

ASX- For immediate release

28 October 2024

**PRO-PAC PACKAGING LIMITED: DIRECTOR RETIREMENT AND
SUPPLEMENTARY AGM MATERIALS**

Pro-Pac Packaging Limited (ASX: PPG) today announces that non-executive director, Rupert Harrington, has announced his retirement from the board effective from the end of the 2024 annual general meeting (AGM), for personal reasons.

Chair John Cerini said, *“On behalf of the Board, I would like to thank Rupert for his significant contributions to the board and the business over the past seven years, and wish him all the best in his retirement.”*

Mark Blackburn will stand for re-election at the AGM instead of Rupert Harrington. A resolution to this effect (Resolution 4) and supporting information is attached. Resolution 3 (Election of a Director – Mr. Rupert Harrington) will not be put to the meeting.

The board also intends to appoint another director to replace Rupert Harrington in due course.

This announcement has been authorised for release by the Board of Directors.

For more information contact:
Kathleen Forbes
General Counsel & Company Secretary
Phone: (61 3) 9474 4200

About Pro-Pac:

Pro-Pac Packaging Limited (ASX: PPG) is an innovative Flexibles and Industrial Specialty Packaging company with a diversified distribution and manufacturing network throughout Australia and New Zealand. Headquartered in Melbourne, Pro-Pac delivers bespoke packaging solutions for a broad group of blue-chip and SME clients in the industrial, food and beverage, health, agriculture and manufacturing sectors. For further information, please visit www.ppgaust.com.au



PRO-PAC PACKAGING LIMITED ACN 112 971 874

2024 ANNUAL GENERAL MEETING- SUPPLEMENTARY RESOLUTION AND EXPLANATORY NOTES

Supplementary Resolution and Explanatory notes for the Annual General Meeting of Shareholders to be held at the offices of Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, Victoria, 3000 on Thursday 21 November 2024, beginning at 1.00pm (Melbourne time).

Resolution 3 (Election of a Director – Mr. Rupert Harrington) will not be put to the meeting.

Additional Item of Business

Resolution 4 – Election of a Director – Mr. Mark Blackburn

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

"That, for the purposes of ASX Listing Rule 14.5 and for all other purposes, Shareholder approval is given to the re-election of Mr Mark Blackburn as a director of the Company."

Additional Explanatory Notes

Resolution 4 – Election of a Director – Mr. Mark Blackburn

The Constitution provides that no director (excluding the managing director) may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected. Mr Blackburn was last re-elected to the board at the 2023 Annual General Meeting. Nonetheless the ASX Listing Rules require that at least one director stand for election or re-election at each annual general meeting.

Mr Mark Blackburn was first appointed to the board in November 2022 He is seeking re-election as Director at this AGM. Biographical details are set out below:

Mark Blackburn, Dipl of Business (Accounting), CPA and GAICD

Mark has extensive senior finance management experience with ASX and NYSE listed corporations and has held CFO roles at McMillan Shakespeare, iSelect, IOOF, Ausdoc Limited and the Laminex Group. Mark is currently a Non-executive Director, and Chair of the audit committee, of Lifestyle Communities Limited and a Non-executive Director of FleetPartners Group Limited.

Mark is a non-executive independent director. He is Chair of the Audit, Business risk and Compliance Committee, and a member of the Remuneration and Nomination Committee.

The Board supports the election of Mr. Blackburn and recommends that Shareholders vote in favour of this Resolution.

Shareholder Voting

A revised proxy form will be sent to shareholders via email, and post to those who have elected to receive hard copy. If you otherwise wish to be provided with a hard copy of the updated proxy form, please contact our share registry Boardroom Pty Limited at enquiries@boardroomlimited.com.au or 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia) between 8.30am and 5.30pm (AEST) Monday to Friday, to arrange a copy.

All electronic voting will be updated to reflect the proposed Resolution 4.

To the extent that a shareholder has already voted electronically or submitted a valid proxy form, these instructions will continue to stand. If a shareholder who has already voted electronically or submitted a valid proxy form wishes to vote on Resolution 4 (either electronically or by proxy), new instructions will need to be provided in accordance with the details set out in the Notice of Meeting. A new proxy form or electronic vote will override the directions that have previously been given.



28 October 2024

Kathleen Forbes, Company Secretary



All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 1:00pm (Melbourne time) on Tuesday, 19th November 2024**

🖥 TO APPOINT A PROXY ONLINE

- STEP 1:** VISIT <https://www.votingonline.com.au/ppgagm2024>
- STEP 2:** Enter your Postcode OR Country of Residence (if outside Australia)
- STEP 3:** Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy, you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2: VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3: SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4: LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **1:00pm (Melbourne time) on Tuesday, 19th November 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply-Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/ppgagm2024>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting, please bring this form with you to assist registration.

Pro-Pac Packaging Limited

ACN 112 971 874

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Pro-Pac Packaging Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held at the offices of **Herbert Smith Freehills, Level 24, 80 Collins Street, Melbourne, VIC 3000** and online at <https://web.lumiagm.com/#/398115689> on **Thursday, 21st November 2024 at 1:00pm (Melbourne time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting is authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of **Resolution 2**, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though **Resolution 2** is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in **favour** of all Items of business (including **Resolution 2**). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

Resolution 3 will not be put to the Meeting.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 2	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	RESOLUTION 3 WILL NOT BE PUT TO THE MEETING			
Resolution 3	Election of a Director – Mr. Rupert Harrington	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of a Director – Mr. Mark Blackburn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>	<div style="border: 1px solid black; height: 25px; width: 100%;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2024