea2milkcompany.com](http://thea2milkcompany.com)