



Murray River Organics Group Limited
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22 November 2017

Results of 2017 Annual General Meeting and Requisition under section 249D of the Corporations Act

Results of 2017 Annual General Meeting

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth) (**Corporations Act**), Murray River Organics Group Limited (ASX: MRG) (**Company**) advises that the results of (and proxies received in respect of) each resolution at its Annual General Meeting (**AGM**) today are set out in the attached voting results table.

In summary, at the AGM, Resolution 1 (Remuneration Report), Resolution 2 (Re-election of Donald Brumley as a Director), Resolution 3 (Appointment of Auditor) and Resolution 5 (Approval of 10% Placement Capacity) were not carried. Resolution 4 (Ratification of previous issue of shares under the Placement) was carried. All resolutions were decided on a poll.

In response to a shareholder question received at the AGM, the Company's Chairman, Craig Farrow, indicated that the results of the AGM were significantly impacted by the decision of the shareholders associated with the Company's two founders, Erling Sorensen and Jamie Nemtsas, voting their 20.4 million shares against all resolutions at the AGM. This is particularly destabilising, given Mr Sorensen was on the Board when these resolutions were proposed, and had endorsed these resolutions in his role as a Director of the Company. Furthermore, the shareholding associated with Mr Sorensen had nominated Deloitte Touche Tohmatsu to be appointed as auditor of the Company but elected to vote against their appointment at the AGM.

The Company also advises that BLBD Pty Ltd and Meredith Nominees Pty Ltd, entities controlled by Bryan Meredith, a major early investor in the Murray River Organics business (and who, as noted below, have purported to requisition a general meeting under section 249D of the Corporations Act) voted against all resolutions at the AGM.

Appointment of new director and auditor

As a result of the outcome of today's AGM, the Company is required to appoint an additional director and a new auditor, in accordance with the Corporations Act.

As previously announced to the market, the Board has been undertaking a process to identify an additional Non-Executive Director to complement the existing skill-set of the current Directors. The Company is close to being able to announce that appointment, which is subject to final probity checks. Trading in the Company's securities will resume upon the Company making a further announcement confirming the appointment of the additional director.

The Board will also shortly commence a process to appoint a new auditor, and will advise the market as soon as possible after that appointment has been made.

Certifications:



Requisition of general meeting under section 249D of the Corporations Act

On 21 November 2017, Murray River Organics Limited (**MROL**), a subsidiary of the Company, received a notice from BLBD Pty Ltd and Meredith Nominees Pty Ltd under section 249D of the Corporations Act requesting that MROL convene a general meeting of MROL to consider resolutions for the:

- the removal of Craig Farrow, Donald Brumley and Lisa Hennessy as Directors of MROL; and
- the appointment of Andrew Monk, Steven Si and Keith Mentiplay as Directors of MROL.

The Company considers the requisition to be invalid because BLBD Pty Ltd and Meredith Nominees Pty Ltd do not hold any shares in MROL, as required by section 249D of the Corporations Act. In fact the requisition did not seek to remove or appoint any Directors of the listed Company.

If BLBD Pty Ltd and Meredith Nominees Pty Ltd, who together hold more than 5% of the shares in the Company, ultimately decide to requisition a general meeting under section 249D of the Corporations Act to remove or appoint any Directors of the Company, the Board will consider that requisition at that time (**Further Requisition**). If any Further Requisition is valid, the Board will, in accordance with the Corporations Act, convene a general meeting of the Company within 21 days of receipt of the Further Requisition to consider the resolutions the subject of that Further Requisition, and that general meeting will be held within 2 months of the date of the Further Requisition.

The Company will keep all shareholders informed of any material developments relating to the above (including any Further Requisition), in accordance with its obligations under the Listing Rules and Corporations Act.

Conclusion

The Board wishes to express its deep appreciation to Donald Brumley for his efforts as a Director, particularly his drive on audit and risk and the commitment he demonstrated to the Company. At all times Don carried out his duties with the highest standard of integrity. We wish him all the best for the future.

Deloitte Touche Tohmatsu has provided audit and other services to the Murray River Organics group for approximately two years, rendering great assistance across the pathway from private to ASX listed status and we thank them for the same.

ENDS.

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About Murray River Organics

Investors

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Murray River Organics Group Limited (ASX: MRG) is a leading Australian producer, manufacturer, marketer and seller of certified organic, natural and better-for-you food products. We service the organic, natural and healthy food and snack market globally. Our customers include industrial customers (such as cereal manufacturers, bakeries and confectionary manufacturers), retail customers (such as supermarkets, organic food stores, mass-market, e-commerce retailers and convenience stores) and food service channels (such as specialty and natural food distributors). We operate both in the domestic and international markets, with customers in 26 countries.

For further information please visit www.murrayriverorganics.com.au

Certifications:



Attachment - Results of 2017 Annual General Meeting

Murray River Organics Group Ltd
Annual General Meeting
Wednesday, 22 November 2017
Voting Results

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth).

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution	Resolution Type	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
1 Remuneration Report	Ordinary	28,111,228 46.40%	32,210,261 53.16%	267,878 0.44%	69,599	28,642,238 38.78%	45,211,588 61.22%	119,687	Not Carried
2 Re-election of Director - Mr Donald Brumley	Ordinary	28,911,305 47.29%	31,962,868 52.27%	267,878 0.44%	269,882	29,562,910 39.62%	45,044,832 60.38%	279,101	Not Carried
3 Appointment of Auditor	Ordinary	32,380,374 52.96%	28,491,768 46.60%	267,878 0.44%	271,913	33,205,472 44.51%	41,400,239 55.49%	281,132	Not Carried
4 Previous issue of Shares under the Placement	Ordinary	21,747,141 41.83%	29,971,923 57.65%	267,878 0.52%	130,237	35,123,925 53.77%	30,204,506 46.23%	180,325	Carried
5 Approval of 10% placement capacity	Special	7,715,259 12.59%	53,254,579 86.97%	267,878 0.44%	174,217	8,171,480 10.95%	66,481,839 89.05%	233,524	Not Carried

* Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

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