

MINUTE BOOK

THE MINUTES OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF CCW CO-OPERATIVE LIMITED HELD IN THE FUNCTION PAVILION, RIVERLAND FIELD DAY SITE, STURT HIGHWAY, BARMERA, SA, ON TUESDAY, 21 MAY 2024, AT 4.00PM.

PRESENT: Board - P Hill (Chairman), A Brock (Deputy Chairman), A Clark (Independent Director), D Cotsaris, B Fenwick, M Evans, A Koutouzis
Staff - P Szabo (General Manager), K Burton (Company Secretary), V Zois (Executive Assistant), A Lipman (Viticulturalist), M Kargas (Commercial Manager)

331 shareholdings represented

WELCOME:

The Chairman welcomed all shareholders to the meeting, with a special welcome to Matt King representing William Buck, Phil Schaedel representing Commonwealth Bank. The Chairman further introduced Directors and Staff and declared the meeting open.

APOLOGIES: Nil

NOTICE OF MEETING:

The Chairman requested that the Notice of Meeting be taken as read.

MINUTES OF THE ANNUAL GENERAL MEETING HELD ON 16 MAY 2023:

It was moved P Hill, seconded R Brock that the Minutes of the Annual General Meeting held on 16 May 2023 be taken as read.

Carried.

CHAIRMAN'S REVIEW:

The Chairman's Annual Review of Operations as contained in the published accounts was taken as read.

FINANCIAL REPORTS:

The Chairman requested that the Statement of Profit and Loss and the Statement of Financial Position for 12 months ended 31 December 2023, as published, be taken as read.

The Chairman highlighted the sales of \$42.3m, grape payments of \$39.5m and also the write down of inventory of \$406,802 as key factors in recording a loss of \$114,309 for the period.

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It was moved P Hill, seconded L Curtis that the Statement of Profit and Loss and the Statement of Financial Position for the 12 months ended 31 December 2023, as published be taken as read, each shareholder having received a copy of same.

The Chairman advised he had received 137 proxies in favour of the resolution.

Carried.

ELECTION OF DIRECTORS:

The Chairman advised that in accordance with Rule 39, Brenton Fenwick and Andrew Kassebaum retire.

Brenton Fenwick did not seek re-election and Andrew Kassebaum resigned in December 2023.

Jim Caddy, Matthew Chapple, Ian McFarlane, and Jason Perrin were nominated in accordance with the rules, and therefore, a ballot was necessary.

The Chairman advised that information on each of the Nominees was circulated to all shareholders.

Matt King was appointed as the returning officer and K Burton as scrutineer.

The Chairman advised that 137 proxies had been received in respect of the resolution.

Following the voting and counting of votes, the results were declared by the Chairman, P. Hill. It was declared that Jim Caddy and Matthew Chapple were duly elected for a 3 year term.

Results of voting:	Jim Caddy	193
	Matthew Chapple	173
	Ian McFarlane	151
	Jason Perrin	145

The Chairman thanked outgoing Directors Brenton Fenwick and Andrew Kassebaum for their past service on the board and thanked Ian McFarlane and Jason Perrin for nominating.

REMUNERATION OF DIRECTORS:

The Chairman advised that the motion from 2022 remains in place being –

That Directors' remuneration be capped immediately at the present level for as long as CCW members are subjected to levies in excess of \$5(five dollars) per tonne for administrative costs.

There was no further discussion or motions received from the floor.

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GENERAL MANAGER PRESENTATION:

Peter Szabo, GM, gave an overview of the 2024 vintage and provided data and grape intake comparisons for the previous 10 years. He addressed the current status of the wine industry, providing market data spanning from 2007 to 2023.

An overview of the CCW Direct business component was provided, explaining sales to date and the forecast of sales for the current year, including comparison to budget.

Next Steps

Grower survey ASAP – important for data to be correct to enable accurate planning.
Meet with Accolade Wines staff, regarding future intake, sprays, baume estimates.
Sustainability – discussed the opportunities for CCW to be assessed as one entity.
Fruit fly.

A copy of the presentation is attached.

Questions from the floor – Nil.

OTHER BUSINESS:

The Chairman opened the floor for other business.

Discussion and further information, was provided around a proposed new rule by a member, being – *“the Co-operative can only enter into a business venture to be financed by a levy raised from co-operative members’ funds, if approved by ordinary resolution of a general meeting.”*

A number of written questions were submitted prior to the meeting, which were included in the presentation at Other Business and answered within the Chairman’s address – a copy of the presentation is attached.

A question was raised from the floor requesting further clarification around the question “what does Viti admin costs cover.” It was noted that the EOY financial booklet within the Vintage Realisation Account shows the amount of \$335,606.

This question was taken on notice.

The following response does not make up part of these minutes but is provided here for information to members –

The description should actually read Admin Costs – Viticultural/Commercial as it combines both of these departments. The items included in that amount are –

- *Wages, super and other oncosts including FBT for 2 staff members*
- *Viti casuals*
- *Telephone and other general office requirements*
- *Motor vehicle expenses for 2 vehicles*
- *Travel (Commercial only)*
- *Other costs which include vine/soil testing, GrapeLink fees, trademarks, US market entry fees etc.*

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SPECIAL BUSINESS:

Ordinary Resolution

The Chairman passed the meeting over to the Deputy Chairman, A Brock, who advised that in accordance with Rule 27(4), a member has given notice of intention to propose the following resolution –

“That the Board resolves to put to a growers vote, under section 44 of our CCW rules, and section 180 of the Co-operatives National Laws (SA) Act of 2013, the removal of Mr Peter Hill from the Board of Directors.”

The Deputy Chairman advised that 137 proxies had been received in respect of the Ordinary Resolution.

Following the voting and counting of the votes, the results were declared by a simple majority that Mr Peter Hill remains a Director for CCW (141 votes For, 188 votes Against).

Special Resolution

The Chairman resumed the meeting to conduct a vote on the Special Resolution: Proposed New Supply Agreement between CCW and Accolade Wines.

In accordance with Rule 36(1)(a) of the Rules of CCW Co-operative Limited and Sections 239(1)(a) and 240(1) of the Co-operatives National Law (South Australia) Act 2013, the following resolution was proposed –

“It is resolved that:

- 1) The Board of CCW be empowered and authorised to negotiate and execute a full-form New Supply Agreement with Accolade Wines, the terms, and conditions of which will include:
 - (i) Terms and conditions consistent with the Key Terms Sheet; and
 - (ii) Such other terms customarily found in a grape supply agreement including, without limitation, terms governing termination, disputes, grape harvest and delivery, and pricing adjustments.
- 2) The Board of CCW be empowered and authorised to undertake all related matters on behalf of CCW which the Board deems necessary or desirable to give effect to resolution (1).
- 3) Each director of CCW be severally authorised to do any act, matter, or thing and to execute and deliver any document necessary in connection with the preceding resolutions.”

The Chairman advised that 137 proxies had been received in respect of the special resolution.

Following the voting and counting of votes, the results were declared by the Chairman that the above Special Resolution was not passed by a two thirds majority and no authorisation was given to the CCW board to progress to a full-form Supply Agreement with Accolade Wines. (17 votes For, 314 votes Against).

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CLOSURE:

The Chairman then thanked all shareholders for attending, and declared the meeting closed at 5.30pm.

CERTIFIED as a true and correct record

..... P HILL
CHAIRMAN

Date

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