

KI Plantation Timbers Ltd (ASX:KPT)

Annual General Meeting

1 pm CDT

Monday, 25 October 2021

Current Board



Chair: **Paul McKenzie** BSc (Agric), BCom, FAICD, AIAST
Professional agribusiness consultant & company director.
Appointed to Board April 2005, appointed Chair July 2009.

Managing Director: **Keith Lamb** BForSc, GrDipREM, MFor, MBA (Exec), GAICD, MIFA
Professional forester & company director.
Appointed to Board October 2018, appointed MD June 2019.

Non-Executive Director: **James Davies** BCompSc, MBA, GAICD
More than 35 years experience in investment management across timberland, economic infrastructure, real estate and private. Appointed to Board 14 July 2021.

Director: **Shauna Black** Dip Prj Mment
KI-based finance journalist, entrepreneur.
Appointed to Board March 2015.

Non-Executive Director: **Mitch Taylor** BComm, MAppFin, GAICD
Portfolio Manager at Samuel Terry Asset Management. More than 10 years of commercial experience in funds management. Appointed to Board 14 July 2021.

Professional Advisors

CFO and Company Secretary: **Vicky Allinson**
Adelaide, international accounting background.

Audit Partner: **Iain Kemp**
Office Chair, Grant Thornton Adelaide.

Agenda

- Consideration of accounts
- Consideration of resolutions
- Business Update
- Questions and discussion



ONLINE ATTENDEES – TEXT QUESTION PROCESS

When the question function is available, the messaging tab will appear at the top of the screen



To submit a question, type your question in the “Ask a question” box and press the send arrow



Your question will be sent immediately for review



Received

123-456-789

HOME

MESSAGING

VOTING

Messaging

Ask a question



Moderator

Type your question in the box above and then press the send arrow. Please include the number of the resolution at the beginning of your question. Questions may be moderated or amalgamated if there are multiple questions on the same topic

ONLINE ATTENDEES – AUDIO QUESTION PROCESS

When the audio questions line is available, a link will appear on the home tab titled
Asking Audio Questions

If you would like to ask an audio question, **pause the meeting broadcast** and click on the link

You will be prompted to enter your name and the topic of your question before being placed in the audio questions queue

123-456-789

HOME

MESSAGING

VOTING

Instructions

Watching the Webcast

Press **play** to begin the broadcast. Ensure your device isn't muted and the volume is turned up. On mobile devices, the broadcast can be minimised and audio will continue to play.

Asking Text Questions

Select the **MESSAGING** tab at the top of this page, then type your question in the box provided and press the send arrow.

Asking Audio Questions

If you would like to ask a question verbally, **pause the broadcast** and then click **HERE**. You will be connected to the audio questions line where you can listen to the meeting while waiting to ask your question. Please return to this page if you have any issues.

Voting

When voting opens, a **VOTING** tab will appear at the top of the screen. Selecting this tab will open a list of resolutions, select **For**, **Against** or **Abstain** to cast your vote. There is no enter or send button. You may however cancel your vote and enter a new selection while voting is open.



ONLINE ATTENDEES – VOTING

When open, the vote will be accessible by selecting the voting tab at the top of the screen



To vote simply select the direction in which you would like to cast your vote. The selected option will change colour

For



Against



Abstain



There is no submit or send button, your selection is automatically recorded. You can change your mind or cancel your vote any time before the poll is closed



123-456-789



HOME



MESSAGING



VOTING

Poll Open

You have voted on 0 of 2 items

Resolution 1

Select a choice.

For



Against



Abstain



CANCEL

Question 2

Select a choice.

Yes



No



Unsure



Agenda

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Consideration of Accounts

To receive and consider the Company's audited financial report together with the Directors' Report (including the Remuneration Report) and the auditor's report for the period ended 30th June 2021.

The Reports are placed before the Shareholders for discussion and Shareholders will be given the opportunity to ask questions and make comments on the Reports; **no voting** is required on this matter.

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Consideration of resolutions (by poll)

Resolution							
1	<p>Adoption of Remuneration Report</p> <p><i>“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30th June 2021.”</i></p> <p>Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company under section 250R(3) of the Corporation Act. If the ‘No’ votes are greater than 25% then there are potentially serious consequences, see Explanatory Memorandum for details.</p>						
Proxy Summary	For		Against		Discretionary		Abstain
Votes	9,862,056	99.80%	19,040	0.19%	500	0.01%	-

Consideration of resolutions (by poll)

Resolution							
2	<p>Re-Election of Director, Mr Paul McKenzie</p> <p><i>“That Mr Paul McKenzie, who retires by rotation in accordance with Rule 5.1 of the Company's Constitution, and being eligible, be re-elected as a Director of the Company.”</i></p>						
Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,993,909	99.87%	-	-	33,740	0.13%	-

Consideration of resolutions (by poll)

Resolution	
3	<p>Election of Director, Mr James Davies</p> <p><i>“That Mr James Davies in accordance with Rule 50 of the Company’s Constitution, and being eligible, be elected as a Director of the Company.”</i></p>

Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,987,099	99.84%	6,810	0.03%	33,740	0.13%	-

Consideration of resolutions (by poll)

Resolution	
4	<p>Election of Director, Mr Mitch Taylor</p> <p><i>“That Mr Mitch Taylor in accordance with Rule 50 of the Company's Constitution, and being eligible, be elected as a Director of the Company.”</i></p>

Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,993,909	99.87%	-	-	33,740	0.13%	-

Consideration of resolutions (by poll)

Resolution	
5	<p>Approve Directors Incentive Scheme</p> <p><i>“To approve the Directors’ Incentive Scheme and the issue grants of Performance Rights convertible into securities in the Company under the Directors’ Incentive Scheme be approved for the purposes of the ASX Listing Rule 7.1 pursuant to ASX Listing Rule 7.2, exception 13.”</i></p>

Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,974,036	99.92%	19,873	0.08%	500	0.00%	-

Consideration of resolutions (by poll)

Resolution	
6	<p>Approval of issue of additional Shares to the Executive Chairman, Mr James Davies under the Directors' Incentive Scheme</p> <p><i>"That, subject to Shareholders approving the appointment of Mr Davies as a Director of the Company and the approval of the Directors' Incentive Scheme, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue up to a further 2,150,000 Shares to Mr James Davies as incumbent Executive Chairman and/or his nominees, being an Eligible Employee under the Directors' Incentive Scheme subject to the terms and conditions set out in the Explanatory Memorandum."</i></p>

Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,974,036	99.92%	19,873	0.08%	500	0.00%	-

Consideration of resolutions (by poll)

Resolution							
7	<p>Approval of issue of additional Shares to Mr Paul McKenzie under the Directors' Incentive Scheme</p> <p><i>"That, subject to Shareholder approval of the re-appointment of Mr McKenzie as a Director of the Company, and the approval of the Directors' Incentive Scheme, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Directors to allot and issue up to a further 752,500 Shares to Mr Paul McKenzie and/or their nominees being Eligible Employees under the Directors' Incentive Scheme subject to the terms and conditions set out in the Explanatory Memorandum."</i></p>						
Proxy Summary	For		Against		Discretionary		Abstain
Votes	21,173,557	81.46%	4,820,352	18.54%	500	0.00%	-

Consideration of resolutions (by poll)

Resolution							
8	<p>Approve On-market Buy-Back of shares</p> <p><i>“That, for the purposes of section 257C of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders authorise and approve the On-Market Buy-Back of up to 11,296,071 fully paid ordinary Shares in the Company (representing approximately 20% of the Company’s issued Shares as at 27th August 2021) in the 12 month period following the approval of this Resolution, pursuant to an On-Market Buy-Back conducted in accordance with the requirements of the Listing Rules, the Corporations and on the terms as described in the Explanatory Statement to this Notice of Meeting.”</i></p>						
Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,792,536	99.09%	6,810	0.03%	228,303	0.88%	-

Consideration of resolutions (by poll)

Resolution							
9	<p>Approve Off-market Buy-Back of shares</p> <p><i>“That, for the purposes of section 257C of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders authorise and approve the off-market acquisition of up to 11,296,071 fully paid ordinary Shares in the Company (representing approximately 20% of the Company’s issued Shares as at 27th August 2021) at a maximum price, being 12% discount to the most recently audited net tangible asset per Share in the 12 month period following the approval of this Resolution, pursuant to an On-Market Buy-Back conducted in accordance with the requirements of the Listing Rules, the Corporations and on the terms as described in the Explanatory Statement to this Notice of Meeting.”</i></p>						
Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,993,076	99.87%	-	-%	33,740	0.13%	833

Consideration of resolutions (by poll)

Special Resolution

10

Change of Company Name

“That, for the purposes of section 136(2) and 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of Company to be changed to “Kiland Limited.”

Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,981,679	99.82%	12,230	0.05%	33,740	0.13%	-

Consideration of resolutions (by poll)

Special Resolution

11 Adoption of amended constitution

"That, subject to Shareholders approving Resolution 10, change of Company name, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be that the constitution of the Company be amended to reflect the change of name of the Company to Kiland Ltd by changing all references to the name of the Company to Kiland Ltd, with effect from when ASIC changes the name of the Company."

Proxy Summary	For		Against		Discretionary		Abstain
Votes	25,981,679	99.82%	12,230	0.05%	33,740	0.13%	-

Consideration of resolutions (by poll)

End of resolutions

Please ensure you have cast your votes on the 11 resolutions

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Business Update

- New Board with a strategic focus to efficiently remove the tree-crop and convert the Company's high rainfall land to agriculture.
- Name change to Kiland Ltd – subject to shareholder approval. The Company is no longer a timber focused company.
- New strategy is not contingent on permitting approvals from government and does not require port or major infrastructure spending.
- Tender process for reversion and farm development underway – reversion activities expected to commence in the current financial year.
- Time and capital requirements to complete reversion not yet known. The Company may consider capital management initiatives to enable optimal capital structure – subject to shareholder approval and capital requirements. Like-wise, the Company may consider capital raising initiatives if attractive opportunities present.
- Some salvage harvest possible – will only be pursued if deemed attractive on a risk-adjusted basis.

Business Update

- Federal and South Australian Governments announced approximately \$15 million of transport assistance towards harvest of KI timber. These Funds will be directed to sawmills (not the Company) and are only relevant to softwood logs. The financial impact to the Company is currently unclear, but could be modestly positive.
- Pontoon asset currently held for sale. The Company will consider realising other surplus assets if deemed attractive on a risk-adjusted basis.
- The Company's land assets have been independently valued by JLL Valuation Advisory - Agribusiness on an as-is basis under the reversion scenario at \$51.4m at 30 June 2021. Includes \$49.0m Land held for production and \$2.4m other Land and buildings.
- Audited net assets \$86.3m at 30 June 2021. Pro-forma net assets adjusted for recent on-market buy-back \$79.6m. The Company is expected to incur operational cash-outflows during 1H and 2H FY2022.

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Meeting Close

Thank you for your attendance and support.