

## Case study: meeting management

# AWB Limited: Simplifying a complex AGM

Possessing what is widely regarded as one of the most complex ownership structures and constitutions of any Australian company, AWB Limited is Australia's major national grain asset manager and the world's second largest wheat manager.

This case study demonstrates how Computershare helps AWB successfully navigate the technical and logistical complexity of its annual general meeting.

***“This year's AGM was extremely complex and I must thank you and your project team in ensuring that the complete process was executed successfully.***

***I have received nothing but positive feedback from those in attendance on the day, complimenting both yourself and your staff for the professional and courteous manner in which Computershare performed its duties on the day.”***

Managing Director, AWB Limited, March 2004

### Unique challenges

AWB has a particularly complex ownership structure, with its 30,000 grower holders owning an 'A' class of shares that give them voting entitlements at shareholder meetings.

These voting entitlements are allotted based on the amount of wheat produced and delivered to AWB. Board seats are allocated by region, in order of wheat output.

Each year in March the company holds an annual general meeting (AGM). Planning for the meeting begins in the preceding August; commencing an end-to-end AGM project that spans eight months.

Having worked with AWB for a number of years, including the management of its public listing on the ASX in August 2001 and administration of its shareholder databases, Computershare was again appointed to manage the company's AGM in 2004. The challenge for each AGM is to ensure an accurate, independent vote, while navigating the complex shareholder voting requirements, and successfully managing the logistical requirements of holding three sequential meetings on the one day, which include:

- General meeting – all shareholders including employees
- Meeting of 'A' class shareholders (growers), and
- Meeting of AWB International.



## The solution: Quorum – bringing clarity to member meetings

By utilising the 'Quorum' suite of meeting services, Computershare develops a tailored meeting management solution to meet AWB's diverse requirements for each AGM.

Based on a detailed project plan, which ensures the ability of the company to meet all statutory milestones, the solution includes:

- Documentation design, printing and mailing
- Telephone information helpline to service AWB shareholders after the distribution of voting papers
- Regular progress updates and compliance sign-offs.

A team of specialist staff is provided, which is scaled up or down over the life of the project as required, and which is trained both in 'generic' meeting management procedures and also in the specifics of AWB and its unique ownership structure.

## Information, logistics and implementation

Through Quorum, Computershare manages the logistics of all three meetings, including shareholder registration, counting of polls and the calculation of all voting results across different entitlements, voting papers and types.

Further, the exhaustive preferential system of voting is used to determine the nominated candidates by region. Our expertise ensures 100 per cent impartiality of the vote management process, and enables the process to occur efficiently and effectively. Importantly, an audit trail of the preferential process is created, enabling AWB to monitor a process which often includes many rounds of candidate elimination.

To relieve the intense pressure on the company's investor relations and secretariat, management information is reported to AWB at agreed points in the process. For example, 48 hours prior to the meeting, Computershare

analyses the YES/NO instructions on proxy forms and advises AWB on the blocks of votes likely 'on the floor' on meeting day. This information allows the AWB Board to act more strategically, by enabling it to more accurately predict the outcome of key resolutions.

Sometimes the support can be simply about adding convenience. For instance, Computershare made a recommendation to the AWB Chairman to revise the order of business on the day. The recommendation was accepted and management time saved in the process.

## Benefits: from complexity to simplicity

In share registry and vote management terms, AWB Limited's complex constitution and member voting powers present unique needs and challenges.

Through Quorum, Computershare combines these complex elements into one, controlled process to simplify the job and deliver tangible benefits which include:

- **Scalability** – flexible resourcing relieves AWB's internal resources, ensuring responsiveness to requirements and smoothing the inevitable peaks and troughs in the project workload
- **Experience and expertise** in complex meeting management gives AWB comfort that it will consistently meet its logistical, statutory and shareholder communication requirements
- **Risk management** – by receiving multiple individual inputs to the project from one service provider, the reliance on external third party suppliers is removed; reducing risk and saving time
- **Independence** – use of Computershare's meeting management expertise ensures AWB achieves a fully impartial vote result
- **Strategic planning** – the ongoing provision of information and reporting at pre-determined stages throughout the process enables AWB to more effectively meet its corporate objectives.

**Computershare Limited**

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