



# SYNLAIT MILK LIMITED

## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that our Inaugural Annual Meeting of Shareholders of Synlait Milk Limited will be held at **Peppers Clearwater Resort**, Clearwater Avenue, Northwood, Christchurch, 8051, South Island, New Zealand, on **Tuesday 3 December 2013**, commencing **at 1pm**.

Please note this is a change of venue from the previously advised location.

We look forward to seeing you there if you can make it.

### AGENDA

Our Annual Meeting agenda is as follows:

1. Welcome
2. Chairman's Address
3. Managing Director's Address
4. Formal Resolutions:

(i) **Auditor's Remuneration**

**Resolution 1:** To consider and, if thought fit, pass the following as an ordinary resolution:

*"That the Board be authorised to determine the auditor's fees and expenses for the 2014 financial year."*

(ii) **Re-election of Directors**

**Resolution 2:** To consider and, if thought fit, pass the following as an ordinary resolution:

*"That Graeme Milne be re-elected as a Director."*

**Resolution 3:** To consider and, if thought fit, pass the following as an ordinary resolution:

*"That John Penno be re-elected as a Director."*

**Resolution 4:** To consider and, if thought fit, pass the following as an ordinary resolution:

*"That Sam Knowles be re-elected as a Director."*

5. **Any other business**

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



## Proxies

A Proxy Form is included with this Notice.

Any of our shareholders who are entitled to attend and vote at the Annual Meeting, may appoint a proxy to attend the meeting and vote on their behalf. A proxy does not have to be a fellow shareholder, and you can nominate the Chairman as your proxy if you wish.

The Chairman intends to vote any discretionary proxies in favour of all resolutions.

To be valid, a completed Proxy Form must be sent to Computershare Investor Services Limited (please see the Proxy Form for the address). You can also appoint your proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz) (note you will need your CSN/Shareholder Number and Postcode).

In all cases your completed Proxy Form must be received no later than **1pm on Sunday 1 December 2013**.

## Resolution requirements

An ordinary resolution is a resolution passed by a simple majority of votes of shareholders who are entitled to vote on the resolution and who exercise their right to vote.

## Any detailed questions for the Directors?

To assist us in providing a proper response to any detailed questions you may want to raise at the Annual Meeting, please forward questions to us in advance of the meeting. Questions should be sent via email to [quentin.lowcay@synlait.com](mailto:quentin.lowcay@synlait.com) no later than **4pm on Thursday 28 November 2013**.

Directors will then ensure that any questions or comments submitted will be addressed in the course of the Annual Meeting.

## Presentation materials

If you are not able to make it to the Annual Meeting, copies of any materials presented at the meeting by the Chairman and the Managing Director will be available on our website ([www.synlait.com](http://www.synlait.com)) and on the NZX website ([www.nzx.com](http://www.nzx.com)) shortly after the Annual Meeting commences.

By order of the Board

**Quentin Lowcay**  
General Counsel & Company Secretary



## Explanatory notes

### **Explanatory Note 1 (Auditor's Remuneration – Resolution 1)**

Deloitte is our existing auditor and is automatically reappointed at the Annual Meeting under section 200 of the Companies Act 1993. The proposed resolution is to authorise the Board to fix the fees and expenses of the auditors for the coming financial year for the purposes of section 197 of the Companies Act 1993.

### **Explanatory Note 2 (Re-election of Directors – Resolutions 2-4)**

#### ***Graeme Milne***

Under clause 5 of Schedule 1 to our Constitution, one-third of the Independent Directors (being those who have been longest in office) must retire from office at the Annual Meeting each year, but are able to be re-elected. Accordingly, Graeme Milne retires from office, and, being eligible, offers himself for re-election.

#### **Graeme Milne**

Chairman (Independent)

Graeme joined the Synlait Group as a director in 2006. Graeme brings extensive international dairy industry experience to the Board. He has spent most of his career in the dairy industry working in New Zealand, Australia and Europe. Graeme's first role as a CEO was for Bay Milk Products in 1992. Later he was CEO of the New Zealand Dairy Group prior to the formation of Fonterra, and thereafter held various interim roles as CEO of Richmond Limited and Bonlac Limited in Australia. Graeme is now a farmer and company director in a range of sectors.

Graeme's other Chairmanships are currently Pacific T and R Limited, Terracare Fertilisers Limited, New Zealand Pharmaceuticals Limited, Johnes Disease Research Limited, the Rural Broadband Initiative National Advisory Committee and Chairman of the Governance Board of Rimani Farms Limited. Graeme is also currently a director of SML New Zealand Limited, Synlait Milk Finance Limited, FMG Insurance Limited (Farmers Mutual Group), Genesis Energy Limited, The New Zealand Institute for Rare Disease Research Limited, NZP Holdings Limited and Alliance Group Limited. Graeme is a member of the Massey University School of Advanced Engineering and Technology Advisory Board.

#### ***John Penno and Sam Knowles***

Prior to our listing on the New Zealand Stock Exchange, the Board made two additional Director appointments (being John Penno and Sam Knowles). In accordance with clause 22.6 of the Constitution, these Directors retire from office at the Annual Meeting but are eligible for re-election. Both John and Sam offer themselves for re-election and their biographies are set out below.

The Board appointed John Penno as Managing Director under clause 24.1 of the Constitution, and, if Resolution 3 is passed, John will continue as Managing Director for the balance of his 5 year term (expiring on 21 June 2018).

#### **John Penno**

Chief Executive Officer and Managing Director

John co-founded the Synlait Group in 2000 and has been a full-time executive for the Synlait Group for the last 11 years. With the appointment of Graeme Milne as an independent chairman of Synlait Limited in 2006, John stood down from his initial role as executive chair to focus on the Managing Director role.



After completing an Agricultural Science degree, John commenced his career in the dairy industry as a consulting officer for the New Zealand Dairy Board before joining Dexcel as a research scientist where he completed a PhD in animal science. As a scientist and research program leader he worked to enable New Zealand dairy farmers to increase productivity and profit. In 2000, John was appointed General Manager of the NZ National Dairy Industry Extension Program which serviced farm owners, workers and rural professionals.

John was appointed as Managing Director of Synlait Milk on 21 June 2013. John is also currently a director of SML New Zealand Limited, Synlait Milk Finance Limited, Synlait Farms Limited (which is a supplier of raw milk to Synlait Milk), Synlait Farms Finance Limited, Robindale Dairies Limited, Thorndale Dairies Limited and Riverlands Four Limited. In the past five years John has also been a director of Dairy Insight, Axe Brasil Limited, Synlait Limited and a number of companies associated with the Synlait Group and / or dairy farms. John was the inaugural Chairman of the Dairying and Environment Leadership Group. John is a member of the New Zealand China Council Advisory Board. In 2009, John received an emerging leaders award from the Sir Peter Blake Trust and was also awarded the Federated Farmers inaugural agribusiness person of the year.

### Sam Knowles

Director (Independent)

Sam has held senior executive positions in major banks in both Australia and New Zealand and has extensive experience in strategy, marketing, organisational capability building, and private and public sector governance including over 10 years on boards of NZX listed companies.

Sam is perhaps best known for his role in establishing Kiwibank and subsequently leading the company over 10 years through its transition from startup to a large successful business.

Since leaving Kiwibank in 2010 Sam has taken governance roles in growth businesses. His NZX listed companies are Chairman of Xero and a Director of TrustPower and SLI Systems. Sam's other governance roles include Chairman of Partners Life, OnBrand Partners and Fingertapps and a Director of Magritek and Rangatira.