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Notice of 2024 Annual General Meeting

MCPHERSON'S LIMITED

ABN 98 004 068 419

The Annual General Meeting (AGM) of McPherson's Limited will be held on Wednesday, 27 November 2024 at 11:00 am (AEDT) at the offices of Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000.

The AGM will be a hybrid meeting.

You can attend the AGM in person at the offices of Thomson Geer in Sydney.

Shareholders not attending in person can participate in the AGM online by entering this link in their browser:
<https://meetings.lumiconnect.com/300-621-354-840>

Notice of 2024 Annual General Meeting

Notice is hereby given that the Annual General Meeting (AGM) of **McPherson's Limited (ABN 98 004 068 419) (Company or McPherson's)** will be held on **Wednesday 27 November 2024 at 11:00 am (AEDT)** at the offices of **Thomson Geer, Level 14, 60 Martin Place, Sydney, New South Wales, 2000.**

The 2024 AGM for McPherson's will be a hybrid meeting.

Shareholders may be physically present and vote at the meeting or attend online and vote through the online webcasting platform provided by the Company's share registry services provider, Computershare, at <https://meetings.lumiconnect.com/300-621-354-840> on your smartphone, tablet or computer or by downloading the Lumi AGM app from the Apple App or Google Play Stores.

Further information on how to connect to and 'join' the meeting is set out in this Notice and the McPherson's Online Annual General Meeting Guide available on the McPherson's website (www.mcphersons.com.au in the Investor Centre / Annual General Meeting section), and which has also been given to the Australian Securities Exchange (ASX).

The online webcasting platform used for the conduct of the 2024 AGM will provide a reasonable opportunity for all shareholders and other persons entitled to attend to participate in the meeting including following the proceedings and the ability to ask questions and vote at the meeting.

It may not be possible to admit all shareholders who wish to attend the AGM in person, depending on any restrictions that apply at the time. Even if you plan to attend in person or participate online, you are encouraged to submit a directed proxy before the AGM so that your vote can still be counted if the physical meeting arrangements change or there is a technical difficulty.

All persons participating in the meeting using the online webcasting platform are taken for all purposes to be present at the meeting while so participating.

In line with the ASX's Corporate Governance Principles and Recommendations, 4th Edition all voting at the meeting will be undertaken by way of a poll and not a show of hands. The online webcasting platform will allow for online voting in real time at the meeting.

Shareholders may also cast their votes by appointing a proxy online at www.investorvote.com.au by 11:00 am (AEDT) on Monday 25 November 2024.

In the event of a technological failure that prevents shareholders from having a reasonable opportunity to participate in the AGM, McPherson's will provide an update on its website and via the ASX market announcements platform to communicate the details of any postponed or adjourned AGM to shareholders.

The results of the voting on resolutions requiring a shareholder vote at the meeting will be announced to the ASX promptly after the meeting.

Business of the Meeting

Financial Report and Directors' and Auditor's Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2024.

Resolutions

1. Re-election of Mr Ari Mervis as a Non-Executive Director

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

"That Ari Mervis, being a Director who retires pursuant to the Company's Constitution and, being eligible for re-election, offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company."

2. Re-election of Ms Alison Cook as a Non-Executive Director

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

"That Alison Cook, being a Director who retires pursuant to the Company's Constitution and, being eligible for re-election, offers herself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company."

3. Adoption of the 2024 Remuneration Report

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

"That the Remuneration Report (forming part of the Directors' Report) for the year ended 30 June 2024 be adopted."

Note: In accordance with section 250R of the Corporations Act 2001 (Cth), the vote on Resolution 3 will be advisory only and will not bind the Directors or the Company.

4. Performance Rights Plan Approval

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

"That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, shareholders approve the Performance Rights Plan, and the issue of underlying securities under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

5. Issue of Performance Rights to Mr Brett Charlton, Chief Executive Officer and Managing Director under the Performance Rights Plan

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

"That for the purposes of Part 2E.1 and section 200E of the Corporations Act 2001 (Cth) and ASX Listing Rules 10.14 and 10.19, and for all other purposes, the grant of 2,481,000 performance rights and shares upon exercise of such performance rights to Brett Charlton (Chief Executive Officer and Managing Director) by the Company under the Company's Performance

Rights Plan and his employment agreement with the Company is approved on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”

Dated 24 October 2024

By order of the Board

Craig Durham
Company Secretary
McPherson's Limited

Explanatory Statement

Financial Report and Directors' and Auditor's Reports

The Financial Report and the Reports of the Directors and the Auditor for the financial year ended 30 June 2024 (**Reports**) will be presented at the AGM for consideration by shareholders.

No resolution is required on these Reports.

Shareholders will be given a reasonable opportunity to ask questions and to make comments on the Reports and on the management and performance of the Company.

Shareholders are encouraged to submit questions at least 5 business days before the meeting but can also submit questions during the meeting.

The Reports are available on the Investor Centre / Annual General Meeting section of the McPherson's website.

The Auditor will be present at the meeting. Shareholders will be given a reasonable opportunity to ask questions of the Auditor about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company and the independence of the Auditor.

Resolution 1 – Re-election of Mr Ari Mervis as a Non-Executive Director

Mr Mervis, a Non-Executive Director and current Chair of the Board of Directors of the Company, retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election.

Mr Mervis has been a non-executive director of the Company since 16 February 2021.

Mr Mervis is a professional company director with global experience spanning a range of industries in branded goods, consumer staples, agriculture, food and beverages. Mr Mervis has vast experience having lived and operated businesses in complex geographies and having led and been involved in both listed and unlisted companies, as well as joint venture structures and not for profit organisations. His experience is further enhanced through having actively participated in significant mergers and acquisitions, and divestments, including post-acquisition integration and synergy delivery.

Mr Mervis is the current Non-Executive Chair of Endeavour Group Limited. His previous roles include Executive Chair for Accolade Wines and CEO and Managing Director for Murray Goulburn. Prior to that, he had a successful career at SABMiller, culminating as CEO for CUB and MD for the Asia Pacific region. He was also Chair of China Resources Snow Beer, SABMiller India and SABMiller Vietnam. Mr Mervis was also recently the Non-Executive Chair of Myer Holdings Limited until his retirement from that role on 14 March 2024.

Mr Mervis holds a Bachelor of Commerce from the University of Witwatersrand, South Africa, with majors in Economics, Commercial Law and Marketing.

As well as being the current Board Chair, Mr Mervis is a member of the Audit Committee and the People & Culture Committee.

Recommendation

The Directors (with Mr Mervis abstaining) unanimously recommend that shareholders vote in favour of Resolution 1.

The chair of the meeting intends to vote any undirected proxies in favour of Resolution 1.

Mr Mervis, if present and acting as chair of the meeting, will stand aside and request another non-executive director of the Company to act as chair of the meeting for this resolution.

Resolution 2 - Re-election of Ms Alison Cook as a Non-Executive Director

Ms Cook, a Non-Executive Director of the Company, retires by rotation in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers herself for re-election.

Ms Cook has been a non-executive director of the Company since 24 July 2018.

Ms Cook has more than 30 years of leadership and executive management experience in Australasia across a diverse range of functions within the biopharmaceutical and health services sectors. Her experience includes product manufacturing, quality systems, logistics, sales and marketing, as well as research and development. Ms Cook is also familiar with the regulatory environment that governs the healthcare market. In addition to these technical and operational activities, Ms Cook has been involved in corporate acquisitions and divestments as well as the strategic planning process. Ms Cook has held the positions of Chief Operating Officer and then Chief Executive Officer of Genetic Technologies Limited, an ASX and NASDAQ listed leading edge genetic testing services business.

Ms Cook holds a Bachelor of Science and a Master of Science (Microbiology), has undertaken the Executive Development Programme at Melbourne Business School and is a Graduate of the Australian Institute of Company Directors.

Ms Cook is the current chair of the Risk & Compliance Committee. Ms Cook also serves as a member of the Audit Committee and the People & Culture Committee.

Recommendation

The Directors (with Ms Cook abstaining) unanimously recommend that shareholders vote in favour of Resolution 2.

The chair of the meeting intends to vote any undirected proxies in favour of Resolution 2.

Resolution 3 – Adoption of the 2024 Remuneration Report

The Company's Remuneration Report is included within the Directors' Report for the financial year ended 30 June 2024 (**2024 Remuneration Report**). It sets out a range of matters relating to the remuneration of Directors and Executives of the Company.

During this item of business, shareholders will be given a reasonable opportunity to comment on and ask questions about the 2024 Remuneration Report.

As prescribed under the *Corporations Act 2001* (Cth) (**Corporations Act**), shareholders will have the opportunity to remove the whole Board except the Managing Director if the 2024 Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

Please note if the Remuneration Report receives a Strike at this AGM and if a second Strike is received at the next annual general meeting of the Company, then that may result in the re-election of the Board (other than the Managing Director).

The Company's Remuneration Report was approved at its 2023 annual general meeting and votes cast against that report were less than 25%. Accordingly, a Spill Resolution is not applicable for the purposes of this AGM.

The Corporations Act provides that the vote on Resolution 3 is advisory only and does not bind the Company or its Directors. However, the Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3.

Subject to the voting restrictions set out below, the chair of the meeting intends to vote any undirected proxies in favour of Resolution 3.

Voting Prohibitions

In accordance with the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 3 by or on behalf of a member of the Key Management Personnel of the Company (whose remuneration is disclosed in the 2024 Remuneration Report) or any closely related party (as defined in the Corporations Act) of any such member of the Key Management Personnel; or by a member of the Key Management Personnel of the Company at the date of the AGM or their closely related parties as a proxy, unless the vote is cast:

- as a proxy for a person who is entitled to vote on this resolution, in accordance with their directions on the proxy form; or
- by the person chairing the meeting as a proxy for a person who is entitled to vote on this resolution and the written appointment of the chair does not specify the way the chair is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. The chair intends to vote all available proxies in favour of this resolution.

Resolution 4 – Performance Rights Plan Approval

The Company established the Company's Performance Rights Plan (**Plan**) to encourage its executives and other eligible participants to promote the long term success of the Company, provide a strategic value based reward for such persons who make a key contribution to that success and to promote their retention and to align their interests with shareholders' interests.

The Directors administer the Plan. A copy of the rules of the Plan is available on the Company's website in the Investor Centre / Employee Share Plans section.

Summary of terms

Under the terms of the Plan, the Directors are authorised to invite eligible participants to participate in the Plan by way of a participation letter setting out the number of performance rights to which that person is entitled, together with vesting conditions, expiry dates and other relevant terms. Typically, the performance rights will have service based and also performance based vesting conditions attached to them having regard to group performance targets and individual key performance indicators, however these aspects are for the Directors to determine including quantum, expiry and other relevant terms.

Participants are prohibited from hedging and dealing with any performance rights in the absence of an applicable exception. As a general principle, if a participant ceases to be employed or engaged by the Company then unvested performance rights will lapse. However the Board will have absolute discretion to determine whether some, none or all unvested performance rights may be retained on termination, having regard to all the prevailing facts and circumstances.

A summary of the material terms of the Plan is set out in the Explanatory Statement for Resolution 5 below.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval. ASX Listing Rule 7.2 sets out a number of exceptions to ASX Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue, the shareholders of the company approved the issue of securities under the scheme.

The number of securities issued under the Plan since the date of the last approval under ASX Listing Rule 7.1 (Exception 13), being 18 November 2019, is 8,410,403. The Company proposes to issue a maximum of 15,000,000 Performance Rights (which on vesting and exercise will comprise an issue of 15,000,000 Shares), securities under the Plan over the next 3 years.

If shareholder approval of Resolution 4 is obtained, the issue of performance rights under the Plan will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 for the next 3 years. Accordingly, the Directors seek approval in relation to the Plan for three (3) years from 27 November 2024 in accordance with the provisions of the Plan as this will enhance the Company's flexibility to issue securities to raise capital or by way of consideration for acquisition purposes should the Directors consider that it is in the best interests of the Company to do so.

If shareholders do not approve this Resolution 4, the Company may still issue securities under the Plan but such securities will be included in the calculation of the Company's available placement capacity.

Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 4.

Subject to the voting restrictions set out below, the chair of the meeting intends to vote any undirected proxies in favour of Resolution 4.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who is eligible to participate in the Plan or an associate of those persons.

However, the Company need not disregard a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy where that person is either a member of the Key Management Personnel of the Company at the date of the AGM or a closely related party (as defined in the Corporations Act) of any member of the Key Management Personnel, unless the vote is cast:

- as a proxy for a person who is entitled to vote on this resolution in accordance with their directions on the proxy form; or
- by the person chairing the meeting as proxy for a person who is entitled to vote on this resolution and the written appointment of the chair does not specify the way the chair is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Resolution 5 – Issue of Performance Rights to Mr Brett Charlton, Chief Executive Officer and Managing Director under the Performance Rights Plan

Resolution 5 seeks shareholder approval in accordance with ASX Listing Rule 10.14, ASX Listing Rule 10.19 and section 200E and Part 2E.1 of the Corporations Act for the issue of performance rights and the underlying shares upon exercise of those rights under the Performance Rights Plan to the Company's Chief Executive Officer and Managing Director, Mr Brett Charlton.

ASX Listing Rule 10.14.1

ASX Listing Rule 10.14.1 provides that shareholder approval is required for the issue of securities to a director under an employee incentive scheme.

The proposed issue of performance rights to Mr Charlton falls within ASX Listing Rule 10.14.1 because he is a director of the Company and the issue therefore requires the approval of shareholders under ASX Listing Rule 10.14. As shareholder approval is being sought pursuant to this Resolution 5 under ASX Listing Rule 10.14, shareholder approval under ASX Listing Rule 7.1 or 10.11 is not required.

Mr Charlton was appointed as Chief Executive Officer effective from 1 August 2023.

As noted in the table below, the Board has determined that Mr Charlton will be entitled to receive a long-term incentive award of up to AUD982,800 in respect of the financial year ended 30 June 2025, being up to 150% of Mr Charlton's Total Fixed Remuneration of AUD655,200 per annum, comprising:

- 1,654,000 High Level Performance Rights (HLP) – 100% of Total Fixed Remuneration.
- 827,000 Exceptional Level Performance Rights (ELP) – 50% of Total Fixed Remuneration.

HLP Performance Rights – Vesting Hurdles

The performance conditions applicable to the HLP Performance Rights are as follows:

HLP Performance Rights will be subject to a target underlying earnings per share (**Underlying EPS**) hurdle, measured over a three-year performance period. Underlying EPS excludes material items.

The proportion of HLP Performance Rights that vest will be measured based on the Underlying EPS over a three-year performance period. Underlying EPS was selected by the Board as an appropriate performance hurdle to ensure continued focus on growth and underlying earnings generation.

The proportion of Underlying EPS HLP Rights that will vest will be determined as follows:

Underlying EPS	% HLP Performance Rights that Vest*
Threshold	25%
Maximum	100%

*with linear vesting in between Threshold and Maximum.

Exercise of Board discretion

In determining Underlying EPS performance results for the performance period, the Board may make adjustments where it considers necessary or appropriate to reflect one off or extraordinary events. An example of a one off or extraordinary event could be an asset acquisition or disposal. It is anticipated that the Board will only exercise such discretion to ensure the long-term incentive is not acting as a barrier to participants in pursuing opportunities that are in the long-term interests of shareholders. The Board will usually only exercise its discretion in a manner that rewards performance consistent with shareholder expectations and the intent and purpose of the long-term incentive and the Underlying EPS targets and in a manner that complies with the ASX Listing Rules.

ELP Performance Rights – Vesting Hurdles

The proportion of ELP Performance Rights that vest will depend on the Company achieving exceptional performance as determined by the Board. In order for any ELP Performance Rights to vest, the Company will be required to achieve a Total Shareholder Return (TSR) CAGR (TSR CAGR) over the performance period that exceeds a threshold set by the Board. TSR will be calculated based on movements in the Company's share price and total dividends paid by the Company during the three-year performance period.

For the 2025 grant, the proportion of ELP Rights that will vest will be determined using a base share price of \$0.4304, being the VWAP of the Company's shares on the ASX over the 20 trading days ending at close of trade on 30 June 2024.

The proportion of TSR CAGR ELP Rights that will vest will be determined as follows:

TSR	% ELP Performance Rights that Vest*
Threshold	25%
Maximum	100%

*with linear vesting in between Threshold and Maximum.

The Board will assess achievement or otherwise of these vesting conditions after the end of the financial year ending 30 June 2027.

Rather than paying the applicable long-term incentive award in cash, the Board is proposing, subject to obtaining shareholder approval of this Resolution 5, to instead satisfy the long-term incentive award (to the extent payable) through the issue of performance rights to Mr Charlton.

If the agreed vesting conditions are satisfied (being those set out above), vesting of such performance rights would occur after 30 June 2027 with vesting generally dependant on Mr Charlton being employed by the Company on the relevant vesting date. If Mr Charlton was not employed on the relevant vesting date, all of the performance rights that would otherwise vest on that date would, unless the Board otherwise decides, immediately lapse.

If shareholder approval of this Resolution 5 is obtained, Mr Charlton will be issued, shortly after the 2024 AGM and in any event no later than one month thereafter, performance rights equal in value to AUD982,800 based on the Volume Weighted Average Price (VWAP) of the Company's shares on the Australian Securities Exchange over the 20 trading days ending at close of trading on 3 October 2024, rounded to the nearest thousand (being AUD0.3962 per share). This calculation would result in 2,481,000 performance rights being issued to Mr Charlton. Each performance right on vesting would entitle Mr Charlton to be issued

one fully paid ordinary share in the Company for no monetary consideration.

If Mr Charlton becomes eligible for a long-term incentive award by virtue of satisfying all of the vesting conditions set out above, that number of performance rights equal in value to the dollar amount of the award (based on the above VWAP of the Company's shares being AUD0.3962) would vest and convert into shares.

Mr Charlton's performance rights (if issued) will be governed by the Rules of the Plan. A summary of the general terms of the Plan is set out below.

If shareholder approval of this Resolution 5 for the issue of performance rights to Mr Charlton is not obtained and Mr Charlton meets some or all of his agreed vesting conditions, the Company will pay the applicable long term incentive award to Mr Charlton in cash. If a change of control of the Company (including pursuant to a takeover) was to occur prior to the vesting conditions being satisfied then, unlike the situation with the performance rights noted above, there would be no acceleration of the payment of any long-term incentive cash award. Instead, Mr Charlton's entitlement to any long-term incentive cash award would be assessed in the normal course after the end of the financial year ending 30 June 2027 and the relevant cash award amount (if any) would be paid to him after 30 June 2027 provided he was still employed by the Company at the relevant time.

Below are the details of Mr Charlton's holding of shares, options and performance rights in the Company as at the date of this Notice:

	Shares	Performance Rights
Brett Charlton	NIL	2,004,000 (approved by shareholders at the Company's AGM on 28 November 2023 and granted on 29 November 2023)

All of the above securities have been earned by Mr Charlton as part of his employment and have been issued without a cash payment having been made for them.

The 2,004,000 performance rights granted to Mr Charlton on 29 November 2023 are the only securities that have been previously issued to Mr Charlton under the Plan.

The remuneration and emoluments provided by the Company to Mr Charlton for the financial year ending 30 June 2024 and the proposed remuneration and emoluments to be provided for the financial year ending 30 June 2025 are set out below:

Brett Charlton	FY24	FY25
Total Fixed Remuneration (TFR)	AUD630,000 (inclusive of superannuation)	AUD655,200 (inclusive of superannuation)
Short Term Incentive	Up to 75% of TFR if pre-defined STI targets are met, 50% of which will be paid in line with the Company's standard timing	Up to 75% of TFR if pre-defined STI targets are met, 50% of which will be paid in line with the Company's standard timing

Brett Charlton	FY24	FY25
	for STI payments, which is after the approval of the Company's annual year-end accounts (anticipated to be August) and 50% of which will be deferred for one year.	for STI payments, which is after the approval of the Company's annual year-end accounts (anticipated to be August) and 50% of which will be deferred for one year.
Long Term Incentive	2,004,000 performance rights (granted on 29 November 2023) comprising: 1,336,000 High Level Performance Rights (HLP) – 100% of vesting is determined with reference to EPS CAGR, over three years. 668,000 Exceptional Level Performance Rights (ELP) – 100% vesting is determined with reference to the TSR CAGR outcome, over three years.	2,481,000 performance rights comprising (if approved by shareholders on 27 November 2024): 1,654,000 High Level Performance Rights (HLP) – 100% of fixed remuneration. 827,000 Exceptional Level Performance Rights (ELP) – 50% of fixed remuneration.

Mr Charlton is the only person referred to in ASX Listing Rule 10.14 who is intended to be eligible to participate in the Plan because, even though the Plan could potentially extend to all Directors including Non-Executive Directors, the Plan is only intended to be used for Executive Directors (of which Mr Charlton is the only one). Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after this Resolution 5 is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Having regard to the circumstances of Mr Charlton (including the responsibilities involved in his office and employment) and the Company, the Board considers that the incentive arrangement (including the issue of the performance rights, if approved) represents reasonable remuneration for Mr Charlton.

The Board also considers that the issue of performance rights to Mr Charlton rather than and instead of a cash payment as a long term incentive is the preferred method to appropriately incentivise Mr Charlton's continued performance as the vesting conditions are consistent with the strategic goals and targets of the Company, particularly growth in shareholder value, and the ability of Mr Charlton to share in this growth by having his performance rights vest on achieving the relevant vesting conditions helps to create a strong alignment between Mr Charlton's performance and that of the Company. In addition, the Board believes that the issue of the performance rights would represent a cost effective and efficient way to reward Mr Charlton

for the long term incentive portion of his remuneration as the non-cash form of this benefit will allow the Company to spend a greater portion of its cash reserves on its operations than it would if any such award was required to be paid to Mr Charlton in cash.

Details of any securities issued under the Plan will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14 (where applicable).

Section 200E of the Corporations Act

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a 'managerial or executive office' (as defined in the Corporations Act) if an exemption applies or if the benefit is approved by shareholders in accordance with section 200E of the Corporations Act.

Mr Charlton holds a managerial or executive office role as his details are included in the Directors' Report by virtue of being a Director.

Under the terms and conditions on which the performance rights the subject of this Resolution 5 are proposed to be issued, circumstances in which the early vesting of performance rights are generally permitted include, amongst other things, termination of a participant's employment, engagement or office with the Company due to death, sickness, disability or incapacity or in other circumstances where the Board exercises its discretion to allow early vesting.

The concept of termination 'benefit' under section 200B of the Corporations Act has a wide operation and relevantly includes, in the context of Resolution 5, the early vesting of performance rights or the Board determining to provide that the performance rights do not lapse but will continue and be vested in the ordinary course.

Resolution 5 therefore also seeks approval of any termination benefit that may be provided to Mr Charlton under the terms and conditions of the performance rights proposed to be issued under Resolution 5.

Specific information required by section 200E(2) of the Corporation Act

The value of the potential termination benefit to be received by Mr Charlton cannot presently be ascertained. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of performance rights that will vest or otherwise be affected. The following additional factors may also affect the benefit's value:

- Mr Charlton's length of service and the status of the vesting conditions attaching to the relevant performance rights at the time his employment or office ceases;
- the circumstances of or reasons for Mr Charlton ceasing employment with the Company; and
- the number of unvested performance rights that he holds at the time he ceases employment or office.

The Company will calculate the value of the termination benefit at the relevant time based on the above factors and using an appropriate pricing model (such as the Black-Scholes Model) to value the performance rights.

ASX Listing Rule 10.19

ASX Listing Rule 10.19 provides that without the approval of shareholders, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the ASX Listing Rules.

The Company is also seeking shareholder approval under this Resolution 5 for the purposes of ASX Listing Rule 10.19. As noted above, the value of any termination benefit payable to Mr Charlton will depend on a number of factors, including the early vesting of Mr Charlton's performance rights in the circumstances of termination of his employment, engagement or office with the Company due to death, sickness, disability or incapacity or any other reason the Board decides, or where the Board exercises its discretion to allow the non-lapsing of Mr Charlton's performance rights in the context of Mr Charlton's termination of employment, engagement or office with the Company. It also depends on the value of the Company's equity interests which vary over time. Accordingly, it is possible that the provision of the benefit associated with any acceleration of the vesting, or non-lapsing, of Mr Charlton's performance rights may exceed 5% of the equity interests of the Company at the relevant time.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of performance rights constitutes giving a financial benefit as Mr Charlton is a related party of the Company by reason of being a director.

The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by section 211 of the Corporations Act is relevant in the circumstances and, accordingly, the Company will not seek approval for the issue of the performance rights to Mr Charlton pursuant to section 208 of the Corporations Act.

Recommendation

The Board (excluding Mr Charlton due to his personal interest in Resolution 5) unanimously recommends that shareholders vote in favour of Resolution 5.

Subject to the voting restrictions set out below, the chair of the meeting intends to vote any undirected proxies in favour of Resolution 5.

Voting Exclusions

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or by an officer of the Company or any of its child entities who is entitled to participate in a termination benefit, or an associate of

any of those persons. However, the Company need not disregard a vote cast in favour of the resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibitions

In accordance with section 250BD of the Corporations Act, a vote on this resolution must not be cast by a person appointed as a proxy where that person is either a member of the Key Management Personnel of the Company at the date of the AGM or a closely related party (as defined in the Corporations Act) of any member of the Key Management Personnel, unless the vote is cast:

- as a proxy for a person who is entitled to vote on this resolution, in accordance with their directions on the proxy form; or
- by the person chairing the meeting as proxy for a person who is entitled to vote on this resolution and the written appointment of the chair does not specify the way the chair is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.

Further, in accordance with section 200E(2A) of the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or on behalf of Mr Charlton or any of his associates, unless:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on this resolution; and
- it is not cast on behalf of Mr Charlton or an associate of Mr Charlton.

Summary of the Plan

Board approval

The Plan was approved by the Board on 20 September 2013.

The issuing of performance rights is a recognised practice in Australia as part of the remuneration of senior executives.

Summary of key terms

A summary of the operation and terms of the Plan is set out below:

- The Plan is open to certain senior management and executive Directors of the Company or of any

subsidiary of the Company, as determined by the Board.

- The Board may invite eligible persons to participate in the Plan. Participation is voluntary. The Board may determine the number of performance rights to be issued under the Plan (**Rights**) and other terms of issue of Rights under the Plan.
- All Rights are granted at a nil issue price and nil exercise price unless otherwise determined by the Board.
- Each vested Right enables the holder to be issued one ordinary share in the Company (**Share**) upon exercise, plus additional Shares equal in value to the dividends paid by the Company on the underlying Shares over the period from the relevant vesting date to the exercise date on a reinvested basis, subject to the rules governing the Plan (**Plan Rules**).
- Subject to the Corporations Act and ASX Listing Rules, the Company may financially assist a person to pay for the grant of a Right or pay any exercise price in respect of a Right. However, as it is intended that all Rights be granted at a nil issue price and exercise price, it is not intended that the Company will make any loans in relation to the acquisition of Rights.
- Rights holders are not permitted to participate in new issues of securities by the Company. However, adjustments may be made to the number of Shares over which the Rights are granted or their exercise price to take into account changes in the capital structure of the Company that occur, including by way of pro rata and bonus issues, in accordance with the Plan Rules and the ASX Listing Rules.
- The Plan limits the number of Rights that the Company may issue, such that the sum of all Rights and options on issue and offered under all employee incentive schemes of the Company does not, if they are all exercised, equate to more than 5% of the ordinary shares on issue by the Company.

Change of Control

In the event of a change in control of the Company (for example arising from a merger, takeover or scheme of arrangement), the Board will have absolute discretion to determine whether some, none or all of the unvested Rights will vest, having regard to all the prevailing facts and circumstances.

Clawback Policy

As a prudent measure, with a view to safeguarding the interests of shareholders and minimising the risk of proposed (performance based) Rights remaining available to senior executives in circumstances where the Board has concluded that would be inappropriate, the Board may, in its discretion:

- cancel or require forfeiture of some or all of a relevant executive's Rights;
- adjust the executive's future performance based remuneration;
- take legal action against the executive; and/or
- take such other action as the Board considers appropriate in any relevant circumstances.

The clawback policy applies to the awards of Rights proposed to be made to Mr. Charlton under this Resolution 5.

Termination of Employment

Unvested Rights held by a Plan participant on termination of employment will prima facie lapse. However the Board will have absolute discretion to determine whether some, none or all unvested Rights may be retained on termination, having regard to all the prevailing facts and circumstances.

Meeting Information for Shareholders

Eligibility to vote

The Company has determined that for the purposes of the meeting, shares will be taken to be held by those shareholders recorded in the Company's Register of Members as at 7.00pm (AEDT) on Monday 25 November 2024. Share transfers registered after that time will be disregarded in determining entitlements to vote at the Annual General Meeting (**AGM**).

In addition, Australian legal requirements limit the eligibility of certain people to vote on some of the items of business to be considered at the AGM. These voting exclusions and prohibitions are designed to limit the capacity of people who stand to benefit from a resolution to influence whether the resolution is passed. Accordingly, the people who are captured by the additional voting restrictions vary for each item of business depending on the nature of the resolution proposed.

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (which includes those people described as Key Management Personnel in the Remuneration Report) of the Company (being Resolutions 3, 4, and 5), the Corporations Act restricts Key Management Personnel and their closely related parties from voting in some circumstances.

A "closely related party" of a member of the Key Management Personnel is defined in the Corporations Act to include:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls.

The term "Key Management Personnel" has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Voting Methods

Shareholders will have the opportunity to be physically present at the meeting and also to participate via an online webcasting platform.

On this online webcasting platform shareholders will be able to vote online in real time. Shareholders will also have the opportunity to ask questions at the meeting.

Shareholders can access the online webcasting platform at: <https://meetings.lumiconnect.com/300-621-354-840>

To log in, you will need to enter the **Meeting ID 300-621-354-840** followed by your holder identifier (SRN or HIN) and postcode or country code (for shareholders outside of Australia) as the Username and Password.

Voting will be available between the commencement of the meeting (11:00am (AEDT) on Wednesday 27 November 2024) and the closure of voting as announced by the Chair during the meeting.

Further information on how to connect to and 'join' the meeting is set out in the McPherson's Online Annual General Meeting Guide available on the McPherson's website (www.mcphersons.com.au) in the Investor Centre / Annual General Meeting section), which has also been given to the Australian Securities Exchange.

Voting by Proxy

A shareholder entitled to attend and vote at the meeting may appoint one or two proxies to attend and vote on their behalf. Each proxy will have the right to vote on a poll and also to speak at the meeting.

A proxy need not be a shareholder of the Company and a proxy can be either an individual or a body corporate.

The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally between the proxies (i.e. where there are two proxies, each proxy may exercise half the votes).

If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting on that resolution as they think fit.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who lodge a proxy with a direction on how to vote but do not nominate the identity of their proxy will be taken to have appointed the chair of the meeting as their proxy to vote on their behalf. If a proxy is lodged but the nominated proxy does not attend the meeting, or does not vote on the resolution, the chair of the meeting will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the chair of the meeting, the secretary or any Director that do not contain a direction on how to vote will be used where possible to vote in favour of each of the resolutions proposed in this Notice. The Key Management Personnel of the Company and their closely related parties will not be able to vote your proxy on Resolutions 3, 4 and 5 unless you direct them how to vote. If you intend to appoint a member of the Key Management Personnel or any of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolutions 3, 4 and 5. If you intend to appoint the chair of the meeting as your proxy, you can direct him or her to vote by either marking the box for the resolution, or by appointing the chair of the meeting as your proxy in accordance with the instructions on the proxy form (in which case the chair of the meeting will vote in favour of each of the resolutions proposed in this Notice).

Lodgement of Proxies

To be valid, a proxy, and the power of attorney or other authority (if any) under which it is signed (or a certified copy of the power of attorney or authority),

must be lodged by one of the following methods and received not less than 48 hours before the commencement of the AGM or any adjournment of the AGM.

- ✓electronically, via:
www.investorvote.com.au and then inputting the shareholder's secure access information,
or
www.intermediaryonline.com for Custodian Voting
or
- ✓by mail at the registered office of the Company or the office of the Company's Share Registry:

Computershare Investor Services Pty Limited
GPO Box 242, Melbourne, Victoria, Australia, 3001;
or
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria, Australia, 3067;

or
- ✓by fax to Computershare, the Company's Share Registry, on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Corporate Representatives

If a representative of either a corporate shareholder or a proxy which is a body corporate is to participate at the meeting, an Appointment of Representative Form, which can be obtained from Computershare's Investor Centre website www.investorcentre.com, or other evidence satisfactory to the chair of the meeting, must be produced prior to the meeting.

Annual Report – Online

McPherson's Annual Report for the year ended 30 June 2024 is available on the Company's website (www.mcphersons.com.au in the Investor Centre / Annual General Meetings section).

Shareholders can elect to receive a copy of the Annual Report by contacting the Company.

Asking questions at the AGM

Shareholders may ask questions at the meeting either in person if a shareholder physically attends the meeting or through the online webcasting platform. Questions are welcome. Shareholders are encouraged to submit their questions before the meeting by logging onto to your holding, selecting voting and then 'ask a question'. Submitting questions in advance will not prevent any shareholder from asking questions at the meeting through the online webcasting platform should they wish to do so.

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McPherson's Share Registry

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