AUSTRALIAN ORGANIC LTD
ACN 075 676 327

NOTICE OF SPECIAL GENERAL MEETING
called pursuant to Section 249C of the Corporations Act 2001

AUSTRALIAN ORGANIC LIMITED
ACN 075 676 327

TAKE NOTICE that a general meeting of the members of Australian Organic Limited will be held:

Online on 25 September 2026 at 4pm (AEST).

Please note that, for an Australian public company limited by guarantee, section 136(2) of the *Corporations Act 2001 (Cth)* provides that "*The company may modify or repeal its constitution, or a provision of its constitution, by special resolution*."

Section 9 (Definitions) in Division 1 of the Corporations Act (Cth) provides that a special resolution must be:
"*passed by **at least 75% of the votes** cast by members who are entitled to vote on the resolution.*"

ATTENDING THE MEETING ONLINE

The general meeting will be conducted online with members able to participate online via the online platform at: Zoom link for the purpose of considering and, if thought fit, passing the following resolution as a **special resolution**:

ITEM OF BUSINESS

1.	To consider and, if thought fit, pass the following resolution as a special resolution: *"That, pursuant to section 136(2) of the Corporations Act 2001 (Cth), the existing Constitution of Australian Organic Limited be repealed in its entirety and the document tabled at this meeting and signed by the Chairperson for the purposes of identification, being the proposed new Constitution of Australian Organic Limited, be adopted as the Constitution of the Company with effect from the close of this meeting."* **Explanatory Note**: The Board considers it appropriate to update the Company's Constitution to reflect current best practice and legislative requirements. The key changes proposed in the new Constitution include:

a. **Classes of Members** — the existing membership structure (which comprised "Ordinary Members" and "Associate Members" with discretionary categories) is replaced with three defined Classes of Members:

   – **Voting Members** (organic operators, retailers, certifiers, auditors, and others approved by the Board);

   – **Grandfather Members** (a closed class comprising persons who were Members at the Determination Date); and

   – **Supporter Members**. A person may only hold membership in one Class at a time, and the Board may reclassify a Member between Classes where the relevant criteria are or cease to be met (subject to written notice and an opportunity to respond).

b. **Readmission of Members after Expulsion** — the updated Constitution introduces a new provision (article 8.9) permitting a person whose membership has been terminated under the disciplinary provisions to apply for re-admission, subject to the following conditions:

   (iii) no application may be made earlier than 3 years after the date the expulsion took effect;

   (iii) any application must be made in accordance with article 4 and the Membership Policy and must be approved by the Board (not the Membership Committee); and

   (iii) re-admission is entirely at the absolute discretion of the Board, which is not bound to give reasons for refusing re-admission.

c. **Election of Directors** — the updated Constitution provides that Directors are nominated by the Board or the Nomination and Remuneration Committee and elected by Members by Ordinary Resolution at an annual general meeting (replacing the previous model of Board appointment). The Board or Committee must nominate at least as many candidates as there are vacancies to be filled, and the candidates receiving the highest number of votes are elected. Directors who retire by rotation are eligible to be nominated by the Board for re-election by Members at the same meeting.

	d. **Appointment of Independent Chairperson** — the updated Constitution requires the Board to nominate an Independent Chairperson for election by Members at an annual general meeting. The Independent Chairperson must be independent of management and free from business or other relationships that could materially interfere with their independent judgment. The Independent Chairperson holds office for a term of up to 3 years, is eligible for re-election, and may not serve for more than 6 consecutive years. The Independent Chairperson may be removed by Special Resolution of Members or by resolution of the Board where grounds for vacation of office are satisfied. e. **Business Name** — the updated Constitution introduces a new article permitting the Company to trade or carry on business under one or more business names as adopted by the Board by resolution from time to time, in addition to its registered company name. The Board may change, retire or adopt a new business name at any time without the need for a resolution of Members, provided that any business name adopted must be registered in accordance with applicable legislation. A copy of the proposed new Constitution is available for inspection by members at the registered office of the Company and will be provided to any member on request. The proposed new Constitution will be tabled at the meeting.

ENTITLEMENT TO APPOINT PROXY

Members entitled to attend and vote at this meeting of the Company are entitled to appoint an individual or a body corporate as their proxy to vote on their behalf.

A member who is entitled to cast two or more votes at the meeting may appoint two proxies and may specify the proportion each proxy is entitled to exercise.

A proxy need not be a member of the Company.

To be effective, a notice of appointment of proxy (which is to take the form attached to this Notice of General Meeting) must be completed and returned to the Company's registered office at 18 Eton St Nundah QLD 4012 or by email sent to Secretary@austorganic.com, no later than 48 hours before the time for holding the meeting.

DATED: 28 August 2026

AUSTRALIAN ORGANIC LTD
ACN 075 676 327

By Order of the Board

NOTICE OF APPOINTMENT OF PROXY

AUSTRALIAN ORGANIC LIMITED
ACN 075 676 327

Attn: The Secretary
Australian Organic Limited
18 Eton St
Nundah QLD 4012

I, ____________________, of ___________________ being a member of Australian Organic Limited, appoint ____________________ of _________________________ as my proxy to vote for me on my behalf and exercise all of my rights including voting rights, at the general meeting of the company to be held on 25 September 2026 and at any adjournment of that meeting.

I direct my proxy to vote as indicated below:

Resolution	For	Against
Special Resolution — Repeal of existing Constitution and adoption of new Constitution		

Signed ....

Date ....

APPENDIX B – AMENDED AOL CONSTITUTION