



MY FOOD BAG'S 2021 ANNUAL SHAREHOLDERS' MEETING

Notice of Meeting

11.00am, Friday 20 August 2021

Link Market Services
Level 30 | PWC Tower
15 Customs Street West | Auckland 1010



You're Invited



As a shareholder of My Food Bag Group Limited (My Food Bag), you are invited to attend My Food Bag's annual shareholders' meeting. Notice is hereby given that this year's meeting will be held on **Friday, 20 August 2021** at **11:00am** (NZ time) (**9.00am** AEST) at the offices of Link Market Services in Auckland. My Food Bag is also enabling a virtual shareholder meeting option for you via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/mfb21.

Date: Friday 20 August 2021

Time: 11.00am (NZ time)

Venue: Link Market Services
Level 30 | PWC Tower
15 Customs Street West | Auckland 1010

If you are attending the meeting in person, please bring your proxy form or your CSN/Holder number with you to help make registration quick and simple with the Link Market Services team. If you are joining the meeting online, **you will need your CSN/Holder number for verification purposes**. Further instructions on how to participate are outlined in the "Important Information" section of this Notice of Meeting.

If you intend to attend the meeting in person, we ask that you kindly inform us in advance at ir@myfoodbag.co.nz. This will help us gauge the likely number of in-person attendees and assist us with preparing the physical venue.

COVID-19 IMPLICATIONS

My Food Bag is closely monitoring restrictions in New Zealand as a result of the COVID-19 pandemic. Having regard to the health and safety of our stakeholders and people, if the alert level is expected to be above Level 1 in Auckland on the date of the annual shareholders' meeting, My Food Bag may elect to hold this meeting as an online only meeting. In such circumstances, My Food Bag will provide shareholders with as much notice as is reasonably practicable by way of an announcement to the NZX and ASX and on its investor website. If you are attending the meeting in person, please "check in" using the COVID-19 tracer app. If you are unwell or are in close contact with someone who is unwell, please attend the meeting online and not in person.

BUSINESS AND AGENDA OF MEETING

A. Chairperson's address

B. CEO's update

C. Financial statements

To receive and consider the Annual Report for the financial year ended 31 March 2021, including the financial statements and the auditor's report.

D. Ordinary resolution

To consider and, if thought fit, to pass the following ordinary resolution at the meeting:

Auditor's Remuneration

That the Directors of My Food Bag be authorised to fix the fees and expenses of the auditor of My Food Bag for the ensuing year.

E. Other business

To consider any other matter raised by a shareholder at the meeting.

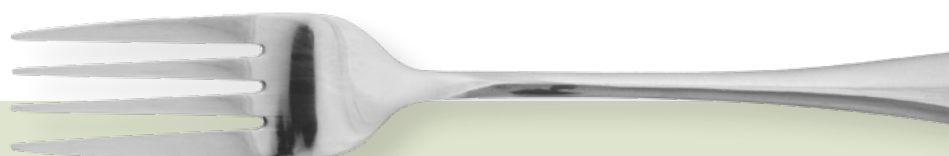
By order of the Board



Mark Winter

Chief Financial Officer

19 July 2021



EXPLANATORY NOTES

Auditor's remuneration

The current auditor of My Food Bag, EY, will be automatically reappointed as My Food Bag's auditor at the annual meeting in accordance with section 207T of the Companies Act 1993. Under that legislation, the auditor's fees and expenses must be fixed at the annual meeting or in the manner that the company determines at the meeting. Shareholder approval is therefore sought for the Directors of My Food Bag to fix EY's fees and expenses for the ensuing financial year. The Board unanimously supports this resolution and recommends that you vote in favour of it at the meeting.

The resolution is proposed as an ordinary resolution and, to be passed, requires approval by a simple majority of votes of the shareholders of My Food Bag who are entitled to vote on the resolution and who exercise their right to vote. No person is subject to any voting restriction in relation to this resolution.

Important Information

PERSONS ENTITLED TO VOTE

Voting on the resolution at the meeting will be by poll. Voting entitlements for the meeting will be fixed at 5:00pm (New Zealand time) on Wednesday 18 August 2021. Only persons registered as shareholders at that time will be able to vote at this meeting, and only in respect of the shares held by them at that time.

HOW TO ATTEND THE MEETING

Shareholders can attend the meeting and vote at the physical venue or virtually through the Virtual Meeting Platform at www.virtualmeeting.co.nz/mfb21. If you are attending the meeting virtually, you will still be able to watch the meeting, vote and ask questions online using your smartphone, tablet or computer. It will be your responsibility to make sure that you have a stable internet connection that will enable you to utilise this option. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the Meeting) is available in the Virtual Annual Meeting Online Portal Guide which you can obtain online from Link Market Services.

DIRECTIONS

The venue for the meeting is located in the PwC Tower which is part of the new Commercial Bay precinct in the Auckland CBD. On arrival in the SkyLobby via the entry on Customs Street West, please select the lift to Level 30 to access the meeting venue at Link's offices. The building is easily accessed from Britomart and the ferry terminal if you are arriving on public transport. There are also public carparking options available, including the Downtown carpark (closest) and Britomart carpark (short walk).

PROXIES AND CORPORATE REPRESENTATIVES

Any shareholder of My Food Bag who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or a representative in the case of a corporate shareholder) to attend the meeting and vote on their behalf. A proxy need not be a shareholder of My Food Bag.

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you should make the appropriate election, either on the proxy form or online, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any resolution in this Notice of Meeting. The Chair of the meeting is willing to act as proxy for any shareholder who appoints him for that purpose. If you appoint the Chair of the meeting as your proxy and do not direct him how to vote (or grant him discretion) in the proxy form, the Chair will vote in favour of the resolution in this Notice of Meeting.

If, in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form that is lodged with Link Market Services), or your named proxy does not attend the meeting, the Chair of the meeting will be your proxy and may only vote in

accordance with your express direction.

If a shareholder has appointed a proxy, that shareholder can still attend the meeting, but they will not be able to vote if a proxy has been appointed to vote on their behalf.

PROXY FORMS

A proxy form is enclosed with this Notice of Annual Meeting which allows shareholders to vote on the resolutions notified in this Notice of Annual Meeting and to submit questions in advance of the meeting.

Shareholders that wish to appoint a proxy should complete the enclosed proxy form and return it to Link Market Services Limited by email or mail as set out in the proxy form. Alternatively, shareholders can elect to lodge their proxy appointment online by visiting vote.linkmarketservices.com/MFB. When appointing a proxy online, shareholders on the New Zealand register will be required to enter their CSN or Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online. Shareholders on the Australian register will be required to enter their Holder Number and postcode or country of residence to complete the online validation process to securely appoint a proxy online.

If you wish to vote by proxy (or corporate representative), please return your proxy form to Link Market Services, or complete the online appointment, by **no later than 11:00am on Wednesday, 18 August 2021**.

If you are attending the meeting in person, please bring the proxy form with you to the meeting, as the barcode will assist us with your registration prior to the meeting.

SHAREHOLDER QUESTIONS

Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions. To encourage shareholder participation, we also invite those unable to attend in person to submit questions ahead of the meeting. If you would like to submit a question you can do so online or using the enclosed proxy form. My Food Bag's external auditor, EY, will also be available at the meeting to answer questions from shareholders relevant to the external audit.

OTHER MATERIALS AND RESULTS

Copies of the Annual Meeting presentation materials will be published and available online shortly before the meeting begins. Results of the voting will be posted on the NZX and ASX market announcement platforms and at My Food Bag's website following the conclusion of the meeting and finalisation of the voting results.



LODGE YOUR PROXY

Online:

vote.linkmarketservices.com/MFB

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the reply paid envelope or address to:
Link Market Services
PO Box 91976
Auckland 1142

Deliver:

Link Market Services
Level 30, PwC Tower,
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

Proxy Form/Admission Card for the My Food Bag Group Limited 2021 Annual Meeting

The Annual Meeting of the shareholders of My Food Bag Group Limited (**My Food Bag** or the **Company**) will be held on **Friday, 20 August 2021 commencing at 11.00am (NZ time)** at the offices of Link Market Services in Auckland (Level 30, PwC Tower, 15 Customs Street West, Auckland) and virtually via the Link Market Services Virtual Annual Meeting platform at www.virtualmeeting.co.nz/mfb21. If you will attend the meeting online, you will require your CSN/Holder Number for verification purposes. If you will attend in person, please bring this form with you to assist with your registration. If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (using the instructions detailed above) to My Food Bag's share registry, Link Market Services, by no later than **11.00am (NZ time) on Wednesday, 18 August 2021**.

Appointment of proxy

Any shareholder of My Food Bag who is entitled to attend and vote at the meeting may appoint a proxy (or a representative in the case of a corporate shareholder) to attend the meeting and vote on their behalf. A proxy need not be a shareholder of the Company. No person is subject to any voting restriction in relation to the resolution to be put to shareholders at the meeting. If you wish, you may appoint the Chair of the meeting as your proxy or as alternative to your named proxy. The Chair intends to vote all discretionary proxies he receives in favour of the resolution.

Voting of your holding

If you appoint a proxy, you may either direct your proxy how to vote or you may give the proxy discretion to vote as he or she chooses. You can direct your proxy how to vote on the resolution by making the appropriate election either online or on this proxy form. If you return this proxy form to Link Market Services without directing your proxy how to vote on the resolution, you will be deemed to have given your proxy discretion to vote as he or she chooses or to abstain from voting. If you make more than one election in respect of the resolution your vote will be invalid for that resolution. If this proxy form is returned duly signed by a shareholder with voting instructions included but without specifying a person to be appointed as proxy, or if the named proxy for that shareholder otherwise does not attend the meeting, the Chair is deemed to be that shareholder's proxy for the meeting but must vote in accordance with the shareholder's express voting instructions.

Attending the meeting

If you wish to attend the meeting in person, **please bring this proxy form/admission card** to assist with your registration. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. If a shareholder has appointed a proxy, that shareholder can still attend the meeting, but they will not be able to vote if a proxy has been appointed to vote on their behalf.

Signing instructions for proxy forms

Individual holding

Where the holding is in one name, the shareholder (or their duly authorised attorney) must sign this proxy form.

Joint holding

In the case of a joint shareholding, this proxy form may be signed by any of, or on behalf of, the joint shareholders (or their duly authorised attorney).

Power of Attorney

If this proxy form has been signed by an attorney, a copy of the power of authority under which it was signed (if not previously provided to the registry) and a signed certificate of non-revocation of the power of attorney must accompany this proxy form.

Corporate shareholder

In the case of a corporate shareholder, this proxy form must be signed by a duly authorised officer or attorney. Persons who sign on behalf of a company must be acting with the company's express or implied authority.

Go online to vote.linkmarketservices.com/MFB to appoint and give directions to your proxy or turn over to complete the form.

Proxy/Corporate Representative Form

STEP 1: Appoint a proxy to vote on your behalf

I/We being a shareholder(s) of My Food Bag Group Limited hereby appoint:

_____ of _____
(full name of proxy) (full address)

Or failing that person:

_____ of _____
(full name of proxy) (full address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of My Food Bag to be held at **11.00am (NZ time) on Friday, 20 August 2021** and at any adjournment of that meeting, and to vote on any resolutions to amend the resolution, on the resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). Unless otherwise instructed as below, the proxy will vote for or against the resolution as he or she chooses or may abstain from voting. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 2: Items of business – proxy voting instructions

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how they should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf during a poll and your votes will not be counted for the purpose of computing the required majority for that item.

BUSINESS

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

	<i>Tick (✓) in box to vote</i>			
	For	Against	Abstain	Discretion
1. That the Directors of My Food Bag be authorised to fix the fees and expenses of the auditor of My Food Bag for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: Shareholder questions

Shareholders present at the meeting, physically or online, will have the opportunity to ask questions during the meeting. If you cannot attend but would like to ask a question, you can submit a question online by going to vote.linkmarketservices.com/MFB and completing the online validation process or complete the question section below and return this form to Link Market Services. Questions will need to be submitted by **11.00am (NZ time) on Wednesday, 18 August 2021**. The Board and/or management will address and answer questions during the meeting.

Question:

STEP 4: Signature of shareholder(s) This section must be completed.

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below: