

6 December 2024

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NSX Release

Sugar Terminals Ltd - 2024 AGM Resolutions Results

Sugar Terminals Limited (STL) is pleased to announce the results of the resolutions put to its Annual General Meeting (AGM) on 20 November 2024.

As detailed in our NSX Release of 21 November 2024, Link Market Services and BDO were appointed as Independent Scrutineers for the conduct of the polls and validation of proxies associated with the various resolutions. A copy of the Scrutineers Report, issued on 6 December 2024 is attached.

The requirement for a scrutineer was a specific request made by Queensland Sugar Limited pursuant to the *Corporations Act.* STL fully complied with this request and whilst we regret the delay and costs associated with this process, we also note the commentary from the Scrutineers Report, in particular:

- "...During the course of this engagement, we were provided with copies of legal correspondence from QSL's legal advisors. As a result of receiving this legal correspondence, we initiated a meeting with QSL's legal advisors on 29 November 2024.
- The legal advice discussed in this meeting was in relation to the validity of QSL's proxies and the existence of a valid farming partnership agreement and cane supply agreement consistent with the requirements of STL's constitution.
- Whilst we will not opine on the validity of these legal issues, as we are not lawyers, we noted some discrepancies, inconsistencies and omissions which resulted in delays.
- The inclusion of votes cast by QSL and its subsidiaries, via proxy, in the count for the resolutions set out in the attached tables should not be taken as indicating that the validity, or otherwise, of those proxies (as a matter of law) has been finally determined, however, they have been accepted for the purposes of this report..."

All resolutions were passed as ordinary resolutions and decided by way of poll.

STL Board Chair Mark Gray said Mr Paul Schembri was elected as a Grower Director.

"We welcome Paul as a new Director to the STL Board. His significant experience will assist our Board as we continue to service the storage and handling needs of the entire sugar industry, as cost effectively, efficiently and reliably as possible."

Whilst STL sustained a second strike against the adoption of its Remuneration Report, the Conditional Spill Resolution was not passed. The increase to the Maximum Aggregate Limit for the Directors' Remuneration Pool was passed.

Our purpose is to be a sustainable, globally competitive provider of storage and handling solutions for bulk sugar and other commodities.



Separately, concerns with the substantial holding notices provided by QSL and its subsidiaries will be referred to ASIC, noting that contraventions of the relevant statutory requirements are an offence under the *Corporations Act* and could also impact the effectiveness, competitiveness and informed nature of the market for G class shares.

The Board is also well progressed with the selection of a new Independent Director consistent with the provisions of the STL Constitution and we expect to make an announcement on this once the process has been completed.

ENDS

Enquiries:

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AGREED-UPON PROCEDURES REPORT ON ACTING AS SCRUTINEER OF SUGAR TERMINALS LIMITED WITH RESPECT TO THE POLL UNDERTAKEN AT THE ANNUAL GENERAL MEETING ON 20 NOVEMBER 2024

To the Directors

Purpose of this Agreed-Upon Procedures Report and Restriction on Use

Our report is solely for the purpose of assisting Sugar Terminals Limited (STL or the Company) to ensure the polls at the Annual General Meeting (AGM) of the Company occurred correctly and to satisfy the requirements of the Queensland Sugar Limited (QSL) letter dated 11 November 2024. Therefore, this report may not be suitable for another purpose. Use of this report is restricted to the Company's shareholders. Accordingly, we expressly disclaim and do not accept any responsibility or liability to any party other than Sugar Terminals Limited and intended users for any consequences of reliance on this report for any other purpose.

Responsibilities of the Directors

The Directors acknowledge that the agreed-upon procedures are appropriate for the purpose of the engagement. The Directors are responsible for the subject matter on which the agreed-upon procedures are performed.

Practitioner's responsibilities

We have conducted the agreed-upon procedures engagement in accordance with the Australian Standard on Related Services ASRS 4400, *Agreed-Upon Procedures Engagements*. An agreed-upon procedures engagement involves our performing the procedures that have been agreed with the Directors, and reporting the findings, which are the factual results of the agreed-upon procedures performed. We make no representation regarding the appropriateness of the agreed-upon procedures.

This agreed-upon procedures engagement is not an assurance engagement. Accordingly, we do not express an opinion or an assurance conclusion.

Had we performed additional procedures, other matters might have come to our attention that would have been reported.

Professional Ethics and Quality Management

We have complied with the ethical requirements in the Accounting Professional & Ethical Standards Board Code of Ethics for Professional Accountants (including Independence Standards) (APESB Code), including the fundamental principle of objectivity and independence requirements in Part 4B of the APESB Code and Sections 253UB and 253UC of the Corporations Act 2001.

Our firm applies Australian Standard on Quality Control ASQM 1, Quality Management for Firms that Perform Audits or Reviews of Financial Reports, and Other Financial Information, or Other Assurance or Related Services Engagements, which requires the firm to design, implement and operate system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.



Procedures and findings

We have performed the procedures described below, which were agreed upon with the Directors in the terms of engagement letter dated 15 November 2024, as scrutineer at your AGM.

	Procedures	Findings							
1	Observe the conduct of the	We attended the AGM at 2:00pm on Wednesday 20 November 2024 at the Clayton Utz office, Level 28 Riparian Plaza, 71 Eagle Street Brisbane.							
	polls	Paper votes were physically collected by Link Market Services at the AGM while proxy votes were collected by Link Market Services on or before 2:00pm 18 November 2024.							
		Polls were conducted on behalf of the Company by Link Market Services professionally and in a well-organised manner. Subsequent to the meeting we observed the counting of the votes and the collation and input of data to Link Market Services software with no exceptions noted.							
2	Scrutinise the outcome of the polls	We obtained the results of the votes cast included in the poll results summary prepared by Link Market Services attached to this report and checked the additions of the totals included in the summary.							
		For paper votes, we observed Link Market Services agree individual details of votes cast included in the summary to the poll voting forms collected by Link Market Services.							
		For proxy votes, we performed the following:							
		• Selected 50 samples and agreed individual details of proxy votes cast included in the summary agreed to the poll proxy forms collected by Link Market Services.							
		We reviewed validity of the 50 proxy vote samples by testing the following criteria:							
		 Proxies must be properly signed. individual members sign personally; corporations must sign by duly authorised attorney or in a matter permitted by the <i>Corporations Act</i> (i.e. 2 directors or a director and company secretary or sole director and sole company secretary (as applicable); and if signed by attorney, the power of attorney or other authority (if any) under which it is signed or a copy of that power or authority certified as a true copy must have deposited with Link or STL not less than 48 hours before the AGM. 							
		2. If a shareholder appointed a proxy, the shareholder must have provided STL with a copy of its signed Member Status Declaration (MSD) at the same time as its proxy form.							
		3. If a shareholder who is an individual attended the AGM and that shareholder appointed a proxy who was also present at the AGM, the proxy was not, in respect of the shares of that shareholder, entitled to vote.							
		4. If a shareholder is a trustee of a trust, then the shareholder in their capacity as the trustee of the trust must be the Active Grower.							



Procedures Findings 5. The person described in the MSD for the grower as the party to the cane supply agreement should be the same person as the person who is the holder of the relevant G shares (e.g. if an individual is recorded as the holder of the G shares, that same individual should be the person identified in their MSD as being party to the cane supply agreement). · To ensure consistency, we reviewed listings of invalidated and revoked proxy votes provided by Link Market Services and determined if any of the invalidated or revoked proxy vote included in the listings were tested above. Based on procedures performed, we note the following (refer Appendix 4): For 1 out of 50 samples, the Contracting Party Name (Part 2 of the MSD) was not completed. This sample was included in the proxy votes counted by Link Market Services. For 1 out of 50 samples, the Proxy form was not dated. This sample was included in the proxy votes counted by Link Market Services. During the course of this engagement, we were provided with copies of legal correspondence from QSL's legal advisers. As a result of receiving this legal correspondence, we initiated a meeting with QSL's legal advisers on 29 November 2024. The legal advice discussed in this meeting was in relation to the validity of QSL's proxies and the existence of a valid farming partnership agreement and cane supply agreement consistent with the requirements of STL's constitution. Whilst we will not opine on the validity of these legal issues, as we are not lawyers, we noted some discrepancies, inconsistencies and omissions which resulted in delays. The inclusion of votes cast by QSL and its subsidiaries, via proxy, in the count for the resolutions as set out in the attached tables should not be taken as indicating that the validity, or otherwise, of those proxies (as a matter of law) has been finally determined, however, they have been accepted for the purposes of this report. Prepare a report The result of the polls is as follows (see Appendix 1, 2 and 3): on the outcome • Resolution 2 - Remuneration Report of the polls Abstain* For Against G class shares 56,510,874 90,589,579 1,402,389 M class shares 97,901,647 32,730,150 Total votes 154,412,521 123,319,729 %

55.60%

44.40%



Procedures	Findings			
	• Resolution 3 - Elect	ion of Director by	G Class shareholder	s
		For	Against	Abstain*
	Mr Troy Apps	54,318,248	-	94,217,706
	Mr Paul Schembri	94,108,486	-	54,412,785
	 Resolution 4 - Maxis Directors 	n Pool for Non-Executive		
		For	Against	Abstain*
	G class shares	57,127,279	90,584,522	791,041
	M class shares	130,631,797	-	-
	Total votes	187,759,076	90,584,522	
	%	67.46%	32.54%	
	• Resolution 5 - Spill	Resolution (Condit	ional Resolution)	
		For	Against	Abstain*
	G class shares	91,533,322	56,043,440	926,080
	M class shares	-	97,901,647	32,730,150
	Total votes	91,533,322	153,945,087	
	%	37.29%	62.71%	
	*Not counted in determinitiem.	ining whether or no	t the required votes	were cast for or against an

BDO Audit Pty Ltd

C K Henry Director

Brisbane, 6 December 2024



LINK Market Services

SUGAR TERMINALS LIMITED

ANNUAL GENERAL MEETING Wednesday, 20 November 2024

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respection of each resolution on the agenda.

	Resolution Voted on at the meeting			Proxy Votes (a	s at proxy close)	Total votes				
No	Short Description	Strike Y/N/NA		Against	Discretionary (open votes)	Abstain	For	Against	Abstain**	Result
2	REMUNERATION REPORT	Y	73,831,212 26.96%	121,608,258 44.41%	78,383,013 28.63%	1,402,389	154,412,521 55.60%	123,319,729 44.40%	1,402,389	Carried
3A	ELECTION OF DIRECTOR BY G CLASS SHAREHOLDERS (GROWER DIRECTOR) - MR TROY APPS	NA	5,840,737 0 11.24% 0.00%		46,105,124 88.76%	92,662,682	54,318,248 100.00%	0 0.00%	94,217,706	Not Carried
3B	ELECTION OF DIRECTOR BY G CLASS SHAREHOLDERS (GROWER DIRECTOR) - MR PAUL SCHEMBRI	NA	92,553,462 66.75%	0 0.00%	46,105,124 33.25%	5,949,957	94,108,486 100.00%	0 0.00%	54,412,785	Carried
4	MAXIMUM AGGREGATE LIMIT FOR REMUNERATION POOL FOR NON-EXECUTIVE DIRECTORS	NA	107,111,926 39.03%	88,873,051 32.38%	78,448,854 28.59%	791,041	187,759,076 67.46%	90,584,522 32.54%	791,041	Carried
5	SPILL RESOLUTION (CONDITIONAL RESOLUTION)	NA	89,821,851 37.18%	72,371,481 29.96%	79,375,310 32.86%	33,656,230	91,533,322 37.29%	153,945,087 62.71%	33,656,230	Not Carried

^{** -} Note that votes relating to a person who abstains on an item are not counted in determing whether or not the required majority of votes were cast for or agains that item'

SUGAR TERMINALS LIMITED



G CLASS (GROWERS) ANNUAL GENERAL MEETING Wednesday, 20 November, 2024

RESULT OF G CLASS (GROWERS) ANNUAL GENERAL MEETING (ASX REPORT)

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

	Resolution Voted on at the meeting		Pro	oxy Votes (as at proxy c	close)	Total votes cast in t				
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
2	REMUNERATION REPORT	Y	8,020,257 5.60%	88,878,108 62.07%	46,292,321 32.33%	1,402,389	56,510,874 38.42%	90,589,579 61.58%	1,402,389	Not Carried
3A	ELECTION OF DIRECTOR BY G CLASS SHAREHOLDERS (GROWER DIRECTOR) - MR TROY APPS	NA	5,840,737 11.24%	0 0.00%	46,105,124 88.76%	92,662,682	54,318,248 100.00%	0 0.00%	94,217,706	Carried
3B	ELECTION OF DIRECTOR BY G CLASS SHAREHOLDERS (GROWER DIRECTOR) - MR PAUL SCHEMBRI	NA	92,553,462 66.75%	0 0.00%	46,105,124 33.25%	5,949,957	94,108,486 100.00%	0 0.00%	54,412,785	Carried
4	MAXIMUM AGGREGATE LIMIT FOR REMUNERATION POOL FOR NON-EXECUTIVE DIRECTORS	NA	8,570,821 5.96%	88,873,051 61.80%	46,358,162 32.24%	791,041	57,127,279 38.67%	90,584,522 61.33%	791,041	Not Carried
5	SPILL RESOLUTION(CONDITIONAL RESOLUTION)		89,821,851 62.52%	6,560,526 4.57%	47,284,618 32.91%	926,080	91,533,322 62.02%	56,043,440 37.98%	926,080	Carried

^{** -} Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

SUGAR TERMINALS LIMITED



RESULT OF M CLASS (MILLERS) ANNUAL GENERAL MEETING (ASX REPORT)

M CLASS (MILLERS) ANNUAL GENERAL MEETING Wednesday, 20 November, 2024

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

	Resolution Voted on at the meeting		Pro	xy Votes (as at proxy	close)	Total votes cast in				
No	Short Description	Strike Y/N/NA	For	Against	Discretionary (open votes)	Abstain	For	Against	Abstain **	Result
2	REMUNERATION REPORT	Y	65,810,955 50.38%	32,730,150 25.06%	32,090,692 24.57%	0	97,901,647 74.94%	32,730,150 25.06%	0	Carried
4	MAXIMUM AGGREGATE LIMIT FOR REMUNERATION POOL FOR NON-EXECUTIVE DIRECTORS	NA	98,541,105 75.43%	0 0.00%	32,090,692 24.57%	0	130,631,797 100.00%	0 0.00%	0	Carried
5	SPILL RESOLUTION (CONDITIONAL RESOLUTION)	NA	0 0.00%	65,810,955 67.22%	32,090,692 32.78%	32,730,150	0 0.00%	97,901,647 100.00%	32,730,150	Not Carried

^{** -} Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item

Shareholde	r Information			Te	st 1				Test 2	Test	3	Te	est 4	Test 5	
SRN	Date	Individual - signed off personally	Corporation	Signed by attorney	2 directors or 1 if sole director of 1 director + 1 co sec	Sighted power of attorney (POA)	POA certified true copy attached/p rovided within 48 hrs?	MSD attached?	Signed at the same time as proxy form?	Shareholder present at AGM?	Voted?	Trustee?	If yes to Trustee, is person Active Grower (see MSD)	MSD matches holder of shares?	Comments
Sample 1	05/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 2	05/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 3	12/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 4	04/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 5	12/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 6 Sample 7	31/10/2024 12/11/2024	Yes N/A	N/A Yes	N/A N/A	N/A Yes	N/A N/A	N/A N/A	Yes Yes	Yes Yes	No No	No No	N/A N/A	N/A N/A	Yes Yes	
Sample 8	12/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sumpte 5											.,,	.,,,,			Shareholder did not complete the Contracting Party Name in Part 2 of the Member Status
Sample 9	15/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	See comment	Declaration
Sample 10	04/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	31/10/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	14/11/2024 13/11/2024	Yes N/A	N/A Yes	N/A N/A	N/A Yes	N/A N/A	N/A N/A	Yes Yes	Yes Yes	No No	No No	N/A N/A	N/A N/A	Yes Yes	
	04/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	11/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	14/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 17	06/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	13/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 19	08/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 20 Sample 21	04/11/2024 12/11/2024	N/A Yes	Yes N/A	N/A N/A	Yes N/A	N/A N/A	N/A N/A	Yes Yes	Yes Yes	No No	No No	N/A N/A	N/A N/A	Yes Yes	
Sample 22	08/11/2024	Yes	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	08/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	
	12/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	11/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 26	14/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 27 Sample 28	14/11/2024 04/11/2024	N/A N/A	Yes N/A	N/A N/A	Yes N/A	N/A N/A	N/A N/A	Yes Yes	Yes Yes	No No	No No	N/A N/A	N/A N/A	Yes Yes	
Sample 29	14/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 30	12/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 31	12/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	11/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	07/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 34 Sample 35	06/11/2024 14/11/2024	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	Yes Yes	Yes Yes	No No	No No	N/A N/A	N/A N/A	Yes Yes	
Sample 36	08/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	13/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 38	13/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 39	13/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 40	06/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	13/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	
Sample 42 Sample 43	12/11/2024 12/11/2024	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	Yes Yes	Yes Yes	No No	No No	N/A N/A	N/A N/A	Yes Yes	
	11/11/2024	N/A N/A	N/A N/A	N/A	N/A	N/A N/A	N/A N/A	Yes	Yes	No	No	N/A	N/A	Yes	
	29/10/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 46	06/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 47	05/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	
Sample 48	12/11/2024	N/A	N/A	N/A	N/A	N/A	N/A	Yes	Yes	No	No	Yes	Yes	Yes	
	11/11/2024	N/A	Yes	N/A	Yes	N/A	N/A	Yes	Yes	No	No	N/A	N/A	Yes	District forms was not dated
sample 50	See commen	N/A	N/A	N/A	N/A	N/A	N/A	Yes	See comment	No	No	Yes	Yes	Yes	Proxy form was not dated.