

RESOLUTION ONE - DIRECTOR FEES

That farmers consider and, if thought appropriate, pass the following ordinary resolution:

- That the director fees pool for farmer directors, industry directors and the independent director be increased to \$430,000 per annum from \$417,500, an increase of 3%.

Explanatory note

This resolution is based on the recommendation of the Director Independent Remuneration Committee (DIRC). The DIRC provides independent recommendations based on market information, benchmarking, director time commitments and other factors. Any adjustments to fees will require farmer approval.

The DIRC recommended a 3% movement to be allocated between directors as the Board may determine based on workload.

Director Independent Remuneration Committee

Report to Beef + Lamb New Zealand farmers for the 2026 Annual Meeting

2 December 2025

The Beef + Lamb New Zealand Ltd (B+LNZ) Director Independent Remuneration Committee (DIRC) provides independent consideration of market conditions and benchmarking.

The Director Independent Remuneration Committee (DIRC) comprises Murray Donald (Chair), Sarah von Dadelszen and Simon Davies, with Cros Spooner Chief Operating Officer B+LNZ as Secretary.

The Committee operates under a [Terms of Reference](#).

When reviewing director fees, the DIRC considered the following principles in 2023 and these continue to apply.

1. Consideration of market information including benchmarking for B+LNZ provided to DIRC by Strategic Pay and the Institute of Directors. Both surveys reference types of industries e.g. agriculture, cooperative, private sector and by number of employees.
2. The B+LNZ Board role and the time commitment required of directors including regional responsibilities for each B+LNZ director. The DIRC note that there are two elements to a B+LNZ director role, governance and representation with farmers. Elected directors are increasing their visibility with farmers in their communities including at annual director meetings across their regions. Governance commitments include Board meeting preparation, travel and attendance including representation roles beyond a director meeting time.
3. The Board has implemented a Farmer Director role expectation to clarify farmer director responsibilities particularly for candidates standing for election.
4. The DIRC considered the complexity and risk involved in the role including increasing role that technology and data will play for an industry good organisation. While the commercial risks are not high, the complexity of issues addressed at an industry good role requires high calibre of directors and the recognition of personal reputational risks within the farming community.
5. The Chair role is significantly greater than other directors and that has been considered. The differential between the Chair and director fees is within the benchmarks reviewed.
6. DIRC considers the B+LNZ director fees should be at the low end of the upper quartile of benchmarking, be competitive with other representative organisations and to attract the expertise to address complex issues.

Director fees were last increased at the 2025 annual meeting by 4% supported by 51% of voting farmers. The Board had reduced the DIRC recommendation of 6% down to the 4% increase recommended to farmers.

Recommendation for 2025-26 Director Fees

The general market movement for the past 12 months was an increase between 2.5% to 7.4% (Institute of Directors Director fee Report) and the benchmarking against other similar organisations has been included in the DIRC review.

DIRC support small regular increases to fee to ensure B+LNZ director fees do not fall behind the benchmarks.

DIRC is recommending an increase of 3% (based upon the CPI movement to 30 September 2025) to the total directors' fee pool, an increase of \$12,500 to be allocated to directors as the Board may determine to reflect additional workloads on individual directors.

	Current Remuneration 2024-25 (approved March 2025)	Recommended Remuneration 2025-26
Director fees pool	417,500	430,000

The Board will publish actual director fees paid to individual directors in the B+LNZ annual report.

The DIRC continues to recommend that Director fees be reviewed and adjusted annually to avoid large one-off increases and to remain competitive with similar organisation.

RESOLUTION TWO

That farmers consider and, if thought appropriate, pass the following ordinary resolution:

- That KPMG be appointed as B+LNZ's auditor for the year ending 30 September 2026.

Explanatory note

The Audit & Risk Committee undertook a review of audit fees and compared them to publicly available benchmarks. The Committee agreed that KPMG continues to offer an efficient and effective audit process.

The KPMG partner is now responsible for the annual audit and completed his second year on the audit and a new audit manager was involved in the 2025 annual audit. The External Reporting Board (XRB) is the Crown Entity responsible for accounting and auditing and assurance standards in New Zealand and their maximum prescribed rotation period for large not for profit Public Benefit Entities is seven years.