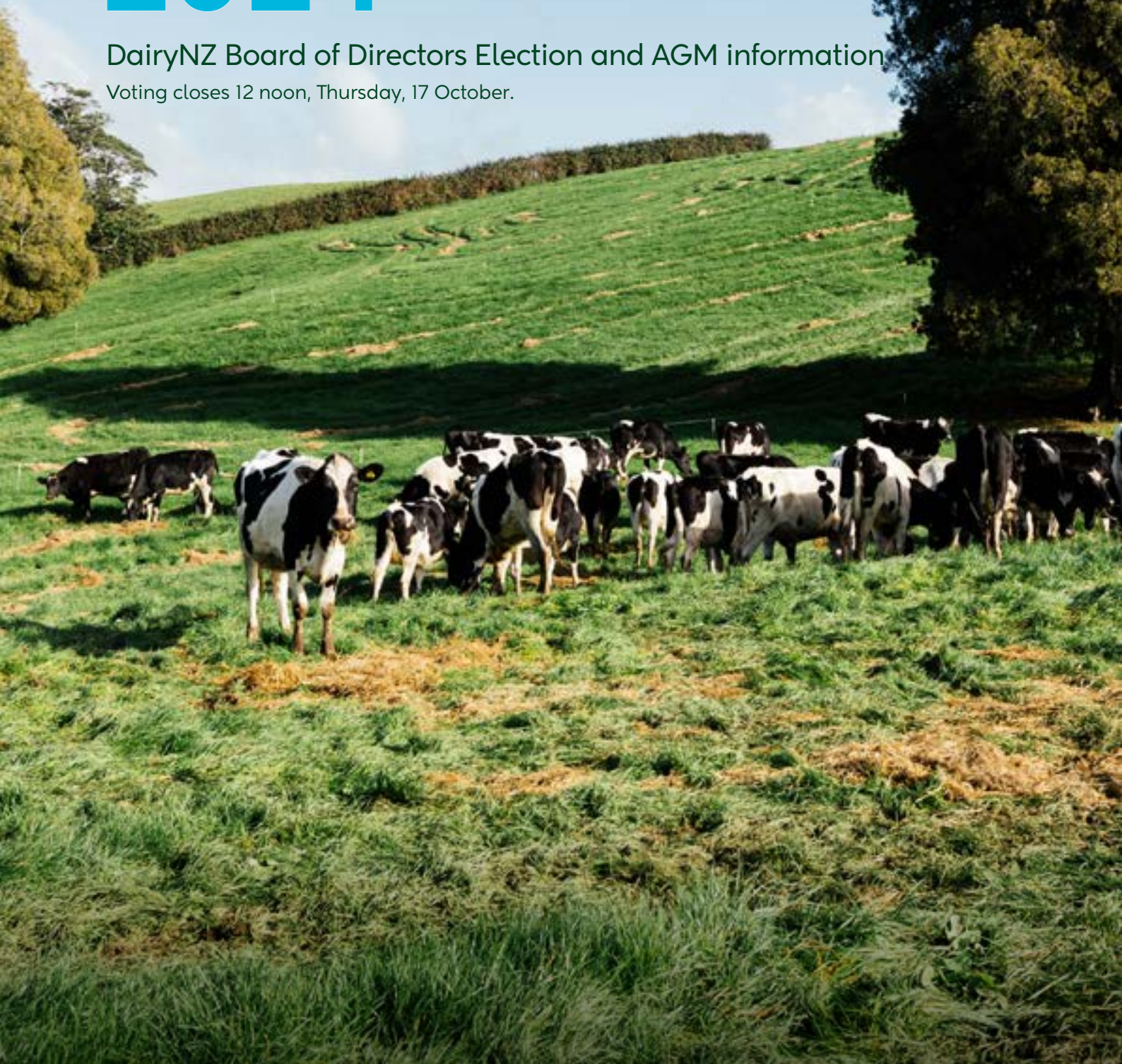




AGM notice of meeting 2024

DairyNZ Board of Directors Election and AGM information

Voting closes 12 noon, Thursday, 17 October.





Kia ora koutou

Thank you for taking the time to read through this booklet and the annual report to inform your consideration of the AGM resolutions and Board of Director candidates.

This year DairyNZ releases its financial results amid a new strategic direction, capturing some of the old and some of the new.

We ended this financial year with no debt and flat expenditure to combat inflation (cash operating costs down 1%), while continuing to increase our investment in R&D.

While recording a loss of \$3m, it reduces to a \$0.2m loss after the exclusion of one-off accounting changes, which is a 93 percent improvement on the year before.

The inflationary environment made reducing costs a priority this year. Projects were rescoped ahead of DairyNZ's new strategy in June, which demands a sharper focus on value for levy, and on longer term challenges and opportunities.

Your feedback has been invaluable in shaping the new strategic direction, which positions us well to progress a positive future for New Zealand dairy farming.

After running the ruler across the business, we made operational changes to reduce costs and underline our core focus on science, research and farm systems.

This included cutting \$1m by ending a TV campaign, reducing our workforce and a new team structure which amplifies our focus on science, farmer engagement and policy.

We continue our investment in R&D, up 5 percent on last year. This is what drives the delivery of our world-class science and expertise back to farm, to support profitability, sustainability and international competitiveness.

Dairy farmers delivered 1,883,234,495kg of milksolids, up 0.5 percent on the previous year, despite weather and price pressures.

You've been producing more milksolids with fewer cows for four of the past five seasons, which is a contribution to be proud of given how connected dairy's performance is to the economy.

Company Outlook

Since 2013, DairyNZ's revenue has remained relatively stable. Reduced commercial and co-funding income has been compensated for by increased milk production and levy income which has now plateaued. The levy rate has remained unchanged at 3.6 cents kg/ms since DairyNZ was established in 2007.

We made the decision, given the challenging environment levy payers were managing, to use cash reserves for a second year in a row to continue the long-term research and farm system programmes we had committed to. Operational cash reserves currently sit at \$23.8m. Like your business, DairyNZ's cash is dependent on the milk curve and fluctuated between \$26m and \$7m over the year.

For the coming year we expect our income to remain flat, and so we will manage expenditure tightly and use cash reserves once again to deliver on our committed programmes.

As an organisation, DairyNZ has made tough decisions to reduce costs, take on feedback, and set up to better meet the needs of dairy farmers into the future.

Thank you for taking the time to read the paperwork and cast your vote.

Jim van der Poel
Chair



Campbell Parker
Chief Executive



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DairyNZ

Annual General Meeting (AGM)

2024 AGM

On behalf of the DairyNZ Board, we are pleased to invite our levy payers to attend DairyNZ's AGM.

This year we are excited by the opportunity to connect with farmers in the Canterbury region, and our AGM is being hosted at the Clearwater Golf Club in Christchurch on Tuesday 22 October.

We are pleased to have secured a guest speaker and warmly welcome the Vice-Chancellor of Lincoln University, Professor Grant Edwards BAgSci (hons), DPhil.

Light refreshments and drinks will be available from 6:30pm, allowing the opportunity to network with other farmers, DairyNZ staff and board members prior to the AGM commencing at 7pm.

The AGM will present key highlights from the 2023/24 year, including how DairyNZ invested levy funds last season, a summary of the annual audited financial accounts and an overview of DairyNZ's strategy and future investment priorities.

We will also announce the successful farm director candidates at the AGM, and there will be an opportunity to ask questions of board members and the Chief Executive.

A recording will be made available on the DairyNZ website within 24 hours of the AGM close.

Levy payers can find out more at dairynz.co.nz/agm

Election vote pack

Each DairyNZ Incorporated levy payer has been sent:

- a letter or an email with their voting credentials
- DairyNZ's 2023/24 annual report
- a notice of meeting, which includes:
 - the AGM agenda
 - information on resolutions
 - candidate profiles for the director election

Notice of DairyNZ AGM

DairyNZ's AGM will be held at Clearwater Golf Club, Christchurch on Tuesday 22 October at 7pm. Light refreshments will be available from 6:30pm, before the AGM commences.

AGM agenda

Below is the proposed programme for the DairyNZ AGM.

Levy payers should note that the order of items may change at the discretion of the Chair.

Welcome

- Welcome/introduction
- Guest speaker – Vice-Chancellor of Lincoln University, Professor Grant Edwards BAgSci (hons), DPhil
- Resolution 1 – approval of minutes from the 2022/2023 AGM (a show of hands)
- Chair's review
- Chief Executive's review – strategy overview and 2025 investment priorities
- Chief Financial Officer review – presenting the company's 2023/24 financial results
- Questions from members

Announcement of vote results

- Resolution 2 – approval of appointing PwC as auditor of DairyNZ Inc and subsidiaries
- Resolution 3 – approval of changes to the Rules of DairyNZ Inc
- Directors' Remuneration Committee Chair provides a review
- Resolution 4 – approval of remuneration of the Directors of DairyNZ Inc
- Resolution 5 – ratification of Independent Director David Hunt
- Announcing the farmer elected Directors for the Board of DairyNZ Inc

Close of meeting

Tea and coffee will be available at the close of the AGM, with an opportunity to engage with DairyNZ's Board members and senior leadership.

The AGM will be held at Clearwater Golf Club, Christchurch on Tuesday 22 October from 7pm. Light refreshments will be available from 6:30pm, prior to the AGM commencing.



2024 AGM Resolutions

Resolution 1 – approval of minutes from the 2022/2023 AGM (voting by show of hands at the (AGM)

Resolution 2 – appointment of PwC as auditor

A formal request for proposal was started last year for the provision of external audit services going forward.

This process is part of DairyNZ's focus on improving governance and ensuring robust control, with new auditors often able to bring fresh perspectives.

At the conclusion of this process, PwC is recommended as the auditor. Mark Todd, Chair of the Audit and Risk Committee, has provided the following report for members in relation to the appointment of PwC, to replace KPMG as current auditor.

2024 report to members of DairyNZ Inc from Chair of the Audit and Risk Committee

The Audit and Risk Committee (ARC) have the responsibility to follow best practice for corporate governance, internal control policies and procedures, including considering the appointment of DairyNZ's external auditor. ARC, with the support of the DairyNZ Board, initiated a request for proposal (RFP) for external audit services in November 2023, which intended to review and determine the appropriate external provider of our audit services going forward.

It is good organisational practice to review our external auditor periodically. The process provides assurance to you, our stakeholders, that neither the Board nor our auditors take this relationship for granted, and that our external provider continues to demonstrate they are the best qualified to undertake this role. It was agreed this was an appropriate time to assess what other providers were available, given DairyNZ has had the same auditor since inception.

The process is simply good practice. It is no reflection, good or bad, on our current auditor KPMG. This was an opportunity to explore what alternative providers could offer to ensure they are the best in terms of process and value for levy payers.

Considerations:

Both management and ARC designed and agreed on an evaluation methodology to score and rank the RFPs, with the criteria representative of what DairyNZ values in an audit provider. The following was taken into consideration:

1. Improved audit quality and/or service.
2. Improved efficiency of the audit process and delivery.
3. Audit Plan and Delivery fits to delivery timeline of DairyNZ.
4. Audit fee represents value to levy payers.
5. Access to a wider range of relevant experience (PBE, Project based, SSP) and best practice audit practice.
6. Continuity in auditor (team and personnel).
7. Responding to corporate governance best practice - independence for example.
8. Demonstration of a robust audit plan.

Following this RFP process, ARC and the DairyNZ Board are recommending that we change our audit service provider to PwC from incumbent auditor KPMG.

We are confident that PwC will provide a robust audit plan and process, be a good fit for DairyNZ and provide appropriate assurance for dairy farmers, as they bring a fresh perspective along with best governance practice and value for levy payers.

Mark Todd

Chair

DairyNZ Audit and Risk Committee

Resolution of the members of DairyNZ pursuant to Rule 51.1

IT IS HEREBY RESOLVED:

That the members approve the proposal for PwC to be appointed as auditor for DairyNZ Inc and its wholly owned subsidiaries.

Resolution 3 – approval of changes to the Rules of DairyNZ Inc

Following the last AGM in October 2023, DairyNZ’s Board engaged in a process of reviewing its rules.

DairyNZ Inc is an Incorporated Society, and the Rules outline the purpose of the organisation and how it operates for the benefit of its members along with how it is accountable to its members. The DairyNZ Inc (“Society”) Rules, known as the Rules of DairyNZ, were adopted on the formation of the Society in 2004.

The introduction of the Incorporated Societies Act 2022 (Act) replaces the current Act of 1908 and has meant that societies have until 5 April 2026 to adopt changes required under the new Act and make updates that reflect the current operation of the Society and best practice. The Rules of DairyNZ Inc have therefore been reviewed considering the update of the Act, while using this opportunity to consider feedback from farmers in recent years on some of DairyNZ’s rules.

This review and changes to the Rules are part of DairyNZ’s wider strategy reset process to emphasise good governance practice, with the aim of strengthening our governance framework. This has resulted in a range of proposed changes to the Rules of DairyNZ, with amendments having been made to ensure that they are robust, up to date and take on previous feedback.

The Board is seeking approval of the changes as part of this election process. The remit proposed is for one approval on all changes to the Rules.

A summary of the key changes is outlined in the table below, to aid understanding of the changes for which approval is sought. The full amended version of the rules, along with a version with changes marked up, and the current rules are available on the DairyNZ website (dairynz.co.nz/elections).

DairyNZ Inc is committed to regularly reviewing its Rules and will consider wider input and feedback from its members. In reviewing this remit, if you have further improvements to be considered for future years, please contact robbyn.marsh@dairynz.co.nz

Please note:

- References to ‘the Act’ refer to the Incorporated Societies Act 2022.
- No changes have been proposed impacting the guiding principles and objectives of the Society (Rules 3 and 4), nor the thresholds to pass ordinary or special resolutions.
- The rules that had to be modified specifically to meet the requirements of the Act are annotated by an asterisk (*) in the table.



dairynz.co.nz/elections

Summary table of key changes:

Rule and page reference	Change proposed	Rationale
Rule 8.2 and 8.3*	<p>Alters how a levy payer becomes a member.</p> <p>A new member (being a new levy payer) must confirm that they want to be a member of the DairyNZ Incorporated Society.</p>	<p>Under the Act a new levy payer does not automatically become a member of the Society and must elect to do so. Current levy payers will automatically become members as described in the Act at time of adopting the amended Rules.</p> <p>There is an obligation on DairyNZ to take reasonable steps to contact and engage with new Levy payers to become members.</p> <p>There is no membership fee.</p> <p>A levy payer must still pay a levy even if they are not a member, however, if they choose not to be a member then they will not hold voting rights.</p> <p>For clarity, DairyNZ will provide its services to all Levy payers, not just members.</p> <p>This change is required to be compliant with the Act.</p>
Rule 9*	Rights of members and benefits provided by the Society.	Defines the rights to members over and above the rights of levy payers. This includes the right to receive notice of and vote at the annual meeting, and to receive a copy of the annual report.

Rule and page reference	Change proposed	Rationale
Rule 14*	Participation Rights.	<p>The change varies how Participation Rights are issued to reflect current practice including for new members who were not a levy payer in the prior year.</p> <p>With the introduction of the Act there is the possibility over time that not all levy payers will be members of the Society. Refer to Rule 8.2/8.3 notes above.</p> <p>Participation Rights are held based on prior season production. If no milksolids are held (i.e new levy payer and member) then the national average will be used.</p> <p>The 'national average' will be calculated using 'members' not all levy payers as only members will hold voting rights.</p> <p>A definition of national average has been added to how this is calculated in Schedule 1 [page 22].</p>
Rule 22*	<p>Increased the time for annual reporting to members (AGM) to six months (from five months) to align with the Act.</p> <p>Changes to what and how voting is carried out (22.3a, d, e) to enable voting across all members of the Society.</p>	<p>For a number of years voting has been via postal and online means (not by show of voice or show of hands at an AGM with the exception of approving the prior AGM minutes).</p> <p>With the number of levy payers across NZ and the need to differentiate between members who hold voting participation rights going forward, this rule has been updated to be consistent with how voting will be carried out in the future.</p>

Rule and page reference	Change proposed	Rationale
Rule 24	<p>Reporting in the Annual Report.</p> <p>Removed some reporting requirements such as listing contracts entered into, and information disseminated.</p> <p>Aligned reporting to include the Statement of Service Performance.</p>	<p>Aligns the Rules with current practices e.g information isn't disseminated as such but shared online (website for example).</p> <p>The Statement of Service Performance is a new requirement for the Society from 2023 per the Accounting Standards, the Rules required updating to reflect wider change over time.</p> <p>An additional clause added to specify when the annual report will be published on the Society's website to align with when voting packs are sent to members.</p>
Rule 29 Part V Directors	<p>Board size</p> <p>Minimum and maximum added for board size and clarification of the composition of farmer elected (member) vs non-member balance.</p>	<p>Wording ensures that the member elected directors are always greater in number than non-member directors.</p>
Rule 32	<p>Director term and duration rules amended.</p>	<p>Updated to reflect that a maximum of three terms can be served (each of 3 years).</p> <p>32.4 was added to provide for a director standing for election for a fourth term in special circumstances with the prior approval of Board, but for a maximum period of two years.</p>
New Rules 53*	<p>Disputes process added.</p>	<p>To comply with the Act, a dispute process must be added, including the how the dispute will be reported and communicated.</p>
Part E Clause 34 and 35	<p>Indemnity for Directors.</p>	<p>This clause has been amended to make it consistent with the Act and to clarify that the Society may indemnify a director of an entity wholly or partly owned by the Society.</p>

Rule and page reference	Change proposed	Rationale
Rule 45	Removed the requirement for a Common Seal.	Common Seal clause removed. The requirement for two signatories remains.
Rule 49	Update of financial statements requirements.	In reference to recent Accounting and Financial Reporting Standards that need to be complied with.
Rule 51*	Contact person.	The Act requires appointment of a contact person for the Society. The board will appoint this contact person. For practical reasons it is likely to be the Company Secretary/Chief Financial Officer.
Rules 53 to 56	Transitional provisions removed.	These are no longer needed or required post the formation of DairyNZ Inc.
Schedule 2 Part 6	Members right to inspect members' register.	Updated to be compliant with the Privacy Act 2020.

IT IS HEREBY RESOLVED:

That the members approve the changes to the Rules of DairyNZ, in preparation of adopting the Incorporated Societies Act 2022, as outlined in the table and found on DairyNZ's website.

Resolution 4 – approval of the remuneration of directors of DairyNZ Inc

Under the Rules of DairyNZ Inc, the Board recommends payments to directors each year for approval by members. The DairyNZ Board, as allowed by the Rules of DairyNZ Inc, have delegated its powers to recommend director payments to a Directors' Remuneration Committee.

The Directors' Remuneration Committee reviews and recommends changes to directors' payments to ensure that they are at an appropriate level, and effectively managed, to attract and retain directors and to motivate them to encourage enhanced performance by DairyNZ, in working towards 'achieving the sector's objectives.

In determining its recommendation to members of DairyNZ Inc for approval, the Directors' Remuneration Committee met formally and provided the following report for members in relation to directors' remuneration.

2024 report to members of DairyNZ Inc from the Directors' Remuneration Committee

The Directors' Remuneration Committee (DRC) comprises of three DairyNZ levy payers independently elected, who are not associated with the business of DairyNZ, and who are nominated by members (levy payers) of DairyNZ Incorporated at DairyNZ's AGM held annually in October.

The committee comprises Shirley Trumper, Chair (elected 2020), Jo Burton (elected 2021) and Robbie Byars (elected 2023).

- a. The committee is guided by a Terms of Reference in considering the appropriate fees for the DairyNZ Board members and the DRC takes into consideration the following:
 - Market information is provided by Strategic Pay, an organisation who undertakes annual remuneration surveys and advises organisations on director remuneration, meaning analysis can be compared across revenue, assets, employees and the dairy industry.
 - DairyNZ Director fees have been benchmarked against New Zealand organisations with asset values between \$50.1M and \$100M; turnover between \$50.1M and \$100M, and employees ranging from 150 to 300. DairyNZ falls within all three of these ranges.
 - As a knowledge based and industry good organisation, DairyNZ does not easily fit in with market research.
- b. To attract the calibre of Director needed and considering the complex nature of dairy farming in New Zealand, the committee believes fees should reflect the commitment and skills required to govern.
- c. The Directors spend time preparing for and attending meetings, attending industry events, meeting with levy payers outside of normal meeting times and carrying out additional governance duties across the dairy sector.

Fees for 2024/2025

Having received and considered all information, the DRC met on 31 May 2024 to discuss and agree on its recommendations, as set out below.

Considerations

The DRC conducted due diligence by considering a report prepared by Strategic Pay and met with the Chair of DairyNZ, a farmer elected Director to assess the workload and commitment required.

The information provided by Strategic Pay indicates there is an 8% to 16% gap when comparing DairyNZ to the upper quartile regarding the base director remuneration for which DairyNZ Directors are paid.

While balancing the expectations of members there is the need to remain focused on the significant role the dairy industry has in New Zealand.

It is the view of the DRC to move the Director remuneration towards the upper quartile to ensure DairyNZ continues to attract the calibre of Director necessary.

The DRC acknowledge the Chair carries additional responsibilities, and the level of remuneration should reflect the fiduciary responsibilities that go with that role.

Director and Sub-Committee Chair Pool Fund

Historically a pool of funds has been used for additional director duties. After discussion, it is the view of the DRC that the pool be disestablished and has recommended an allocation of the pool funds across directors to reflect full disclosure of how Directors are remunerated.

Prior to this year's recommendations the pool for the Chairs of Audit and Risk, and People and Culture was \$20,000. It is the recommendation of the DRC this fund be allocated to both Chairs equally. The Director Pool Fund was \$25,000. The Board established a Deputy Chair position in 2024 and the DRC have recommended, should the position continue, an allocation of \$10,000 to reflect the additional responsibilities be made from the Director Pool Fund.

The balance of the Director Pool of \$15,000 be evenly distributed to directors (\$2,143) excluding the Chair. This is not an increase as historically the money was apportioned according to additional work carried out during the year.

Recommendations

Based on its considerations, the DairyNZ Directors' Remuneration Committee recommends the following:

Pool Funds

The disestablishment of the pool funds apportioned accordingly:

- a) Sub Committee Chairs pool was \$20,000, now apportioned directly to each Chair.
- b) Deputy Chair (newly established 2023/2024) now apportioned \$10,000 from the previous director pool of \$25,000.
- c) The balance of the Director Pool of \$15,000 evenly distributed to directors (\$2,143) excluding the Chair.

The DRC acknowledge the need to target director remuneration fees towards the upper quartile to attract the calibre of Director necessary. The proposal for 20204/25 will keep fees slightly above the median range, but under the upper quartile.

The recommendations for the 2024/25 year are:

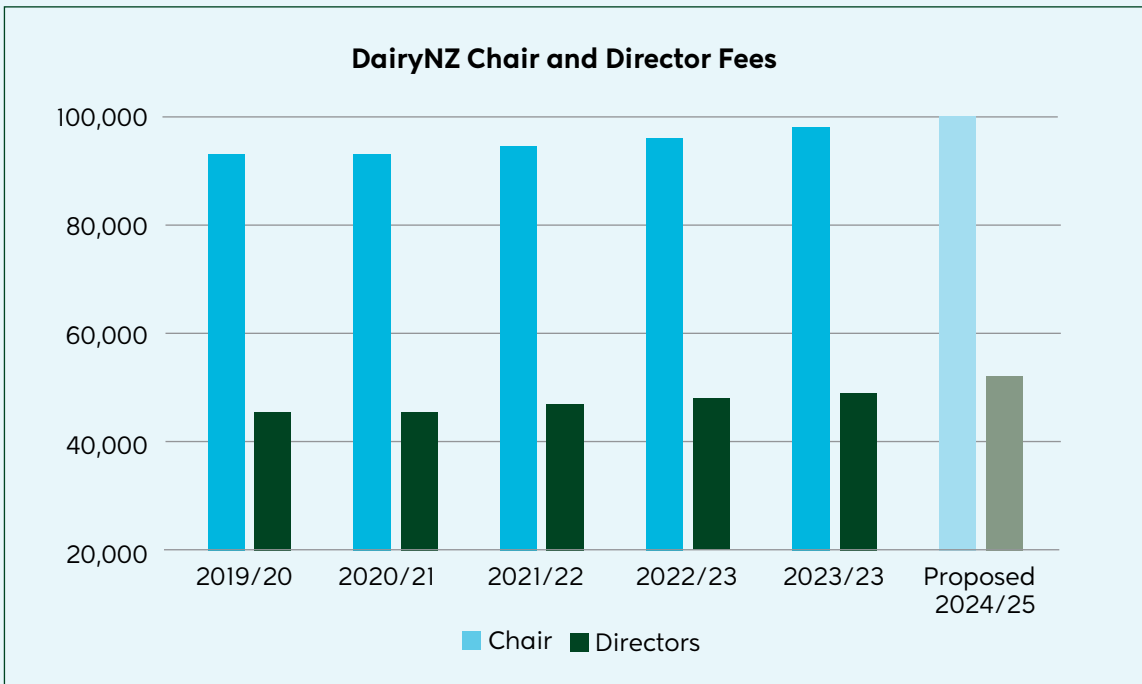
- The Chair receives a modest incremental **increase of \$2,000 (2%)**.
- An incremental **increase for all remaining directors of \$1,000 (2%)**.
- The DRC are recommending no change to the daily rate for the associate director role.

The total value of the 2024/25 increase from the prior year being \$9,000 (1.9%).

The following table summarises these changes.

Role	Approved 23/24	Removal of pool funds	2024 director fees incl. pool funds	Annual increase 2024/25	Proposed director fees 2024/25
Chair	\$98,000	-	\$98,000	\$2,000	\$100,000
Directors x 4 (excluding Chair, Deputy, 2 sub-committee Chairs)	\$49,000	\$2,143	\$51,143	\$4,000	\$52,143
Sub-Committee Chair Pool Fund	\$20,000	-	-	-	-
Director Pool Fund	\$25,000	-	-	-	-
ARC Chair	-	-	\$61,143	\$1,000	\$62,143
P&CC Chair	-	-	\$61,143	\$1,000	\$62,143
Deputy Chair	-	-	\$61,143	\$1,000	\$62,143
Total Remuneration	\$486,000	-	\$486,000	\$9,000	\$495,000
Daily Rate for Associate Directors	\$875	-	-	-	\$875

This graph shows the change in DairyNZ Chair and Director fees over the past five years, and the proposed fees for the 2024/25 year.



Going forward, the DRC believes it will be important to reflect the competitive market for Directors and the need for a market-based remuneration to attract and retain the high calibre of Directors required to govern a complex and significant industry of New Zealand.

DRC Vacancy

This year we were seeking candidates for one position on the Director’s Remuneration Committee, following the resignation of Robbie Byars. The DRC take this time to thank Robbie for his valuable contribution, albeit for a brief time.

No nominations were received for a Directors’ Remuneration Committee position, and the DairyNZ Board will determine how this vacancy will be filled.

Shirley Trumper

Chair
DairyNZ Directors Remuneration Committee

Resolution of the members of DairyNZ pursuant to Rule 41

IT IS HEREBY RESOLVED: That in accordance with the recommendation by the Directors' Remuneration Committee, the members approve the proposed remuneration of the Directors for the period from 1 November 2024 to 31 October 2025.

The proposed remuneration increase for 2024/25 from the previous year by \$9,000 as follows:

a. Chairperson – \$100,000 per annum (\$2,000 increase, 2%).

b. Directors – \$52,143 per annum (\$1,000 increase, 2%).

c. The disestablishment of both pool of funds, with them instead being apportioned accordingly:

- a) Sub Committee Chairs pool was \$20,000, now apportioned directly to each Chair.
- b) Deputy Chair (newly established 2023/2024) now apportioned \$10,000 from the previous director pool of \$25,000.
- c) The balance of the Director Pool of \$15,000 evenly distributed to directors (\$2,143) excluding the Chair.

d. No change to the allowance of \$875 per day for the associate director or members representing DairyNZ on governance committees (no change from the previous year).

Resolution 5 – ratification of board appointed independent director

The Rules of DairyNZ Incorporated require that the members of the Society be requested to ratify the appointment of any non-member board appointed director.

Mary-Anne Macleod, Chair of the People and Culture Committee, has provided the following report to members on the selection process of the Independent Director, with a short bio on David Hunt also provided.

2024 report to members of DairyNZ Inc from Chair of People and Culture Committee

Firstly, the DairyNZ Board, including the People and Culture Committee, would like to thank Margaret Devlin for her time on the DairyNZ Board. She made significant contribution to our discussions, supporting positive outcomes for the dairy sector. We wish her luck as she pursues her career overseas.

Following Margaret's departure, DairyNZ carried out a process to recruit a new Independent Director to fill the vacancy. This process was done externally, where the DairyNZ Board provided a skills matrix which outlined what we were looking for in a new Independent Director. The external provider searched for suitable candidates, which the People and Culture Committee short listed, before interviewing and subsequently recommending appointing David Hunt to the full board for reappointment. David then met with the full board, after which he was endorsed by the board for appointment to the Director role.

Independent Directors are a key component of the DairyNZ Board, as they help compliment the skills that the farmer-elected Directors have, while bringing a perspective from outside of the dairy sector.

Considerations:

The DairyNZ Board used a board skills matrix to supported the recruitment of the Independent Director vacancy. The key skills being sought were:

- Governance experience
- Commercial depth and financial literacy
- Future vision
- Strategic thinking and strategy development
- Stakeholder roles/perspective

In seeking the right Director, we also looked for someone who had proven themselves with respect to delivery across a range of sectors, and an excellent people leader.

David Hunt was selected as he has extensive governance experience and commercial acumen and has vast public and private sector knowledge.

His range of skills and expertise will be invaluable to support the best outcomes as we work towards progressing a positive future for dairy farmers.

Mary-Anne Macleod

Chair

DairyNZ People and Culture Committee

Resolution of the members of DairyNZ pursuant to Rule 31.3

The DairyNZ Board's decision to appoint David Hunt as a director for a term requires members' ratification.



David Hunt

David is a professional director and is currently Deputy Chair of the Accident Compensation Corporation, a director of Northpower Ltd and Northpower Fibre Ltd, and a member of Fast Track Projects Ministerial Advisory Group.

He has previously served on the boards of Christchurch City Holdings Ltd and various energy companies in New Zealand and Australia. He was the Chief Executive of Contact Energy Ltd between 2005-2006. From 2006 to April 2024 David was a Consultant Director at Concept Consulting Group, a firm providing specialist advisory services on energy, utility and decarbonisation issues. David's early career was in the public sector, with a particular focus on financial management and investment issues.

David has bachelor's degrees in economics (honours) and statistics from Massey University.

IT IS HEREBY RESOLVED:

To ratify the appointment by the board of David Hunt as an appointed director of DairyNZ Incorporated and DairyNZ Ltd for a term of three years.

Election Process

Levy payers' register and voting rights

A voting participation right is assigned to each levy payer for each kilogram of milksolids supplied by or on behalf of that levy payer for the 2023/24 year, based on the levy payers' register for DairyNZ.

The register will include all milksolids suppliers and their milksolids production to date for the 2023/24 season, plus any known new season suppliers pre-shared by a milk processor. Participation rights are assigned based on a levy payer's prior season milk production (season ended 31 May 2024).

If a property has changed ownership, the parties concerned can arrange transfer of that voting right by mutual agreement. If an original voter pack has been destroyed or lost, the former owner can notify the returning officer. Alternatively, if you did not supply milksolids in the prior season (e.g a new levy payer) and wish to vote, please contact the returning officer at electionz.com. Your participation rights will be allocated based on the national average milksolids for the 2023/24 season.

The register will not be made available to the public to ensure we are compliant with the Privacy Act 2020. The register will not be made available to candidates. The register will only be used by the returning officer for the purposes of this election in 2024 and will not be provided to any third party.

There is no voting at the AGM, except for the approval of last year's AGM minutes.

Election method – single transferable vote (STV)

STV is used because it has been shown to give the voter the widest choice possible between candidates and thereby increase the diversity of representation. It is an electoral system designed to try and ensure that the candidates elected accurately represent the opinions of the voters across the whole electorate.

It is based on the principle that the elector has a first choice of candidate, but if the preferred candidate has either more than the required number of votes to be elected, or so few as to have the least chance of being elected, then the elector's vote is transferred (in whole or part) to a second or subsequent choice.

Under STV, every voter has only one vote – but they can ask for it, or part of it (as the case may be), to be transferred from one candidate to another, if it would otherwise not help to elect their preferred choice. This is done by ranking the candidates 1, 2, 3 and so on, instead of just putting a tick or cross against one or more preferred candidates.

Directors' requirements and competencies

This short summary has been prepared to assist with voting on the candidates in this booklet, by understanding if a candidate's profile aligns with the responsibilities and expectations of DairyNZ Board members.

In summary

DairyNZ levy payers share the responsibility of providing industry good activities for the dairy industry:

"Industry good activity means an activity which is expected to provide net benefits to a dairy industry group or groups, as defined by the board, and which would not be sufficiently provided by the market because:

- (a) the benefits flowing to those prepared to pay voluntarily are not sufficient to cover the costs of the activity
- (b) it is not practical to prevent others who do not contribute to the cost of the activity, from benefiting."

Further details about responsibilities of board members are set out in the 'Rules of DairyNZ Incorporated' document, available at dairynz.co.nz/rules.

Competencies

The board is expected to demonstrate the following competencies:

- integrity – upholds high moral and ethical standards
- commitment and reliability, ensuring they prepare well and represent DairyNZ within the wider sector
- best practice governance and accountability skills
- strategic leadership
- good business understanding
- sound judgement and decision-making
- teamwork and leadership
- clear communication with levy payers
- listens to understand different perspectives
- awareness of community interests and dairy sector issues.

Ideally, individual board members will have a number of the following skills and attributes:

- governance experience, ideally in previous director positions or associate director positions
- broad dairy sector knowledge and familiarity with farm issues and trends in New Zealand and internationally
- sound networks and contacts in the dairy sector
- a clear understanding of the role and functions of industry good activities
- advocacy experience at a sector level
- involvement in setting strategy and being accountable for results
- an ability to distinguish corporate governance from management
- the ability to be information-oriented
- an ability to clearly communicate orally and in writing
- the capability for a wide perspective on issues – looking objectively at the needs of the dairy sector as a whole
- strong commercial skills
- a knowledge of the responsibilities and obligations of a board member

Current Board Director Tenure

A summary of current Board members, their tenure, and when their 3-year term ends.

Director name	First appointed	End of current term
Farmer-elected directors		
Jim van der Poel	October 2014	Retiring October 2024
Jacqueline Rowarth	October 2018	Retiring by rotation October 2024
Tracy Brown	October 2019	October 2025
Chris Lewis	October 2022	October 2025
Cameron Henderson	October 2023	October 2026
Independent directors		
Mary-Anne Macleod	October 2020	October 2026
Mark Todd	October 2022	October 2025
David Hunt	July 2024	Seeking ratification October 2024

Election results

The result will be delivered to the Company Secretary and announced by the Chair at the end of the AGM.

Announcement of Results

The DairyNZ Board (per the Rules of DairyNZ) hold the right to communicate how the results of the election will be shared. For the 2024 director election process, the successful candidates will be announced at the Annual General Meeting. Individual candidates' results will not be publicly shared. Each candidate will be notified of the outcome at least 24 hours prior to the AGM.

When do new elected directors come into office?

The successful candidates elected as directors for the DairyNZ Board take office from the date the election result is declared. As the election result is scheduled to be publicly announced at the AGM, elected directors will take office at the time of that announcement.

Director contacts

Jim van der Poel (Chair)	021 848 484
Jacqueline Rowarth (Deputy Chair)	027 694 4334
Tracy Brown	027 291 1716
Cameron Henderson	021 113 8895
Chris Lewis	027 289 8942
Mary-Anne Macleod	021 923 332
Mark Todd	021 271 1328
David Hunt	021 906 027

Candidate Profile Statements

About the DairyNZ Board of Directors election

An election is being held this year for two (2) farmer elected Directors for DairyNZ Incorporated.

The election is conducted across New Zealand by postal and online voting using the STV (single transferable vote) voting method. Votes are weighted by annual milksolids for the 2023/24 season.

Voting packs are mailed to all levy payers (dairy farmers who pay a milksolids levy to DairyNZ) on the same day voting opens, Thursday, 19 September 2024.

Voting closes at 12 noon Thursday, 17 October 2024.

For further details call the election helpline on 0800 666 935 or contact the Returning Officer, Anthony Morton, electionz.com Ltd, PO Box 3138, Christchurch 8140 or email iro@electionz.com

Election Helpline 0800 666 935

Disclaimer statement by DairyNZ

The following section of this booklet contains profile statements of up to 300 words provided by each of the candidates nominated for the 2024 DairyNZ Board of Directors election.

In accordance with the DairyNZ constitution, the candidate names are listed in random order (by surname) on the voting site and published material.

Any emphasis (capitalisation, italics, bolding, underscoring) has been added by the individual candidates.

The Returning Officer and DairyNZ accept no responsibility for the content or accuracy of the statements as supplied by the candidates.

Anthony Morton

Returning Officer - DairyNZ

Freephone 0800 666 935

iro@electionz.com

Learn more about the candidates

More information on the three candidates, including short videos, are online at dairynz.co.nz/agm

A 'meet the candidate' webinar will occur after voting opens.



Candidates names are listed in pseudo random order as determined by the returning officer drawing the candidates' name by lot.

ROWARTH, Jacqueline

Tirau

M: 027 694 4334

E: jsrowarth@gmail.com



Financial viability, science, communication and education – these have never been more important for agriculture on farm, in towns, and in the corridors of power.

On farm we need the results of excellent research to help with management of animals and environment to achieve economic viability. In urban environments we need communication on what it takes to produce high quality protein. In Wellington we need the science and economic implications to make our case to Ministry policy developers and Government leaders. The success of DairyNZ's work rests on good science and the ability to explain that science within the context of economic impact.

I have worked in the areas of agricultural science, agribusiness, communication and education for over 40 years. I use research results on farm and around the board table to make a difference, while also taking information to urban groups and professional gatherings regularly and frequently. Like you, I am a levy payer who cares about creating a sustainable future. Sustainability includes economic viability as well as environmental protection. By achieving both we will be able to continue producing the high-quality products that underpin our export economy and provide New Zealanders with a first-world lifestyle.

Progress is being made on the compliance regulations that have restricted innovation and technological uptake on farm, but more needs to be done. Our organisations must take a higher profile in putting forward the facts and DairyNZ is in a prime position to make a difference.

I am a scientist and practical farmer with decades of experience in education, communication and governance. I will be the voice of science on the Board and in the field - science that has been set within a farm system and has had the economic impact evaluated.

We need that voice, and that science, now more than ever.

Directors' Interest Statement

To the best of my knowledge and belief, I have no conflicts of interest with DairyNZ at the date of my notice of consent to being nominated as a candidate for the Board of Directors and I do not believe that any such conflicts of interest are likely to arise.

MCINTYRE, Richard

Levin

M: 021 143 1588

E: mcintyredairy@hotmail.com



I'm standing for DairyNZ because I'm passionate about dairy farming. I can see the challenges we're facing as a sector, and I believe I can make a real contribution and difference around the board table.

My wife Emma and I are herd owning sharemilkers in the Horowhenua where we milk 450 cows, rear 600 calves, and lease a 180ha dry stock farm as we work our way towards farm ownership. We have two teenage children, Olivia (17) and Matthew (15).

I'm currently in my third and final year as the Federated Farmers Dairy Chair where I also sit on the Board. Through this role I've led the charge pushing for an independent inquiry into rural banking, workable animal welfare regulations and practical immigration settings.

Many farmers are struggling at the moment with increased costs, reduced incomes, and squeezed profits. There are also some significant challenges when it comes to filling gaps in our workforce and the wave of environmental changes coming our way.

Farmers are quite rightly looking to DairyNZ for practical solutions that will improve productivity, increase profitability and reduce environmental footprint, but I don't feel those needs are currently being met as well as they could be.

If elected, I'd like to see DairyNZ reconnect with their levy payers, understand our needs, and really focus on the areas where they can add the most value – their core functions of research, science and extension.

I have extensive and relevant governance experience including six years on the New Zealand Dairy Industry Awards trust, six years on the Wellington Fish & Game Council and two years on the NZ Fish & Game Council.

I have completed the Fonterra Governance Development programme and a term as a DairyNZ Associate Director.

If you trust me with your vote, I won't let you down.

Directors' Interest Statement

To the best of my knowledge and belief, I have no conflicts of interest with DairyNZ at the date of my notice of consent to being nominated as a candidate for the Board of Directors other than membership of the following groups or organisations.

- Federated Farmers Dairy Chairperson and Board Member
- Wellington Region Fish & Game Councillor
- International Dairy Federation NZ Committee Member
- International Dairy Federation Animal Welfare and Farm Management Standing Committees

LEONARD, Kylie

Taupō

M: 027 257 7338

E: kylieleonard1@gmail.com



I am honoured to stand for DairyNZ. I have extensive governance experience, deep agricultural roots, and am a hands-on farmer.

My governance roles include Chair of the Connection Committee on the Fonterra Cooperative Council, where I have worked tirelessly to ensure that dairy farmers are actively engaged in shaping the cooperative's future. As a Taupo District Councillor, I have been a strong advocate for rural communities and sustainable development.

I am a firm believer in the principle that "farmers need to be at the table, not on the menu," I bring a farmer's perspective to every decision-making process. This commitment was reflected in my leadership of the Lake Taupo Protection Project Joint Committee, where I had to balance environmental sustainability with agricultural viability, ensuring that farming voices were integral to the conversation.

As a Director of Vetora, I contribute to the strategic direction of this essential veterinary service provider. I also have a passion for community extended to the board of Hillary Outdoors, supporting outdoor education initiatives that inspire the next generation as well as a trustee of Taupo-Nui-A-Tia College.

Contributions to the dairy sector and broader community has earned awards including being named a Nuffield Scholar, an Emerging Governance Leader award from Governance NZ, a finalist for the Woman of Influence award, and a Community Hero from Kiwibank. Additionally, I was recognised as the Waikato University Alumni CELF Leader in 2022.

As a hands-on farmer with a deep understanding of the challenges and opportunities facing the dairy industry, I am appropriately positioned to represent farmers on the DairyNZ Board. My commitment to ensuring that farmers are central to decision-making processes makes me an invaluable asset to the board.

I seek and appreciate your support.

Directors' Interest Statement

To the best of my knowledge and belief, I have no conflicts of interest with DairyNZ at the date of my notice of consent to being nominated as a candidate for the Board of Directors and I do not believe that any such conflicts of interest are likely to arise.

About electionz.com

electionz.com - the returning officer

DairyNZ has appointed electionz.com as the election's contractor for the 2024 elections. Anthony Morton has been appointed returning officer on behalf of electionz.com.

electionz.com is based in Christchurch, where most of the election administration will be carried out.

electionz.com provides public and private sector election services for local government, energy trusts, producer boards, industry good organisations, associations, non-profit organisations, universities etc throughout New Zealand.

electionz.com has provided returning officer services for DairyNZ and its preceding entities Dairy InSight and the Dexcel Trust since 2002. electionz.com also carries out returning officer services for many other agriculture-based organisations such as Fonterra Co-operative Group Ltd, Silver Fern Farms, Foundation for Arable Research and Beef + Lamb New Zealand Ltd.

Role of returning officer

The role of the returning officer (RO) is to conduct the elections in accordance with the presiding legislation, namely the rules of DairyNZ Incorporated, as well as in accordance with accepted good election management practices.

The RO has complete and final control over how the elections are carried out. The RO is contracted by DairyNZ and is responsible to the Chief Executive but does not take direction from the Chief Executive or the existing Board of Directors.

The RO is responsible for all staff, systems, resources, policies, procedures and actions to ensure that the democratic process is carried out with utmost integrity, security and fairness for all parties.

Specific duties of the RO include:

- the compilation and certification of the levy payers' register
- the publication of any public notices relating to the election
- calling for and receiving nominations and candidate profile statements
- candidate management
- printing and distribution of voter packs
- issue and receipt of special votes
- processing and counting of votes
- declaration of results
- general administration of election issues.

The RO's decisions in respect to all matters pertaining to the elections is final.

Queries regarding the actions or performance of the RO should be directed to Robyn Marsh, company secretary, phone (07) 858 3750 or email robyn.marsh@dairynz.co.nz

Voting closes 12 noon, Thursday, 17 October.



Progressing a positive future
for New Zealand dairy farming



For assistance phone the ELECTION HELPLINE 0800 666 935



dairynz.co.nz/agm