

Bremworth

**NOTICE  
OF ANNUAL  
MEETING**

12 NOVEMBER 2025

Notice is hereby given that the 2025 Annual Meeting of shareholders of Bremworth Limited will be held at the Registered Office of the Company, 7 Grayson Avenue, Papatoetoe, Auckland, and virtually via Computershare's online meeting platform at <https://meetnow.global/nz>, on Wednesday, 12 November 2025, commencing at 1.00 pm ("Notice of Meeting").



# ***IMPORTANT INFORMATION***

## **KEY DATES AND TIMES**

All times given are New Zealand times

**5.00 PM, FRIDAY, 7 NOVEMBER 2025**

Record date for determining voting entitlements at  
the Annual Meeting of shareholders

**1.00 PM, MONDAY, 10 NOVEMBER 2025**

Latest time for receipt of proxy appointments  
and postal votes

**1.00 PM, WEDNESDAY, 12 NOVEMBER 2025**

Annual Meeting of shareholders

## **ATTENDING THE MEETING IN PERSON**

Shareholders attending the meeting in person should email [KMain@bremworth.co.nz](mailto:KMain@bremworth.co.nz) with their CSN/Shareholder Number and the number attending to assist with catering. Alternatively, shareholders can call Kerry Main on +64 21 956 225.

Shareholders intending to join the factory tour after the meeting must ensure that they have covered footwear for their own safety.



# ATTENDING THE HYBRID ANNUAL MEETING

## INSTRUCTIONS

Shareholders can attend the Annual Meeting either in person at the Registered Office of the Company, 7 Grayson Avenue, Papatoetoe, Auckland, or virtually via Computershare's online meeting platform at <https://meetnow.global/nz>.

Directions to the venue can be found on pages 20 and 21 of the Notice of Meeting.

To attend the Annual Meeting virtually, access the online meeting platform at <https://meetnow.global/nz>, click 'GO' under the Bremworth 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, while also ensuring that your browser is compatible.

If you have any questions, or need assistance with the online meeting platform, please contact Computershare on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders attending virtually will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own devices.

Shareholders will still be able to appoint a proxy to vote for them or cast a postal vote, as they otherwise would, by following the instructions on the proxy and postal voting form and this Notice of Meeting.

Further details of how to participate virtually are provided in the accompanying Virtual Meeting Guide, together with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting.

Shareholders will require their CSN/Securityholder Number, which can be found on their proxy and postal voting form or their Annual Meeting email broadcast, for verification purposes.



# LETTER FROM THE CHAIR AND ITEMS OF BUSINESS

## DEAR SHAREHOLDER

On behalf of the Board of Directors (“**Board**”), I am pleased to invite you to the 2025 Annual Meeting (“**Annual Meeting**”) of shareholders of Bremworth Limited (“**Company**”) to be held at the Registered Office of the Company, 7 Grayson Avenue, Papatoetoe, Auckland, and virtually via Computershare’s online meeting platform at <https://meetnow.global/nz>, on Wednesday, 12 November 2025, commencing at 1.00 pm.

The items of business to be dealt with at the Annual Meeting are set out on page 5, and I refer you to the procedural notes on pages 17 to 19 for further detail.

## NOTICE OF ANNUAL MEETING 2025

### ITEMS OF BUSINESS

- A. Chair’s address
- B. Chief Executive Officer’s address
- C. Shareholder questions and discussion of 2025 annual report
- D. Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions (which require the approval of a simple majority of the votes of those shareholders entitled to vote and voting on the resolution):

**Resolution 1 - Election of Julie Bohnenn:**

That Julie Bohnenn, who retires and who is eligible for election, be elected as a director of the Company. See also Explanatory Note 1.

**Resolution 2 - Election of Trevor Burt:**

That Trevor Burt, who retires and who is eligible for election, be elected as a director of the Company. See also Explanatory Note 2.

**Resolution 3 - Election of Murray Dyer:**

That Murray Dyer, who retires and who is eligible for election, be elected as a director of the Company. See also Explanatory Note 3.

**Resolution 4 - Election of Rob Hewett:**

That Rob Hewett, who retires and who is eligible for election, be elected as a director of the Company. See also Explanatory Note 4.

**Resolution 5 - Auditor’s remuneration:**

That the directors be authorised to fix the remuneration of the auditor. See also Explanatory Note 5.

- E. Other business

To consider any other business that may properly be brought before the Annual Meeting.

Transcripts of the Chair’s and Chief Executive Officer’s addresses to the Annual Meeting, and any accompanying slide presentations, will be released to the NZX market announcement platform and posted on the Company’s website at the same time as they are delivered to the Annual Meeting.

**Rob Hewett**  
Chair  
13 October 2025



# ***EXPLANATORY NOTES***

## NOTICE OF ANNUAL MEETING 2025

The purpose of these explanatory notes (“**Explanatory Notes**”) is to provide shareholders with information on the matters to be considered at the Annual Meeting.

Pursuant to NZX Listing Rule 2.7.1, a director appointed by the Board must not hold office (without election) past the next annual meeting following the director’s appointment.

Accordingly, all four directors who were appointed during the year must retire at the Annual Meeting.

All four retiring directors are eligible for election and have put themselves forward for election.



## **ORDINARY RESOLUTION 1: ELECTION OF JULIE BOHNENN**

**JULIE BOHNENN** Independent Director

**Term of office:** Appointed as a director on 17 March 2025

**Board Committees:** Audit (Chair)

### **Profile**

Julie is an experienced director and business advisor with expertise across agriculture, retail, health, leisure and corporate travel, and wealth management sectors.

She joined the Board in March 2025 and is Chair of the Audit Committee. Julie is a Fellow Chartered Accountant with a proven track record as both a Chair and Audit and Risk Chair.

Julie has extensive experience in business restructuring, market disruption, mergers and acquisitions, stakeholder engagement, regulatory compliance and project governance.

Her current board roles are with Farmlands Co-operative Society (Chair of Audit and Risk), Forte Health Group, Reform Radiology and Moana Heights. Previously she has held board positions with J Ballantyne (Chair) and House of Travel Group (Executive Director).

The other directors unanimously support the election of Julie Bohnenn as a director.

The Board has determined that Julie will continue to be an independent director.

**ORDINARY RESOLUTION 2:  
ELECTION OF TREVOR BURT****TREVOR BURT** Independent Director

**Term of office:** Appointed as a director on 17 March 2025

**Board Committees:** People and Performance (Chair) and Audit

**Profile**

Trevor was appointed a director in March 2025 and has significant experience leading large and complex corporate organisations, and a proven record of implementing change and achieving results.

He is Chair of the People and Performance Committee and a member of the Audit Committee.

Trevor has held significant leadership roles in the global industrial gas sector in Australia, China, the USA and Germany.

He currently sits on the boards of New Zealand Lamb Company (Chair), Market Gardeners Limited, Landpower NZ Limited, NZ Drinks Limited and Hossack Station. Previously, Trevor has been a board member of MHM Automation (Chair), Ng i Tahu Holdings Corporation (Chair), Lyttelton Port (Chair), PGG Wrightson (Deputy Chair), Silver Fern Farms and Mainpower NZ (Director).

The other directors unanimously support the election of Trevor Burt as a director.

The Board has determined that Trevor will continue to be an independent director.



### **ORDINARY RESOLUTION 3: ELECTION OF MURRAY DYER**

**MURRAY DYER** Independent Director

**Term of office:** Appointed as a director on 17 March 2025

**Board Committees:** People and Performance

#### **Profile**

Murray was appointed to the Board in March 2025 and is a member of the People and Performance Committee.

He has 30 years of agribusiness, energy and international trade experience.

Murray's career started in the wool industry with Reid Farmers, has included executive and director roles in textile trading and co-founding an energy and commodity services business in London.

Murray founded and was Managing Director of Simply Energy. Murray is a shareholder and director of Utility Data Services and an investor in agritech.

He is a Chartered Member of the Institute of Directors, a graduate of the Kellogg Rural Leaders Program and completed an MIT Sloan Management Executive program on AI.

The other directors unanimously support the election of Murray Dyer as a director.

The Board has determined that Murray will continue to be an independent director.



**ORDINARY RESOLUTION 4:  
ELECTION OF ROB HEWETT**

**ROB HEWETT** Independent Chair of the Board

**Term of office:** Appointed as a director on 17 March 2025

**Board Committees:** Audit and People and Performance

**Profile**

Rob was appointed to the Board in March 2025 and has significant governance experience spanning agriculture, horticulture, exporting, supply chain and logistics, renewable energy, and retail.

Rob is currently a director of NZX listed T&G Global Limited, Chair of its Human Resources Committee and a member of its Audit and Risk Committee. He is also currently Chair of Farmlands Co-operative Limited, Woolscour Holdings Limited (Woolworks), Hilton Haulage Limited, Fern Energy Limited, Pioneer Energy Limited, AgrizeroNZ Limited and Rewiring Aotearoa Limited. He is immediate past Chair of Silver Fern Farms Limited and Silver Fern Farms Co-operative Limited, a former Councillor of Lincoln University and past Chair of Wool Impact.

He was awarded the Deloitte Top 200 Chair of the Year in 2023 and in 2019 received the Cooperative Business New Zealand Outstanding Contribution Award.

Rob also is a sheep and beef farmer, farming 10,000 stock units on a carbon positive 1,020ha medium hill country farm with significant forestry assets in South Otago.

Rob is a Chartered Fellow of the Institute of Directors and an alumni of Lincoln University, with a Masters in Commerce and a B.Com (Ag) Economics.

The other directors unanimously support the election of Rob Hewett as a director.

The Board has determined that Rob will continue to be an independent director.



## ORDINARY RESOLUTION 5: AUDITOR'S REMUNERATION

The Companies Act 1993 requires the Company to appoint an auditor and provides that the fees and expenses of an auditor appointed at an annual meeting can be fixed in the manner determined at that meeting.

Pursuant to section 207T of the Companies Act 1993, PwC is automatically reappointed as external auditor for the financial year ending 30 June 2026 at the Annual Meeting.

Section 207S of the Companies Act 1993 provides that the remuneration of the auditor is to be fixed in such a manner as the Company determines at the Annual Meeting.

The Board unanimously recommends that, consistent with commercial practice, the auditor's remuneration should be fixed by the directors.

Authority for the directors to fix the remuneration of the auditor is given by way of resolution at each annual meeting of shareholders of the Company.

# PROCEDURAL NOTES

## VOTING

As required by NZX Listing Rule 6.1.1, the Chair of the Annual Meeting will be calling a poll in relation to all the resolutions to be put to shareholders at the Annual Meeting so that the results will be determined on the basis of one vote per share held.

No shareholder is prohibited from voting on the resolutions and all shareholders will vote together as one class.

## PERSONS ENTITLED TO VOTE

For the purposes of voting at the Annual Meeting, only those shareholders registered as such as at 5.00 pm on Friday, 7 November 2025 shall be entitled to attend and exercise the right to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

## DIRECTORS' INTENTION TO VOTE

Where shareholders appoint the directors of the Company, including the Chair, as their proxy and expressly grant the directors discretion on how to cast their votes, the directors have advised that they intend to vote in favour of all resolutions, except that the Chair will abstain from voting discretionary proxies in respect of his own election.

## PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or representative in the case of a corporate shareholder) to attend and vote instead of him or her. A proxy need not be a shareholder of the Company. A shareholder may appoint the Chair of the Annual Meeting or any other director as his or her proxy if he or she wishes.



In addition, where a shareholder does not name a person as their proxy but otherwise completes the proxy and postal voting form in full, or where a shareholder's named proxy does not attend the Annual Meeting, the Chair of the Annual Meeting will act as that shareholder's proxy and will vote in accordance with that shareholder's express direction and, if expressly granted a discretion on how to vote, will vote in favour of all resolutions, except that the Chair will abstain from voting discretionary proxies in respect of his own election.

To appoint a proxy, shareholders should complete the relevant sections of the proxy and postal voting form accompanying this Notice of Meeting which must be deposited with the Company using one of the methods outlined on the proxy and postal voting form by 1.00 pm on Monday, 10 November 2025 (being 48 hours before the start of the meeting).

These methods include:

1. lodging the proxy appointment online on the website of the Company's share registrar [www.investorvote.co.nz](http://www.investorvote.co.nz); or
2. returning the signed proxy and postal voting form to the Company's share registrar (a) using the reply-paid envelope provided; (b) by e-mailing to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

## POSTAL VOTING

Shareholders entitled to attend and vote at the Annual Meeting may cast a postal vote instead of attending in person or appointing a proxy to attend. Victor Tan, the Company Secretary, has been authorised by the Board to receive and count postal votes at the Annual Meeting ("**Authorised Person**").

To cast a postal vote, shareholders should complete the relevant sections of the proxy and postal voting form accompanying the Notice of Meeting which must reach the Authorised Person using one of the methods outlined on the proxy and postal voting form by 1.00 pm on Monday, 10 November 2025 (being 48 hours before the start of the meeting).

These methods include:

1. lodging the postal vote online on the website of the Company's share registrar [www.investorvote.co.nz](http://www.investorvote.co.nz); or
2. returning the signed proxy and postal voting form to the Company's share registrar (a) using the reply-paid envelope provided; (b) by e-mailing to [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

## ONLINE PROXY APPOINTMENT AND POSTAL VOTING

To lodge proxy appointments and postal voting online, shareholders will need to follow the prompts online at [www.investorvote.co.nz](http://www.investorvote.co.nz). Shareholders will require their CSN/ Securityholder Number and postcode (if in New Zealand) or country of residence (if outside New Zealand) and the secure access control number, all of which can be found on the proxy and postal voting form accompanying the Notice of Meeting.

Alternatively, shareholders can scan the QR code that appears on their proxy and postal voting form with their smartphone or tablet and follow the directions provided. To scan the code, shareholders need to have already downloaded a free QR code reader to their smartphone or tablet. When scanned, the QR code will take them directly to the mobile voting site.

## SHAREHOLDER QUESTIONS

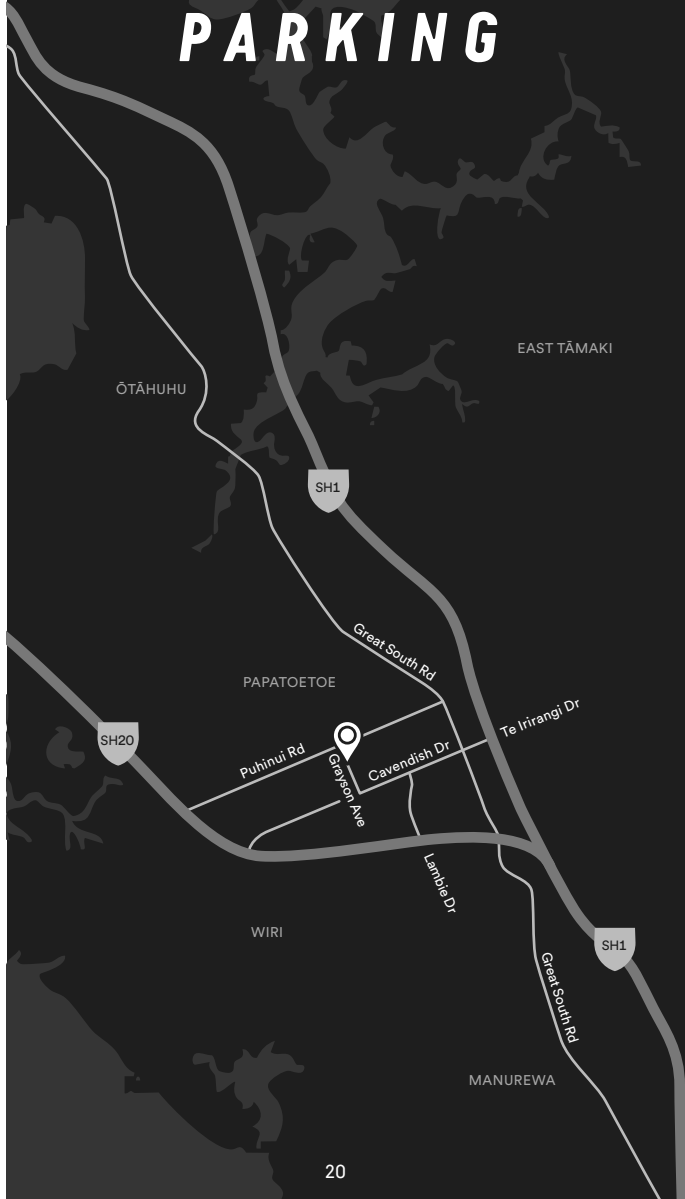
Shareholders present at the Annual Meeting will have the opportunity to ask questions when invited to during the Annual Meeting. Alternatively, shareholders can submit questions ahead of the Annual Meeting by writing to the Board and submitting it to the Company in the reply-paid envelope or by email to [KMain@bremworth.co.nz](mailto:KMain@bremworth.co.nz).

Motions will not be allowed from the floor.

The Company's external auditor, PwC, will be available during the Annual Meeting to answer questions from shareholders in respect of the external audit function and the audit of the financial statements for the year ended 30 June 2025.



# VENUE AND PARKING



## NOTICE OF ANNUAL MEETING 2025

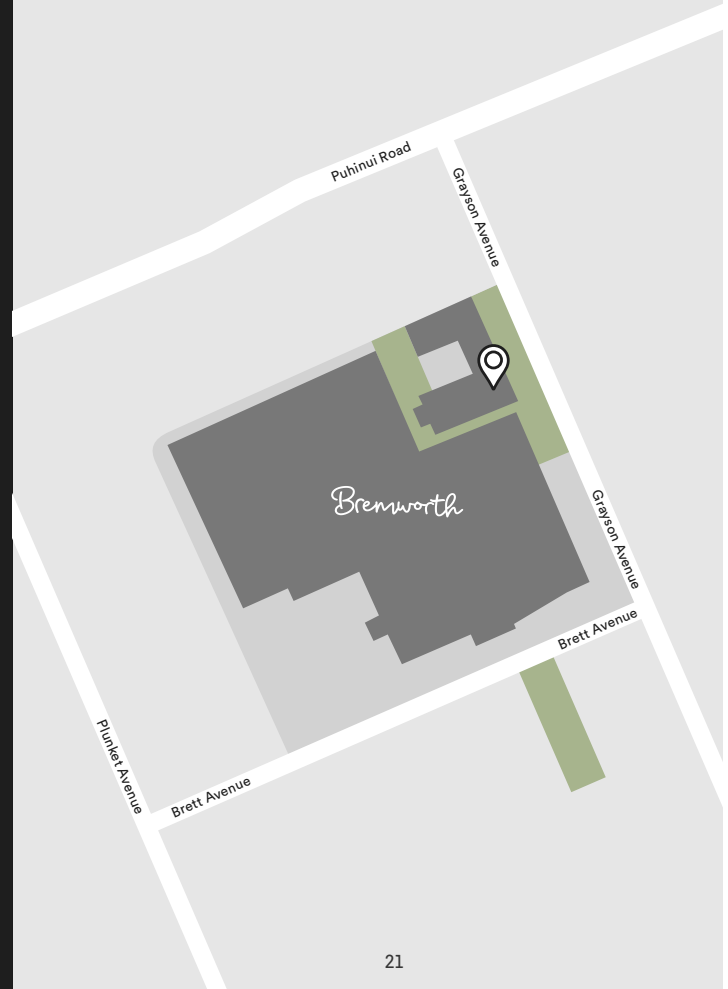
### VENUE

**Bremworth Limited**  
7 Grayson Avenue, Papatoetoe, Auckland

#### Venue Parking

Available on Grayson Ave. and Brett Ave.

Bremworth staff will be on hand to direct shareholders to the available car parks on the day of the Annual Meeting.





**Bremworth Ltd**

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[www.bremworth.co.nz](http://www.bremworth.co.nz)