Notice of 2026 Annual General Meeting

Australian Packaging Covenant Organisation (ACN 614 026 587)

Notice is hereby given that the Annual General Meeting (AGM) of the Australian Packaging Covenant Organisation Ltd (Company) will be held as follows:

Date: **2 December 2026**

Time: **9:00AM – 10:00AM**

Location: **Powerhouse Parramatta, 34/47 Phillip St, Parramatta NSW 2150**

The business to be proposed at this Meeting is approving the minutes of the last annual general meeting and receiving and considering the accounts and reports required by the *Corporations Act 2001* (Cth) (**Corporations Act**) for the financial year ended **30 June 2026**, and the election of Directors.

Ordinary business

1. Minutes of the previous annual general meeting

Resolution 1

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of clause 23.1(a) of the Constitution and for all other purposes, the minutes tabled at the meeting and signed by the Chair for the purposes of identification, be adopted as the minutes of the meeting they purport to be".

An Explanatory Statement to this item appears on page 5.

2. Receipt of Financial Statements and Reports

To receive the financial report and the reports of the Directors and auditors for the Company for the year ended **30 June 2026**.

There is no vote on this item. An Explanatory Statement to this item appears on page 5.

3. Election of Brand Owner Director (Manufacturing)

Resolution 2

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

> "That for the purpose of clause 38 of the Constitution and for all other purposes, as between:
>
> 1. Christopher Hutton, and

2. David Jones

and the Approved Candidate with the greatest number of votes be elected as a Brand Owner Director with effect from the close of the Meeting, until the close of the annual general meeting of the Company in **2029**".

An Explanatory Statement to this item appears on page 6.

4. Re-election of Industry Association Director

Richard Smith, who mandatorily retires as an Industry Association Director under clause 42.2 of the Constitution, and being an Approved Candidate offers himself for re-election, will be deemed to be elected as an Industry Association Director.

In accordance with clause 38.7 of the Constitution, as the number of Approved Candidates for Industry Association Director is equal to or less than the number of vacancies, Richard Smith will be deemed to be elected as Director of the Company until the close of the annual general meeting of the Company in **2029**, with no vote being required.

An Explanatory Statement to this item appears on page 7.

Other Business

In accordance with clause 23.3, no other business except as stated in the notice of the AGM, and the ordinary business that may lawfully be brought before the meeting in accordance with the Constitution, shall be transacted at the AGM. Any Member who wishes to raise a matter for discussion may give written notice to the Board Chair and Company Secretary no later than 48 hours prior to the AGM date. That notice does not, of itself, place a resolution before the meeting.

By order of the Board

Alyson Tong
Company Secretary
Dated **28 October 2026**

Proxies and voting

Eligibility to vote

For the purposes of determining entitlement to vote at the Meeting, the Company's Members will be taken to be those Members registered as Members at the time of the Meeting with no outstanding fees. Accordingly, those persons are entitled to participate in and vote at the Meeting, either by proxy, corporate representative, or attorney. Each Member has one vote.

Appointing a proxy

If you are entitled to attend and vote at the Meeting but are unable to attend in person, you can appoint a person to attend as your proxy. If you wish to appoint a proxy, you will need to complete and lodge the proxy form as directed below. A proxy form accompanies this Notice of Meeting. A proxy need not be a Member of the Company and may be an individual or a body corporate.

To be validly executed, the proxy form must be in writing and signed by the appointer or an attorney duly authorised in writing or, if the appointer is a body corporate, signed by a duly authorised officer or attorney or in accordance with the Corporations Act.

Lodging your proxy form

You can lodge your completed proxy form:

In person	**By mail**
Attention: The Company Secretary Australian Packaging Covenant Organisation Ltd Suite 1402, Level 14 55 Clarence Street SYDNEY NSW 2000	Attention: The Company Secretary Australian Packaging Covenant Organisation Ltd PO Box Q1523 Queen Victoria Building NSW 1230
By email	
CompanySecretary@apco.org.au	

Your completed proxy form (and any necessary supporting documentation) must be received by the Company no later than 9.00am (AEDT) on **30 November 2026**. If the completed proxy form is not received on time, the proxy cannot vote at the Meeting.

If the proxy form is signed by an attorney, a certified copy of the power of attorney under which the proxy form was signed must also be received no later than 48 hours prior to the AGM starting, unless it has been previously provided to the Company.

If you appoint a proxy, you may still participate in the Meeting. However, your proxy's rights to speak and vote at the Meeting are suspended while you are present. Accordingly, your proxy will be revoked if you participate in the Meeting.

An appointment of a proxy is revoked (or suspended for the Meeting if a standing appointment) if the Company receives a further proxy appointment that would result in the Member having more than one proxy. The proxy appointment made first in time is the first to be treated as revoked or suspended.

How the Chair will vote undirected proxies

The Chair intends to vote undirected proxies in favour of all Resolutions.

Participating in the Meeting

If you attend the Meeting:

- representatives from the Company will need to verify your identity; and
- please register your attendance through AGM Registration - Open to APCO Members only.
- where possible, please register by COB **25 November 2026**.

Corporate Members

Corporate Members who wish to appoint a representative to participate in the Meeting on their behalf must provide that person with a properly executed **corporate representative appointment** or other document confirming that they are authorised to act as the Corporate Member's representative. The authorisation may be a standing authorisation or be effective for this Meeting only.

Eligibility to act as a proxy

Members have the right to appoint any person over the age of 18 as a proxy to participate in the Meeting and vote on their behalf. To appoint a proxy please complete the enclosed proxy form and return it to the postal or electronic address above, to be received **no later than 9.00am (AEDT) on 30 November 2026.**

Explanatory statement

Important notice

This Explanatory Statement contains an explanation of, and information about, the matters and resolutions to be considered at the Meeting of the Company to be held on **2 December 2026, 9.00am (AEDT) at** Powerhouse **Parramatta, 34/47 Phillip St, Parramatta NSW 2150.**

Members should read this Explanatory Statement in full. This Explanatory Statement forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

Business

Resolution 1 - Minutes of the previous Annual General Meeting

Clause 23.1 of the Constitution sets out the matters of ordinary business that must be considered at an annual general meeting of the Company. In particular, clause 23.1(a) requires that the Company confirm the minutes of all general meetings since the last annual general meeting.

The last general meeting of the Company was held on **4 December 2025**. A copy of the minutes of that meeting will be tabled at the Meeting and will also be emailed to Members by no later than **10 November 2026.**

Directors' Recommendation: Members vote in favour of Resolution 1.

Receipt of Financial Statements and Reports

The Corporations Act requires the financial statements for the year ended **30 June 2026**, Directors' report and auditor's report (collectively referred to as the **Reports**) to be laid before the Meeting. The Reports will be emailed to Members by no later than **10 November 2026**.

Neither the Corporations Act nor the Constitution requires Members to vote on the Reports. However, Members will be given an opportunity to raise questions on the Reports at the Meeting.

In addition, the Company's auditor or their representative will be available in person or by telephone at the Meeting and the Chair will allow a reasonable opportunity for the Members as a whole to ask the auditor or the auditor's representative questions relevant to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

Resolution 2 - Election of Brand Owner Director (Manufacturing)

Clause 40.1 of the Constitution provides that each year, the Company Secretary is to notify Members of the number of vacant directorships to be filled at the next annual general meeting. Following nominations being received for election as Directors, the Board determines if the nominees are eligible, based on the provisions of the Constitution and other criteria as stated in the By-laws. Once endorsed by the Board, the nominee becomes an Approved Candidate.

Elected Directors are determined by a Member vote. Every Member present in person, by validly appointed proxy, or Representative has one vote.

Voting will be conducted and decided by poll.

Before a vote is taken, the Chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.

The APCO Candidate Assessment Panel (**CAP**) members assessed all nominating candidates and is confident that its assessment of each Brand Owner Candidate (Manufacturing) during the **2026** Independent Assessment Process was based on merit.

The Board of APCO considered the assessment of the CAP, and concluded each of the nominees listed below are Approved Candidates for the position of **Brand Owner Director (Manufacturing)**:

Name	Organisation
Christopher Hutton	Brand Owner Manufacturer – Nominated by **Mars Australia Pty Ltd**
David Jones	Brand Owner Manufacturer – Nominated by **Unilever Australia Limited**

The Approved Candidate that receives the greatest number of 'for' votes will be elected to fill the vacancy. In accordance with clause 38.6, if all candidates receive an equal number of votes, the Chair of the Meeting will have a casting vote.

Brand Owner Director biographies

Christopher (Chris) Hutton

Chris Hutton is a passionate and progressive business leader with over 15 years of experience in R&D, Packaging Development and Quality & Food Safety at Mars Incorporated across Australia and Asia.

Throughout his career, Chris has worked across multiple FMCG categories (Petcare, Food, Snacking, Cereal), including leading the management and development of a broad range of innovative packaging formats, in alignment with APCO's packaging targets.

Chris' breadth of experience in both functional and geographic responsibilities provides him with a wealth of experience across the relevant areas of Packaging Innovation & Sustainability, Strategic Planning, Compliance and Governance.

In his current role of R&D Director for Mars Snacking ANZ, Chris is accountable for leadership of Innovation, Quality & Food Safety and Regulatory Affairs. He also leads the unit's sustainability program; including Packaging Sustainability, Carbon Emission Reduction and Community Impact. He has a proven track record in delivering significant results and transformation for industry including his role in leading the 2023 transition of the Mars Chocolate Bars portfolio to paper-based packaging in a world-first innovation for the company.

Chris brings extensive industry background, technical knowledge and established relationships in the circular packaging ecosystem, both within Australia and internationally. He is actively involved in broader industry, government and technical forums, often being called on to provide advice, advocacy and commentary around Australia's circular economy readiness, sustainable packaging and related issues.

Having worked extensively in FMCG R&D and Packaging Development, Chris has a deep understanding of the issues and opportunities facing brand owners in the transition to a circular economy in ANZ. He is a passionate supporter for a measured and sustainable approach that is matched by the development of 'whole of system' solutions and the private and public sector collaboration needed to achieve this.

Chris holds a Bachelor Advanced Science (Biotechnology) from UNSW and a Diploma in Innovation Management from UNSW.

David Jones

David Jones is R&D Director for Unilever Australia, New Zealand and Malaysia and a member of the ANZ Leadership Team. Packaging expertise has remained a constant over a career spanning more than 30 years, from early experience in engineering, manufacturing and packaging development through to innovation, sustainability and senior business leadership. Today, David also leads packaging sustainability work across

Unilever's One Unilever network, with direct involvement in representative markets including Australia, Chile, Egypt, Nigeria, South Africa and Spain.

That experience has given David a strong appreciation of the choices Brand Owners face in turning packaging and sustainability ambitions into practical action. He understands the need to balance what is technically possible with consumer and customer needs, commercial realities and the ability to implement change at scale. He also recognises where individual businesses can act and where wider external collaboration is necessary to make progress. He has represented Unilever in its engagement with the Packaging Covenant since 2007.

Naturally collaborative and curious, David values hearing different perspectives, understanding the evidence and working through the options before reaching a view. He is equally comfortable sharing his own experience and offering constructive challenge as he is drawing on expertise from others across the packaging system. He engages with retailers, suppliers, manufacturers, recyclers, industry bodies and technical partners, giving him a broad perspective on the opportunities and challenges faced across the packaging value chain.

David believes the APCO Board has an important role to help Australia navigate a period of significant change for packaging. He brings deep packaging experience, commercial and technical judgement, and an international perspective, while recognising that lasting solutions need to work across different businesses along the packaging value chain.

On the APCO Board, David hopes to help move the packaging system beyond individual commitments towards more coordinated, system-level change. His ambition is to help build the alignment, incentives and shared responsibility needed to improve packaging design, recovery and recycling, and accelerate Australia's transition to a circular economy for packaging.

Re-election of Industry Association Director

Richard Smith was elected as an Industry Association Director at the Company's Annual General Meeting held in 2023. In accordance with clause 42.2 of the Constitution, he must retire at the close of the Annual General Meeting convened under this Notice of Meeting, having held office for three years following the close of the 2023 Annual General Meeting.

Clause 42.5 of the Constitution provides that a retiring director is eligible for re-election provided they have not held office for four (4) consecutive terms. **Richard Smith** is eligible for re-election, having served **two** prior terms.

Name	Organisation
Richard Smith	Industry Association - Nominated by **Australian Institute of Packaging**

Clause 38.7 of the Constitution provides that where there are more vacancies than Approved Candidates, those Approved Candidates will be deemed to have been elected without a vote of the Members being necessary. As there are no other Approved Candidates, **Richard Smith** is deemed to have been elected as an Industry Association Director without a vote of the Members.

A profile statement for Richard Smith is enclosed with this Explanatory Statement below:

Industry Association Director biography

Richard Smith

Director – 10 R'S Consulting Pty Ltd. Retired from Amcor Flexibles Asia Pacific in July 2025 from role of Sustainability Director Asia Pacific.

Based on over forty years of industry experience I would bring to the APCO board:

1. Industrial Skills – packaging and recycling

- In depth knowledge in innovation and development of flexible plastic packaging and rigid plastic packaging. Have worked across multiple forms of processes and materials for the processing of plastics.
- In depth knowledge of polymers, analytical assessment methods for polymers and packaging, regulatory requirements for packaging including product safety.
- Extensive experience in development of bio-based materials, compostable flexible packaging and the associated environmental standards that pertain to packaging.
- In depth knowledge of systems and standards for lifecycle analysis (LCA) of packaging.
- Considerable experience in the recycling of polymers, with experience in establishment of recycling plant and technologies for inclusion of PCR into both rigid and flexible packaging.
- In depth commercial industry knowledge of the plastics packaging value chain from raw materials through to end of life.
- Fellow of the AIP. Course trainer within the AIP education team and lecturer for the Master of Food & Packaging Innovation degree at the University of Melbourne.

2. Behavioural Skills

- Recognised industry leader as demonstrated through appointment as Director Sustainability – Asia Pacific, and prior experience as member of the executive team for Amcor Flexibles ANZ.
- Results driven, high levels of integrity and managerial courage.
- Strong interpersonal, communication and influencing skills for sustained business outcomes.
- Highly collaborative with broad professional networks across industry.
- Skilled at team development, people development, strong capability with recognising talent and driving for high-performance outcomes with teams. Adept at creating organisational change.