



Tassal Group Limited
GPO Box 1645
Hobart
Tasmania, 7001

ABN 15 106 067 270

22 September 2017

FROM THE CHAIRMAN

Dear Shareholder

I am pleased to invite you to attend the fourteenth Annual General Meeting of Tassal Group Limited, to be held at the "Buckingham Room", The Stamford Plaza, 111 Little Collins Street, Melbourne, Victoria on Wednesday 25 October 2017, commencing at 2:00pm.

The Notice of Annual General Meeting detailing the items of business to be dealt with at the meeting is enclosed.

Our CEO and Managing Director, Mr. Mark Ryan, and I will update shareholders at the meeting on the progress of and outlook for the Tassal Group. I encourage you to read Tassal's Annual Report for 2017 for information about Tassal's achievements and challenges during the past year, together with our outlook and priorities for FY2018.

This year's meeting will involve the usual business of receiving and considering the accounts, adopting the remuneration report in the Annual Report and the election of Directors.

In accordance with Tassal's Constitution, Mr. Trevor Gerber and Mr. Mike Carroll will both be retiring and have submitted themselves for re-election. (The Board fully supports both Mr. Gerber's and Mr. Carroll's re-election).

We are also asking shareholders to consider and approve a resolution regarding Tassal's Long-term Incentive Plan (the Plan)

- It is a requirement under the Corporations Act that Tassal obtain shareholder approval to enable it to provide funds to the administrator of its Long-term Plan to acquire any shares on behalf of the participants under the Plan
- In addition, we are also seeking shareholder approval that any shares issued under the Plan not be counted when determining whether the 15% limit has been exceeded under the ASX Listing under 7.1

We are also asking shareholders to consider and approve a resolution regarding the issue of performance rights to our CEO and Managing Director, Mr. Mark Ryan, pursuant to Tassal's Long-term Incentive Plan.

Explanatory notes have been prepared to assist you in understanding each of the above resolutions to be put to the meeting.

The meeting will commence at 2:00pm but you will be able to register your attendance from 1:30pm.

If you are unable to attend, I encourage you to participate by voting online or completing and returning the enclosed Appointment of Proxy Form in the enclosed reply-paid envelope.

Thank you for your continued investment and support. I look forward to seeing you at the AGM.

Yours sincerely

Allan McCallum

Chairman



Tassal Group Limited
ABN 15 106 067 270



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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

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(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 2.00pm (AEDT) on Monday, 23 October 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔



MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Tassal Group Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Tassal Group Limited to be held at The Stamford Plaza, 111 Little Collins Street, Melbourne, Victoria on Wednesday, 25 October 2017 at 2.00pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2, 5 and 6 (except where I/we have indicated a different voting intention below) even though Items 2, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2, 5 and 6 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Trevor Gerber as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Michael Carroll as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Long-term Incentive Plan - Grant of 87,846 Performance Rights to Mr Mark Ryan pursuant to the 2017 Performance Rights Package	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / _____ / _____

Date

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Computershare +



TASSAL GROUP LIMITED
ABN 15 106 067 270

Notice of Annual General Meeting 2017

**Wednesday, 25 October 2017
Buckingham Room
The Stamford Plaza
111 Little Collins Street
Melbourne
Victoria**

Commencing at 2.00pm (AEDT*)

**NOTE:
REGISTRATIONS
COMMENCE AT
1.30pm**

(* AEDT: Australia Eastern Daylight Time)

THIS IS AN IMPORTANT DOCUMENT. PLEASE READ IT CAREFULLY.
IF YOU ARE UNABLE TO ATTEND THE ANNUAL GENERAL MEETING, PLEASE COMPLETE THE APPOINTMENT OF PROXY FORM
ENCLOSED AND RETURN IT IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT ON THAT FORM.

2017

Notice of Annual General Meeting Tassal Group Limited



ABN 15 106 067 270

Notice is hereby given that the fourteenth Annual General Meeting of shareholders of Tassal Group Limited ("Tassal" or "the Company") will be held in the Buckingham Room, at the Stamford Plaza, 111 Little Collins Street, Melbourne, Victoria on Wednesday, 25 October 2017 commencing at 2.00pm (AEDT) for the purposes of transacting the following business.

Items of Business:

1. Financial Statements and Reports

To receive and consider the Annual Financial Report, the Directors' Report and the Independent Audit Report of Tassal and its controlled entities for the financial year ended 30 June 2017. Tassal's 2017 Annual Report is available online at <http://www.tassal.com.au/index.php?/annual-reports.html>

2. Remuneration Report

To consider, and if thought fit, to pass the following non-binding advisory resolution as an ordinary resolution:

"That the Remuneration Report for the financial year ended 30 June 2017 (as set out in the Directors' Report) be adopted."

Please note that the vote on this resolution is advisory only, and does not bind the Directors of the Company or the Company. The Board, however, will take the outcome of the vote into consideration when reviewing the remuneration practices or policies of the Company.

3. Re-election of Trevor Gerber as a Director

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

"That Mr **Trevor Gerber**, being a Director of the Company, who retires in accordance with Clause 24.1 of the Company's Constitution and being eligible, is re-elected a Director."

4. Re-election of Michael Carroll as a Director

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

"That Mr **Michael Carroll**, being a Director of the Company, who retires in accordance with Clause 24.1 of the Company's Constitution and being eligible, is re-elected a Director."

5. Long-term Incentive Plan

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

"That:

- (a) the Long-Term Incentive Plan (**Plan**) and its terms, as described in the Explanatory Notes which form part of the Notice of Meeting, be approved for the purposes of sections 260C (4) of the Corporations Act and for all other purposes; and
- (b) all issues of securities under the Plan, as described in the Explanatory Notes which form part of the Notice of Meeting, be approved as an exception to ASX Listing Rule 7.1 for the purposes of Exception 9 of Listing Rule 7.2 and for all other purposes."

6. Long-term Incentive Plan - Grant of 87,846 Performance Rights to Mr Mark Ryan pursuant to the 2017 Performance Rights Package

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

"That, in connection with the Long-Term Incentive Plan and for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval be given to the grant to Mr Mark Ryan, the Managing Director of the Company, of up to a maximum of 87,846 performance rights in accordance with the terms and conditions of the Long-Term Incentive Plan (each performance right being a right to be allocated one fully paid ordinary share in the capital of the Company subject to the terms and conditions of the Long-Term Incentive Plan), as described in the Explanatory Notes which form part of the Notice of Meeting."

By order of the Board



Monika Maedler
Company Secretary
22 September 2017

Explanatory Notes for Shareholders

Additional information concerning the items of business is contained in the Explanatory Notes to the Notice of Annual General Meeting, which accompanies and forms part of the Notice of Annual General Meeting. The Notice of Annual General Meeting should be read in conjunction with the Explanatory Notes.

Eligibility to Vote

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting. The Company's Directors have determined that all shares of the Company that are quoted on ASX at 7.00 pm (AEDT) on Monday, 23 October 2017 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time. This means that any person registered as the holder of an ordinary share in the capital of the Company at 7.00pm (AEDT) on Monday, 23 October 2017, is entitled to attend and vote at the Annual General Meeting in respect of that share. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the Annual General Meeting.

Appointing a Proxy

1. If you are entitled to attend and vote at the Annual General Meeting, you have a right to appoint a person to attend and vote for you at the Annual General Meeting as your proxy. To appoint a proxy please complete the enclosed Appointment of Proxy Form. A proxy need not be a shareholder of the Company and may be an individual or a body corporate. A body corporate-appointed proxy may appoint a representative to exercise the powers that the body corporate may exercise as the member's proxy.
2. A shareholder entitled to cast two or more votes is entitled to appoint up to two persons to attend the meeting and vote and may specify the proportion or number of votes each proxy is appointed to exercise. To appoint a second proxy, you must write the names of both proxies and the percentage of votes or number of securities for each proxy in the specified area in "Step 1" of the proxy form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
3. You may appoint the Chairman of the Annual General Meeting as your proxy by nominating him in the proxy form. If you return your proxy form but do not nominate the identity of your proxy, the Chairman will automatically be your proxy. If you return your proxy form but your nominated proxy does not attend the meeting, then your proxy will revert to the Chairman. For resolutions determined on a poll, if your nominated proxy is either not recorded as attending the meeting or does not vote on the resolution, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on the resolution.
4. If the Chairman of the Annual General Meeting is or becomes your proxy to exercise your vote on Item 2 (the Remuneration Report), Item 5 (Long – term Incentive Plan) or Item 6 (Managing Director Performance Rights Grant) and you have not directed the Chairman how to vote on the relevant item, you will be expressly authorising the Chairman to exercise your vote as he sees fit on that item even though it is connected with the remuneration of a member or members of the key management personnel. The Chairman intends to vote all available proxies in favour of Item 2 (the Remuneration Report Item 5 (Long – term Incentive Plan) and Item 6 (Managing Director Performance Rights Grant)).

Lodging your Proxy Form


Any duly executed Appointment of Proxy Form and the power of attorney (if the proxy form is signed by the appointor's attorney) or other authority under which it is signed or a copy of that power or authority certified as a true copy **must be received at an address given below no later than 2.00pm (AEDT) on Monday, 23 October 2017. Any Appointment of Proxy Form received after that time will not be valid for the scheduled Annual General Meeting.**

The Appointment of Proxy Form accompanying this Notice of Annual General Meeting may be lodged using the envelope provided or:

ONLINE VOTING

For online voting to be valid, the proxy form, and any authority under which the form is signed, must be received by the Company or the Company's Share Registry prior to 2.00pm (AEDT) on Monday, 23 October 2017.

Vote online:
www.investorvote.com.au



You may submit your proxy online by using your smartphone or by visiting www.investorvote.com.au. To use this option, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website. To use your smartphone voting service, scan the QR code which appears on the top of your proxy form and follow the instructions provided. To scan the code, you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site. A proxy cannot be appointed electronically if they are appointed under a Power of Attorney or similar authority. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

<u>IN PERSON,</u>	Registered Office –	Level 9, 1 Franklin Wharf, Hobart, Tasmania, Australia 7000
	Share Registry –	Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, Australia 3067
<u>BY MAIL</u>	Registered Office –	Level 9, 1 Franklin Wharf, Hobart, Tasmania, Australia 7000
	Share Registry –	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria, Australia, 3001
<u>BY FAX</u>	Registered Office –	61 3 6244 9002
	Share Registry –	1800 783 447 (within Australia) or 61 3 9473 2555 (outside Australia)

Custodian Voting - For Intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

If you appoint a proxy, you may still attend the Annual General Meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the Annual General Meeting.

Attending the Annual General Meeting

If you attend the Annual General Meeting, please bring your personalised proxy form with you. The barcode at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the Annual General Meeting but representatives from Computershare Investor Services Pty Limited will need to verify your identity. You will be able to register from 1.30pm (AEDT) on the day of the Annual General Meeting.

Explanatory Notes for Shareholders

Voting by Corporations

In order to vote at the Annual General Meeting (other than by proxy), a corporation that is a shareholder must appoint a person to act as its corporate representative. The appointment must comply with the Corporations Act 2001 (Cth). A "Certificate of Appointment of Corporate Representative" must be either lodged with the Share Registry, prior to the commencement of the Annual General Meeting or the corporate representative must bring to the Annual General Meeting evidence of his or her appointment including any authority under which it is signed. The authorisation may be effective for this Annual General Meeting only or for all meetings of Tassal Group Limited. A copy of a certificate of appointment may be obtained from the Share Registry.

Voting by key management personnel (KMP)

The group's KMP (which includes each of the Directors) and their closely related parties will not be able to vote as your proxy on Items 2, 5 and 6 unless you direct them how to vote, or, if the Chairman of the Annual General Meeting is your proxy, you expressly authorise him to vote as he sees fit on Items 2, 5 and 6 even though the Items are connected with the remuneration of the Group's KMP. If you intend to appoint a KMP (other than the Chairman) as your proxy, you should direct them how to vote on Items 2, 5 and 6, otherwise they will not be able to cast a vote as your proxy on that item. If you appoint the Chairman as your proxy or the Chairman is appointed by default, the Chairman can vote on Items 2, 5 and 6 if you either direct him how to vote by marking the appropriate box on the proxy form for Items 2, 5 and 6, or you expressly authorise him to vote as he sees fit on those Items if the votes are undirected (open).

The Chairman intends to vote all available proxies in favour of Item 2 (the Remuneration Report) Item 5 (Long - term Incentive Plan) and Item 6 (Managing Director Performance Rights Grant).

Voting Exclusions

Resolution 2

The Company will disregard any vote cast (in any capacity) in respect of Resolution 2 by a member of the group's KMP or their closely related parties (such as close family members and any companies the KMP controls). However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation in the proxy form to vote as the proxy decides.

Resolution 5

The Company will disregard any vote cast (in any capacity) in respect of Resolution 5 by Mr Mark Ryan, or any of his associates, or any vote cast as proxy by a member of the group's KMP or their closely related parties (such as close family members and any company the KMP controls). However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation in the proxy form to vote as the proxy decides.

Resolution 6

The Company will disregard any vote cast (in any capacity) in respect of Resolution 6 by Mr Mark Ryan, or any of his associates, or any vote cast as proxy by a member of the group's KMP or their closely related parties (such as close family members and any company the KMP controls). However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation in the proxy form to vote as the proxy decides.

1. Consideration of Financial Statements and Other Reports

In accordance with Section 317 of the Corporations Act 2001, the Financial Report, Directors' Report and Auditor's Report for Tassal for the financial year ended 30 June 2017 will be laid before the Annual General Meeting. There is no requirement for shareholders to approve these reports. However, following consideration of the Reports, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about these reports and the management of Tassal.

2. Adoption of Remuneration Report

The Remuneration Report of Tassal for the financial year ended 30 June 2017 is set out in Section 20 of the Directors' Report of Tassal's 2017 Annual Report.

The Remuneration Report:

- Explains the Board's policy for determining the nature and amount of remuneration of Non-Executive Directors and Senior Executives of the Company;
- Explains the relationship between the Board's remuneration policy and the Company's performance;
- Sets out remuneration details for each Director and the named Senior Executives of the Company; and
- Details and explains any performance conditions applicable to the remuneration of Senior Executives of the Company.

The Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the Remuneration Report at the meeting.

Board Recommendation:

The Directors recommend that shareholders vote in favour of this advisory resolution.

3. Re-election of Trevor Gerber as a Director

This Resolution refers to the re-election of Mr. Trevor Gerber as a Director.

Under Tassal's Constitution, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Accordingly, Mr Trevor Gerber retires at the end of the Annual General Meeting and offers himself for re-election

A brief description, provided by Mr. Gerber, of his background and qualifications follows.

Trevor has extensive board experience spanning property, funds management, tourism, infrastructure and aquaculture. He currently holds directorships at CIMIC Group, Vicinity Shopping Centres, Regis Healthcare and is Chairman of Sydney Airport Holdings.

Prior to becoming a professional director in 2000, Trevor was an executive at Westfield Holdings Limited for 14 years during which time he held senior executive positions including Group Treasurer and Director of Funds Management responsible for the Westfield Trust and Westfield America Trust

He is a member of both the Audit and Risk Committee and Remuneration and Nominations Committee.

Board Recommendation:

The Directors (other than Mr Gerber) unanimously support the re-election of Mr Trevor Gerber and recommend shareholders vote in favour of this ordinary resolution.

4. Re-election of Michael Carroll as a Director

This resolution refers to the election of Mr Michael Carroll as a Director.

Under Tassal's Constitution, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. Accordingly, Mr Michael Carroll retires at the end of the Annual General Meeting and offers himself for re-election.

A brief description, provided by Mr Carroll, of his background and qualifications follows:

Michael Carroll has worked for a range of food and agricultural businesses in a board, advisory and executive capacity. He is a director of Sunny Queen Pty Ltd, Rural Funds Management Ltd, Select Harvests Limited, Paraway Pastoral Company and Chairman of the Australian Rural Leadership Foundation.

Former board positions include Queensland Sugar Limited, Rural Finance Corporation, Geoffrey Gardiner Dairy Foundation Ltd, Warrnambool Cheese & Butter, the Australian Farm Institute and Meat & Livestock Australia. Executive experience includes establishing and leading National Australia Bank's Agribusiness division, a senior role in NAB's Investments and Advisory unit and marketing roles with international animal health and crop care companies.

He is a member of both the Audit and Risk Committee and the Health & Safety and Environment & Community Committee.

Board Recommendation:

The Directors (other than Mr. Carroll) unanimously support the election of Mr. Michael Carroll and recommend shareholders vote in favour of this ordinary resolution.

5. Long-term Incentive Plan

Tassal has established a Long-Term Incentive Plan (**Plan**) pursuant to which Tassal may offer Performance Rights to Executives and other eligible employees, including the Managing Director of Tassal, but does not include the Non-Executive Directors of Tassal. Tassal has established a trustee for the purposes of the Plan, Tassal Share Plan Administrator Pty Ltd (ACN 165 225 589) (**Plan Administrator**).

The Plan is designed to align the remuneration of the participants in the Plan with the long-term interests of Tassal's shareholders. The alignment of interests is important in ensuring that participants in the Plan are focused on returning sustainable returns to Tassal's shareholders while Tassal is able to attract and retain the best employees.

The Plan provides for the granting of Performance Rights which will vest if certain Performance Conditions are satisfied. On vesting, each Performance Right entitles the participant to the issue or transfer of one fully paid ordinary share in Tassal (**Share**).

The non-executive members of the Board, as considered by Tassal's Remuneration and Nominations Committee, seeks to ensure that granting of Performance Rights to participants are made at levels that will appropriately position their total remuneration in the market, in accordance with the Tassal's remuneration policies. The Board regularly reviews market positioning, the elements and mix of remuneration for its executives and other employees to ensure remuneration remains reasonable, within the range of market practices, and is appropriate to the circumstances of Tassal.

Under the Plan, subject to the satisfaction of the applicable Performance Conditions, Tassal will allocate the relevant number of Shares to which a participant is entitled under the terms of the Plan by issuing that number of Shares to the participant or by procuring the Plan Administrator to acquire that number of Shares (whether by subscription or an on-market or off-market acquisition) on behalf of the participant. Where allocated Shares are acquired by the Plan Administrator on behalf of a participant, Tassal will provide the necessary funding to the Plan Administrator in order to enable it make such acquisition and pay any associated costs including any brokerage fees.

Summary of terms of Plan

Start Date of Performance Rights	On the first day of the financial year in respect of the Performance Rights granted to a participant in respect that financial year.
Performance Right	A "Performance Right" is a right to be allocated one Share under the Plan.
Maximum number of Performance Rights which may be granted	<p>The maximum number of Performance Rights available to a participant will be determined by the Board, as considered by Tassal's Remuneration Committee.</p> <p>Subject to the rules of the Plan (Plan Rules), the number of Performance Rights which may be granted is generally determined by dividing a percentage of the total fixed remuneration of the participant (as determined by the Board in respect of each participant) by the average volume weighted price of Tassal's Shares over the three (3) months prior to the Start Date.</p> <p>One Share will be allocated for each Performance Right granted in respect of which the applicable Performance Conditions are satisfied.</p>
Acquisition Price	A participant will not be required to pay for any Performance Rights or for any resultant Shares allocated under the Plan that result from the vesting of any of the Performance Rights. Tassal will meet all of the acquisition costs it or the Plan Administrator incurs in allocating the Shares to which the participant may become entitled on vesting of Performance Rights under the Plan.
Performance Conditions	<p>The number of Performance Rights for which a participant actually receives Shares (i.e. which "vest") will generally be determined according to the extent that the Performance Conditions applicable to the Performance Rights have been satisfied.</p> <p>There are two separate Performance Conditions applicable. Each Performance Condition applies to one half (50%) of the total number of Performance Rights granted.</p> <p><u>1. ROA Performance Condition</u></p> <p>"ROA" means Return on Assets for a financial year which is calculated as statutory earnings before interest and tax (EBIT) divided by total assets in respect of that financial year.</p> <p>The first performance condition is determined by reference to a Board approved hurdle rate for the relevant financial year.</p> <p>If Tassal's ROA for the relevant financial year is less than a minimum percentage (as determined by the Board) (Minimum %), no ROA Performance Rights will vest;</p> <p>If the Tassal's ROA for the relevant financial year is equal to the Minimum % but less than a higher percentage (as determined by the Board) (Higher %), the proportion of ROA Performance Rights vesting will be increased on a pro-rata basis between 50% and 100%; or</p> <p>If Tassal's ROA for the relevant financial year is equal to or greater than the Higher %, all of the ROA Performance Rights will vest.</p> <p><u>2. EPS Growth Performance Condition</u></p> <p>The second Performance Condition requires an increase in Tassal's Earnings per Share (EPS). It depends on the Compound Average Annual Growth rate in the Tassal's basic EPS over the three (3) year period commencing after the end of the financial year preceding the Start Date. This is calculated as a geometric average over the 3-year period i.e.</p> $\left(\frac{EPS_{end}}{EPS_{beginning}} \right)^{1/3} - 1$

	<p>EPS means earnings per share for a financial year calculated as follows: Statutory reported net profit after tax divided by weighted average number of ordinary shares of the Company on issue at the financial year end.</p> <p>The percentage of Performance Rights which vest depends on the percentage Compound Average Annual Growth rate in EPS as determined by reference to a Board approved hurdle percentage rate.</p> <p>If Tassal's Compound Average Annual Growth rate in EPS for the performance period is less than a minimum percentage (as determined by the Board (Minimum %)), no EPS Performance Rights will vest;</p> <p>If the Tassal's Compound Average Annual Growth rate in EPS for the performance period is equal to the Minimum % but less than a higher percentage (as determined by the Board in respect of each participant) (Higher %), the proportion of EPS Performance Rights vesting will be increased on a pro-rata basis between 50% and 100%; or</p> <p>If Tassal's Compound Average Annual Growth rate in EPS for the performance period is equal to or greater than the Higher %, all of the EPS Performance Rights will vest.</p> <p>Any Performance Rights in respect which the Performance Conditions (unless waived by the Board) are not satisfied will lapse.</p>
Performance Rights not transferable	<p>The Performance Rights granted under the Plan are personal to the participant and cannot be sold, transferred, mortgaged, charged, hedged, made subject to any margin lending arrangement or otherwise disposed of dealt with or encumbered in any way. Breach of this provision will result in the Performance Rights lapsing immediately, so that no Shares will be allocated in respect of those Performance Rights.</p>
Restriction Period for Shares	<p>Similarly, while the Shares are held under the Plan they will be subject to a holding lock and a participant will not be able to sell, transfer, mortgage, charge, hedge, enter into any margin lending arrangement or otherwise dispose of, deal with or encumber those Shares in any way until the earlier of:</p> <ul style="list-style-type: none"> released following an application to withdraw for sale or transfer or on certain Capital Events (eg. change of control); cessation of employment with Tassal; or the 7th anniversary of the grant date of the Performance Rights.
Cessation of employment	<p>Generally, if a participant ceases to be an employee of Tassal before the end of a Performance Period your Performance Rights will lapse.</p> <p>Subject to the absolute discretion of the Board to determine otherwise, where a participant ceases to be an employee of Tassal after the first 12 months of a Performance Period by reason of retirement, redundancy, death or total and permanent disablement, the participant will be allocated Shares for the Performance Rights he or she holds in relation to that Performance Period on a pro-rata basis according to the proportion of the Performance Period completed as at the cessation date and subject to satisfaction of the relevant Performance Conditions over the duration of the Performance Period.</p>
Capital Event/Change of Control	<p>Subject to the absolute discretion of the Board to determine otherwise, if a Capital Event (eg. change of control) or other similar event occurs before the end of a Performance Period, a participant will be allocated Shares for the Performance Rights he or she holds in relation to that Performance Period on a pro-rata basis according to the proportion of the Performance Period completed as at the date of the Capital Event and subject to satisfaction of the relevant Performance Conditions over the period from the start of the Performance Period to the date of the Capital Event.</p>

Forfeiture of Performance Rights and Shares	All Performance Rights will lapse and all Shares a participant holds in the Plan will be forfeited if he or she is dismissed for cause or if the Board determines that the participant has acted fraudulently or dishonestly, or are in serious breach of duty to Tassal, or have committed any act of harassment or discrimination, or in the Board's reasonable opinion the participant has brought Tassal into disrepute.
No quotation of Performance Rights	The Performance Rights will not be quoted on the ASX.
Waiver of Performance Conditions	Subject to the ASX Listing Rules, the Board may, in relation to a Performance Right, waive in whole or in part, on terms it considers appropriate, any of the Performance Conditions or other terms or conditions applicable to the Performance Right.
Variation to terms of Plan	<p>The Board may at any time amend all or any of the provisions of the Plan except that no amendment may be made without the consent of 75% of all participants in the Plan, if the amendment would prejudicially affect the rights of the Participants, except the Board may make an amendment primarily:</p> <ul style="list-style-type: none"> • for the purpose of complying with present or future law; • to correct any manifest error or mistake; • to take into consideration possible adverse tax implications in respect of the Plan; or • to enable Tassal to comply with the ASX Listing Rules or instruments of relief issued by the Australian Securities and Investments Commission from time to time relating to employee share schemes.

Approval for the purposes of the ASX Listing Rules – ASX Listing Rule 7.2

Under ASX Listing Rule 7.1, a listed company must not issue or agree to issue equity securities exceeding 15% of its ordinary securities on issue in the previous 12 months unless it obtains the approval of its shareholders. An exception to Listing Rule 7.1 is that any issue under an employee incentive scheme within three years of the scheme being approved by shareholders will not be counted when determining whether the 15% limit has been exceeded (Exception 9 in ASX Listing Rule 7.2).

Accordingly, and subject to the ASX Listing Rules, shareholders are asked to approve the Plan pursuant to which Performance Rights are able to be granted and issued to, and all resultant Shares that are able to be allocated that result from the vesting of any of the Performance Rights, to participants in the Plan in accordance with the terms of the Plan as an exception to ASX Listing Rule 7.1 (Exception 9 in ASX Listing Rule 7.2) within three years of the Plan being approved by shareholders.

Approval for the purposes of the Corporations Act – Financial Assistance

Under Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice:
 - (i) the interests of the company or its shareholders; or
 - (ii) the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

Section 260C of the Corporations Act provides for certain specific instances of exempted financial assistance, including a special exemption for employee share schemes that have been approved by a resolution passed at a general meeting of the company (section 260C(4)).

To the extent that Tassal provides funds to the Plan Administrator to acquire Shares (and pay any associated costs) on behalf of participants under the Plan, Tassal will be providing financial assistance for the purposes of section 260A.

Whilst the Board does not believe that the provision of this financial assistance will materially prejudice the interests of Tassal or its shareholders or the Tassal's ability to pay its creditors, the Board has recommended that the shareholders approve the Plan to ensure that the Plan qualifies for the special exemption under section 260C(4) of the Corporations Act and for all other purposes of any other relevant provisions of the Corporations Act.

Voting Exclusion Statement – Resolution 5

In accordance with the ASX Listing Rules, any vote cast in respect of Resolution 5 by Mr Mark Ryan, or any of his associates, or any vote cast as proxy by a member of the group's KMP or their closely related parties (such as close family members and any company the KMP controls) will be disregarded.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Board Recommendation:

The Directors, other than Mr Mark Ryan, unanimously support the approval of the Plan and the grant of the Performance Rights, and the allocation of all resultant Shares that result from the vesting of any of the Performance Rights, to participants pursuant to the Plan as described above for the purposes of all relevant provisions of the ASX Listing Rules and the Corporations Act, and recommend shareholders vote in favour of this ordinary resolution.

6. Long-term Incentive Plan - Grant of 87,846 Performance Rights to Mr Mark Ryan pursuant to the 2017 Performance Rights Package

Under the Long-Term Incentive Plan (**Plan**), the terms of which are summarised in section 5 of these Explanatory Notes above, Tassal may offer Performance Rights to Executives and other eligible employees, including Mr Mark Ryan, the Managing Director of the Company. Tassal has invited Mr Mark Ryan to participate in the Plan by offering the 2017 Performance Rights Package to Mr Mark Ryan. The offer of the 2017 Performance Rights Package to Mr Mark Ryan is subject to shareholder approval at this Annual General Meeting.

As a listed public company may only issue securities to a related party (which includes a Director) or permit a related party to acquire securities under an employee incentive scheme if the approval of shareholders is obtained, shareholders are required to approve the offer of the 2017 Performance Rights Package and the grant of the Performance Rights to Mr Mark Ryan under the Plan pursuant to ASX Listing Rule 10.14, other than securities purchased on-market by or on behalf directors or their associates or rights where the securities to be acquired on the satisfaction of those rights are required under the employee incentive scheme to be purchased on-market under ASX Listing Rule 10.15B where ASX Listing Rule 10.14 does not apply.

A summary of the terms and conditions of the Plan is set out within this section of these Explanatory Notes relating to Resolution 6 and also section 5 above.

Under the Plan, subject to the satisfaction of the applicable Performance Conditions, Tassal will allocate the relevant number of Shares to which Mr Mark Ryan is entitled under the terms of the Plan by issuing that number of Shares to Mr Mark Ryan or by procuring the Plan Administrator to acquire that number of Shares (whether by subscription or an on-market or off-market acquisition) on behalf of Mr Mark Ryan. Where allocated Shares are acquired by the Plan Administrator on behalf of Mr Mark Ryan, Tassal will provide the necessary funding to the Plan Administrator in order to enable it make such acquisition and pay any associated costs including any brokerage fees.

In accordance with the requirements of ASX Listing Rule 10.15A, the information set out below is provided in relation to the offer of the 2017 Performance Rights Package and the proposed grant of Performance Rights to Mr Mark Ryan under the 2017 Performance Rights Package in accordance with the terms of the Plan.

Maximum Number of Performance Rights

The maximum number of Performance Rights which may be granted to Mr Mark Ryan under the 2017 Performance Rights Package is 87,846. A "Performance Right" is a right to be allocated one Share under the Plan. The number of Performance Rights which may be granted to Mr Mark Ryan under the 2017 Performance Rights Package has been determined by dividing the annual long-term incentive component of Mr Mark Ryan's remuneration (ie. 50.00% of Mr Mark Ryan's total fixed remuneration of \$741,600 being \$370,800) by the average volume weighted closing price of Shares over the 3 months prior to the Start Date of 1 July 2017 (i.e. \$4,221). There is no monetary consideration payable by Mr Mark Ryan in respect of the proposed grant of Performance Rights to Mr Mark Ryan under the 2017 Performance Rights Package or the allocation of any resultant Shares that result from the vesting of any of the Performance Rights.

Names of persons who received Performance Rights under the Plan since the last approval

Mr Mark Ryan is the only person referred to in ASX Listing Rule 10.14 who received Performance Rights under the Plan since the last approval at the Company's 2016 Annual General Meeting. Pursuant to that approval, Mr Mark Ryan was granted 91,985 Performance Rights under the 2016 Performance Rights Package. There was no monetary consideration payable by Mr Mark Ryan in respect of the grant of Performance Rights to Mr Mark Ryan under the 2016 Performance Rights Package.

Mr Mark Ryan – The only person referred to in ASX Listing Rule 10.14

Mr Mark Ryan is the only person referred to in ASX Listing Rule 10.14 who is entitled to participate in the Plan. All other Eligible Employees under the Plan are not Directors of the Company, or associates of Directors of the Company. No Director of the Company other than Mr Mark Ryan is entitled to participate in any employee incentive scheme in relation to the entity.

Details of Performance Rights granted to be published in each Annual Report

Details of any Performance Rights granted under the Plan will be published in each annual report of the Company relating to the relevant period in which the Performance Rights have been granted, and that approval for the grant of the Performance Rights was obtained under ASX Listing Rule 10.14.

Additional persons referred to in ASX Listing Rule 10.14 becoming entitled to participate in the Plan

Any additional persons referred to in ASX Listing Rule 10.14 who becomes entitled to participate in the Plan after Resolution 6 is approved and who were not named in the Notice of Annual General Meeting will not participate in the Plan until approval is obtained under ASX Listing Rule 10.14.

The date by which Tassal will grant the Performance Rights

The date by which Tassal will grant Performance Rights to Mr Mark Ryan pursuant to the 2017 Performance Rights Package must be no later than 3 years after the date of the Annual General Meeting at which Resolution 6 is passed. Tassal will comply with this requirement.

Vesting

In respect of the grant of Performance Rights pursuant to the 2017 Performance Rights Package, one Share will be allocated for each Performance Right granted for which the Performance Conditions are satisfied within the Performance Period.

Performance Conditions

The Board has resolved that, in respect of the 2017 Performance Rights Package, there will be two Performance Conditions which determine the vesting of a maximum of 50% of the Performance Rights respectively. These Performance Conditions relate to Return on Assets (**ROA**) and the Company's growth in earnings per share (**EPS**).

ROA Performance Condition

"ROA" means Return on Assets for a financial year which is calculated as operational earnings before interest and tax (EBIT) divided by total assets in respect of that financial year.

The ROA performance condition is determined by reference to a Board approved hurdle rate for the financial year ending 30 June 2020.

If the Company's ROA for the financial year ending 30 June 2020 is less than 8% no ROA performance rights will vest;

If the Company's ROA for the financial year ending is equal to 8% but less than 14.0%, the proportion of ROA performance rights vesting will be increased on a pro-rata basis between 50% and 100%; or

If the Company's ROA for the financial year ending 30 June 2020 is equal to or greater than 14% all of the ROA performance rights will vest.

The vesting scale for the Performance Rights subject to the ROA Performance Condition is summarised in the following table:

Return on Assets (ROA) at the end of the Performance Period	Percentage of Performance Rights subject to the ROA Performance Condition that vest
Less than 8%	No Performance Rights vest
Equal to 8% but less than 14%	50% of ROA Performance Rights vest (ie. 25% of the total number of Performance Rights granted to Mr Mark Ryan) plus an additional 8.33% of ROA Performance Rights which vest (ie. 4.17% of the total number of Performance Rights granted to Mr Mark Ryan) for each 1.0 % increase in ROA up to 14%
Equal to or greater than 14%	100% of ROA Performance Rights vest (ie. 50% of the total number of Performance Rights granted to Mr Mark Ryan)

As an example, if Mr Mark Ryan is granted 87,846 Performance Rights under the 2017 Performance Rights Package, 43,923 of those Performance Rights will be subject to the ROA Performance Condition. If the Company ROA is 11% at the end of the Performance Period, 75% of Mr Mark Ryan's ROA Performance Rights will vest. In this example that equates to 32,942 Shares, with the remaining 10,981 Performance Rights subject to the ROA Performance Condition lapsing.

EPS Performance Condition

"EPS" means earnings per share for a financial year which is calculated as operational reported net profit after tax divided by the weighted average number of Shares on issue in the Company in respect of that financial year.

The EPS Performance Condition is dependent upon the compound average annual growth rate in the Company's EPS (expressed as a percentage) over the 3-year period commencing on the Start Date. This is calculated as a geometric average over the 3-year period.

Accordingly, in respect of the 2017 Performance Rights Package, EPS Growth will be measured for the financial year ended 30 June 2020, compared with the EPS result for the Company for the financial year ended 30 June 2017, which was \$0.27083.

No EPS Performance Rights will vest if the compound average annual EPS growth rate of the Company over the Performance Period is less than 5%.

50% of the Performance Rights subject to the EPS Performance Condition (ie. 25% of the total number of Performance Rights to be granted to Mr Mark Ryan under the 2017 Performance Rights Package) will vest if the compound average annual EPS growth rate of the Company over the Performance Period is equal to or greater than 5%.

All of the Performance Rights subject to the EPS Performance Condition (ie. 50% of the total number of Performance Rights to be granted to Mr Mark Ryan under the 2017 Performance Rights Package) will vest if the compound average annual EPS growth rate of the Company over the Performance Period is equal to or greater than 15%.

The proportion of the Performance Rights subject to the EPS Performance Condition that vest will increase on a straight-line basis for a compound average annual EPS growth rate of between 5% and 15% so that the number of EPS Performance Rights that vest increases by an additional 5% for each additional 1% increase in the Company's compound average annual EPS growth rate.

The vesting scale for the Performance Rights subject to the EPS Performance Condition is summarised in the following table:

Compound average annual growth rate in the Company's EPS over the Performance Period	Percentage of Performance Rights subject to the EPS Performance Condition that vest
Less than 5%	No Performance Rights vest
Equal to 5% but less than 15%	50% of EPS Performance Rights vest (ie. 25% of the total number of Performance Rights granted to Mr Mark Ryan) plus an additional 5% of EPS Performance Rights which vest (ie. 2.5% of the total number of Performance Rights granted to Mr Mark Ryan) for each 1.0% increase in EPS up to 15%
Equal to or greater than 15%	100%

As an example, if Mr Mark Ryan is granted 87,846 Performance Rights under the 2017 Performance Rights Package, 43,923 of those Performance Rights will be subject to the EPS Performance Condition. If the compound average annual growth rate in the Company's EPS over the Performance Period is 9.4% at the end of the Performance Period, 72% of Mr Mark Ryan's EPS Performance Rights will vest. In this example that equates to 31,625 Shares, with the remaining 12,298 Performance Rights subject to the EPS Performance Condition lapsing.



Voting Exclusion Statement – Resolution 6

In accordance with the ASX Listing Rules, any vote cast in respect of Resolution 6 by Mr Mark Ryan, or any of his associates, or any vote cast as proxy by a member of the group's KMP or their closely related parties (such as close family members and any company the KMP controls) will be disregarded.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Board Recommendation:

The Directors, other than Mr Mark Ryan, unanimously support the grant of the Performance Rights to Mr Mark Ryan pursuant to the Plan, and recommend shareholders vote in favour of this ordinary resolution.

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Tassal Group Limited

ABN 15 106 067 270

TGRRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Tassal Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Monika Maedler
Company Secretary