

## **Notice of Annual General Meeting**

Notice is hereby given that the 2017 Annual General Meeting of Pacific Dairies Limited ACN 095 821 971 will be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne Victoria on Wednesday, 26 September 2018 at 12:00 pm AEST.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

### **1. Agenda for the Meeting**

#### **Financial statements and reports**

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 30 June 2017.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the Company's financial statements and reports.

The Company's auditor, Walker Wayland Advantage Audit Partnership, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Pacific Dairies Limited 2017 Annual Report can be viewed online at [www.asx.com.au](http://www.asx.com.au) (ASX code: "PDF").

#### **Resolution 1 - Adoption of Remuneration Report**

To consider and if thought fit, pass the following resolution as a non-binding resolution:

*"That for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report for the year ended 30 June 2017 be adopted."*

**Voting Exclusion Statement:** In accordance with the Corporations Act the Company will disregard any votes cast in relation to this resolution by or on behalf of the Key Management Personnel, which includes the Directors and executives in the consolidated group whose remuneration is included in the Remuneration Report and their closely related parties (Excluded Persons). However, the Company need not disregard a vote if:

- it is cast by an Excluded Person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

#### **Resolution 2 – Re-Election of Mr. Paul Duckett as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*"That, Mr. Paul Duckett who retires in accordance with clause 13.2 of the Company's Constitution, be re-elected as a director of the Company."*

#### **Resolution 3 – Election of Mr. Chris Egan as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*“That Mr. Chris Egan who was appointed by the Directors on 23 October 2017, retires in accordance with clause 13.3 of the Company’s Constitution and being eligible for election, is elected as a director of the Company.”*

#### **Resolution 4 – Approve the previous issue of 40,200,000 Shares**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, the previous issue of 40,200,000 Shares, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this resolution by any person who participated in the issue or received a benefit and any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

#### **Resolution 5 – Approve the issue of 14,000,000 Shares to Paul Duckett on conversion of Notes**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 10.11 and all other purposes, the issue of 14,000,000 Shares to Paul Duckett or his nominee on conversion of a loan of \$140,000, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 6 by:

- Paul Duckett; and
- any associate of Paul Duckett.

However, the Company need not disregard a vote cast on Resolution 5 if it is cast by:

- a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- 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.

#### **Resolution 6 – Approve the issue of 1,500,000 Shares to Raymond Taylor on conversion of Notes**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

*“That, for the purpose of Listing Rule 10.11 and all other purposes, the issue of 1,500,000 Shares to Raymond Taylor or his nominee on conversion of a loan of \$15,000, as referred to in the Explanatory Statement, is approved.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 6 by:

- Raymond Taylor; and
- any associate of Raymond Taylor.

However, the Company need not disregard a vote cast on Resolution 6 if it is cast by:

- a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- 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.

## **2. Determination of voting entitlement**

For the purpose of determining a person's entitlement to vote at the Meeting, a person will be recognised as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEST on Monday 24 September 2018.

## **3. Votes**

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

## **4. Proxies**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company at PO Box 305, Fitzroy Vic 3065 or by facsimile on +61 (0)3 8678 1747 by 12:00 p.m. AEST on Monday 24 September 2018.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business.

Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

If the proxy is the Chairman, the Chairman can vote undirected proxies on Resolution 1, even though the Resolution 1 is connected with the remuneration of the key management personnel, only if the proxy form expressly authorizes the Chairman to vote undirected proxies on Resolution 1.

A form of proxy accompanies this Notice of Meeting.

## **5. Questions and Comments by Shareholders at the Meeting**

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, Walker Wayland Advantage Audit Partnership. These questions should be relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and

d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to Walker Wayland Advantage Audit Partnership if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2017. Relevant written questions for the auditor must be received by the Company no later than 12:00 p.m. AEST on Wednesday 19 September 2018. A representative of Walker Wayland Advantage Audit Partnership will provide answers to relevant questions at the Meeting.

## **EXPLANATORY STATEMENT**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

### **Resolution 1 - Adoption of remuneration report**

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2017. The Remuneration Report sets out details of the remuneration received by the Directors and key Company executives.

Resolution 1 seeks Shareholder approval of the adoption of the Remuneration Report by the Company.

The outcome of this Resolution is not binding on the Company or the Board. However, sections 250U to 250Y of Corporations Act require a 'two strikes and re-election' process in relation to the shareholder vote on the Remuneration Report and provide that:

- A 'first strike' will occur if this Remuneration Report resolution receives a 'no' vote of 25% or more. If this occurs, the Company's subsequent remuneration report will contain an explanation of the Board's proposed action in response to the 'no' vote or an explanation of why no action has been taken by the Board.
- A 'second strike' will occur if the resolution to adopt the Remuneration Report at the 2018 Company Annual General Meeting also receives a 'no' vote of 25% or more. If this occurs, shareholders will vote at that Annual General Meeting to determine whether the Directors will need to stand for re-election at a separate, subsequent meeting (the 'spill resolution'). If the spill resolution passes with 50% or more of eligible votes cast, the spill meeting must take place within 90 days.

The Company has not received a 'first strike'.

The Remuneration Report is set out in the Company's 2017 Annual Report. The Company's 2017 Annual Report can be viewed at [www.asx.com.au](http://www.asx.com.au) (ASX code: "PDF").

In accordance with section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity to ask questions about, or make comments on the Remuneration Report at the Meeting.

### **Resolution 2 - Re-Election of Mr. Paul Duckett as a Director**

Resolution 2 seeks the re-election of Mr. Paul Duckett, who retires and seeks re-election as a director.

Paul has been involved in his family's farm for over 30 years and has a strong understanding of livestock management and soil and fertilizer nutrition. Formerly he was General Manager of Western Mining's Fertilizer Operation - HiFert.

Paul acted as a director the Company from 28 September 2012 until 7 July 2014. He was then re-appointed a director of the Company on 3 February 2015.

### **Resolution 3 - Election of Mr. Chris Egan as a Director**

Resolution 3 seeks the election of Mr. Chris Egan, who was appointed by the Directors on 23 October 2017 and retires in accordance with clause 13.3 of the Company's Constitution and, being eligible offers himself for election by shareholders as a Director of the Company, with effect

from the end of the meeting.

Mr. Egan has an outstanding record as an entrepreneur in the fresh food industry. He pioneered Australia's portion packaged fresh salads and vegetables category in his role as Managing Director and founder of Vegco, which has now lead to a \$900 million industry. Mr. Egan established Cooee Foods which has processed dairy and other food products to customers such as Qantas, Woolworths and Coles.

#### **Resolution 4 – Approve the previous issue of 40,200,000 Shares**

In February 2018, the Company issued 39,200,000 Shares upon conversion of Convertible Loan Notes with a combined face value of \$392,000. In June 2018, the Company issued 1,000,000 Shares upon conversion of Convertible Loan Notes with a combined face value of \$10,000.

The 40,200,000 Shares were issued without prior shareholder approval under the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1.

#### **ASX Listing Rules 7.1, 7.4 & 7.5**

ASX Listing Rule 7.1 provides that a listed company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12-month period without the approval of shareholders.

ASX Listing Rule 7.4 provides that an issue of shares made without approval under Listing Rule 7.1 is treated as been made with approval if each of the following applies:

- the issue did not breach Listing Rule 7.1 or 7.1A, and
- the shareholders of ordinary securities subsequently approve the issue.

The issue of 40,200,000 Shares did not breach ASX Listing Rule 7.1 and the Company seeks subsequent Shareholder approval for these issues of Shares for the purposes of ASX Listing Rule 7.4 and all other purposes.

The following information is provided to Shareholders in accordance with ASX Listing Rule 7.5:

<b>Information required</b>	<b>Details</b>																						
<b>The number of securities issued</b>	40,200,000 Shares																						
<b>The price at which the securities were issued</b>	\$0.01 per Share																						
<b>The terms of the securities</b>	Ordinary Shares which rank equally in all respects with existing Shares.																						
<b>The names of persons to whom the entity issued the securities</b>	<div>The Shares were issued to:<table><tr><th><b>Name</b></th><th><b>Shares</b></th></tr><tr><td>Cleanthis Pilakis</td><td>1,600,000</td></tr><tr><td>Darcy Super Fund Co Pty Ltd</td><td>2,000,000</td></tr><tr><td>Drumnadrochit Futures Pty Ltd</td><td>2,000,000</td></tr><tr><td>Orbit Airconditioning Pty Ltd</td><td>1,600,000</td></tr><tr><td>Madnek Pty Ltd</td><td>2,000,000</td></tr><tr><td>Mr Harvey Parker</td><td>1,000,000</td></tr><tr><td>Teresa Poore</td><td>1,000,000</td></tr><tr><td>EMS Nominees Pty Ltd</td><td>5,000,000</td></tr><tr><td>Mr Robert William Proe</td><td>4,550,000</td></tr><tr><td>Mrs Judith Margaret Kelly</td><td>1,000,000</td></tr></table></div>	<b>Name</b>	<b>Shares</b>	Cleanthis Pilakis	1,600,000	Darcy Super Fund Co Pty Ltd	2,000,000	Drumnadrochit Futures Pty Ltd	2,000,000	Orbit Airconditioning Pty Ltd	1,600,000	Madnek Pty Ltd	2,000,000	Mr Harvey Parker	1,000,000	Teresa Poore	1,000,000	EMS Nominees Pty Ltd	5,000,000	Mr Robert William Proe	4,550,000	Mrs Judith Margaret Kelly	1,000,000
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Mr Robert William Proe	4,550,000																						
Mrs Judith Margaret Kelly	1,000,000																						

	Forbes St Medical Investments Pty Ltd	5,000,000
	Suzanne and Joanne Egan	6,000,000
	Amy Doris Proe	2,450,000
	Dr Joao Manuel Camacho	5,000,000
<b>The use of the funds raised</b>	Funds have been / will be used for working capital purposes and to fund costs associated with the proposed acquisition and financing of 5 dairy farms.	

## **Resolution 5 - Approve the issue of 14,000,000 Shares to Paul Duckett on conversion of Notes**

### **Purpose of Resolution 5**

The Company seeks to issue 14,000,000 Shares to Paul Duckett, a Director of the Company, upon conversion of Convertible Loan Notes with a face value of \$140,000.

Approval for the issue of securities is sought for the purpose of Listing Rule 10.11 and all other purposes.

### **Corporations Act**

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the specified exceptions apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given on arm's length terms, that is on terms that:

- would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- are less favourable to the related party than the terms referred to in the previous point.

The Company considers that the proposed issue of securities the subject of Resolution 5 will be on arm's length terms and, as such, fall within the exception set out in section 210 of the Corporations Act. The Company has reached this view as the Shares are to be issued on identical terms to those being offered on conversion of the Notes contemplated by Resolution 4 (which were issued to non-related arm's length investors in the Company).

The Listing Rules do not contain a similar exception. Therefore, the Company is seeking approval under Listing Rule 10.11 notwithstanding the proposed issue being on arm's length terms.

### **Listing Rule 10.11 & 10.13**

Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities (including options) to a related party without the approval of holders of ordinary securities.

Mr Duckett is a related party of the Company by virtue of his position as Directors of the Company.

In accordance with Listing Rule 7.2 (Exception 14) if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. Accordingly, the issuance of Shares under Resolution 5 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

**The following information is provided in accordance with Listing Rule 10.13:**

Information required	Details
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<b>The names of the persons that will be issued the securities</b>	Meridian Fertilisers Pty Ltd, a director related entity, or their nominee
<b>The maximum number of securities the Company will issue</b>	14,000,000 Shares
<b>The date by which the Company will issue the securities</b>	The Company will issue the Shares within one month from the date of the Meeting (or such later date if permitted by the ASX).
<b>The issue price of the securities</b>	\$0.01 per Share
<b>The terms of the securities</b>	The Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>The intended use of funds raised</b>	Funds have been / will be used for working capital purposes and to fund costs associated with the proposed acquisition and financing of 5 dairy farms.

### 12.1 Directors' recommendation

The Directors (with Mr. Duckett abstaining from making a recommendation) recommend that the Shareholders vote in favour of Resolution 5 for the following reasons:

- the conversion of loans associated with the Notes will reduce the debts of the Company; and
- the Directors consider the allotment of the Shares contemplated by Resolution 5 to be in the best interests of the Company.

### Resolution 6 - Approve the issue of 1,500,000 Shares to Raymond Taylor on conversion of Notes

#### Purpose of Resolution 6

The Company seeks to issue 1,500,000 Shares to Raymond Taylor, a Director of the Company, upon conversion of Convertible Loan Notes with a face value of \$15,000.

Approval for the issue of securities is sought for the purpose of Listing Rule 10.11 and all other purposes.

#### Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a 'financial benefit' to a 'related party' unless one of the specified exceptions apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given on arm's length terms, that is on terms that:

- would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- are less favourable to the related party than the terms referred to in the previous point.

The Company considers that the proposed issue of securities the subject of Resolution 6 will be on arm's length terms and, as such, fall within the exception set out in section 210 of the Corporations Act. The Company has reached this view as the Shares are to be issued on identical terms to those being offered on conversion of the Notes contemplated by Resolution 4 (which were issued to non-related arm's length investors in the Company).

The Listing Rules do not contain a similar exception. Therefore, the Company is seeking approval under Listing Rule 10.11 notwithstanding the proposed issue being on arm's length terms.

### **Listing Rule 10.11 & 10.13**

Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities (including options) to a related party without the approval of holders of ordinary securities.

Mr Taylor is a related party of the Company by virtue of his position as Directors of the Company.

In accordance with Listing Rule 7.2 (Exception 14) if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1. Accordingly, the issuance of Shares under Resolution 6 will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

**The following information is provided in accordance with Listing Rule 10.13:**

<b>Information required</b>	<b>Details</b>
<b>The names of the persons that will be issued the securities</b>	Raymond Taylor or his nominee
<b>The maximum number of securities the Company will issue</b>	1,500,000 Shares
<b>The date by which the Company will issue the securities</b>	The Company will issue the Shares within one month from the date of the Meeting (or such later date if permitted by the ASX).
<b>The issue price of the securities</b>	\$0.01 per Share
<b>The terms of the securities</b>	The Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
<b>The intended use of funds raised</b>	Funds have been / will be used for working capital purposes and to fund costs associated with the proposed acquisition and financing of 5 dairy farms.

### **12.2 Directors' recommendation**

The Directors (with Mr. Taylor abstaining from making a recommendation) recommend that the Shareholders vote in favour of Resolution 6 for the following reasons:

- the conversion of loans associated with the Notes will reduce the debts of the Company; and
- the Directors consider the allotment of the Shares contemplated by Resolution 6 to be in the best interests of the Company.

## **GLOSSARY**

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

**AEST** means Australian Eastern Standard Time.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

**ASX Listing Rules** means the listing rules of ASX.

**Board** means the board of directors of the Company.

**Company** means Pacific Dairies Limited (ACN 095 821 971).

**Corporations Act** means Corporations Act 2001 (Cth).

**Director** means a current director of the Company.

**Explanatory Statement** means the explanatory statement to this Notice of Meeting.

**Meeting** means the Annual General Meeting of the Shareholders of the Company to be held on Wednesday 26 September 2018, to which the Notice of Meeting and Explanatory Statement relate.

**Notice of Meeting** means this notice of meeting of the Company dated 17 August 2018.

**Resolution** means a resolution referred to in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars.

## PROXY FORM FOR ANNUAL GENERAL MEETING

I/We \_\_\_\_\_  
of \_\_\_\_\_

am/are a Shareholder of Pacific Dairies Limited ACN 095 821 971 and I/we appoint as my/our proxy:

\_\_\_\_\_  
of \_\_\_\_\_

or failing the individual or body corporate named above (or if no individual or body corporate is named), the Chairperson of the Annual General Meeting of the Company, to vote for me/us at the Meeting to be held at Seasons Botanic Gardens Melbourne, 348 St Kilda Road Melbourne Victoria on Wednesday, 26 September 2018 at 12:00pm AEST and at any adjournment of that Meeting. If 2 proxies are being appointed the proportion of voting rights this proxy is authorised to exercise is .....%. (The Company will supply an additional form on request).

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr. Paul Duckett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr. Chris Egan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approve the previous issue of 40,200,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approve the issue of 14,000,000 Shares to Paul Duckett on conversion of Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approve the issue of 1,500,000 Shares to Raymond Taylor on conversion of Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the "Abstain" box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called. Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson intends to vote undirected proxies on, and in favour of, all Resolutions. If the proxy is the Chairperson, the Chairperson can also vote undirected proxies on Resolution 1 provided that the proxy form authorises the Chairperson to vote (by the box below being ticked) even though Resolution 1 is connected with the remuneration of Directors of the Company.

If you do not wish to direct your proxy on how to vote, please tick this box: ☐

If your proxy is not the Chairperson and you do not direct your proxy how to vote, your proxy will be able to vote on the Resolutions as they see fit. By ticking this box, I/we expressly authorise the Chairperson of the Meeting to vote in accordance with the Chairperson's voting intentions on Resolutions 1 to 6 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairperson of the Meeting may exercise my/our proxy even if the Chairperson of the Meeting has an interest in the outcome of the Resolutions and that votes cast by the Chairperson, other than as proxy holder, would otherwise be disregarded because of that interest. If Chairperson is your proxy and you do not mark this box, and you have not otherwise directed the Chairperson how to vote, the Chairperson will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the relevant Resolutions.

Signature of Shareholder(s)

Date: .....

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name: ..... Contact Ph (daytime): .....

## **PROXY FORM FOR ANNUAL GENERAL MEETING**

**PROXY INSTRUCTIONS:** A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies. Where more than 1 proxy is appointed, each proxy may be appointed to represent a specific portion of the Shareholder's voting rights. A proxy need not be a Shareholder of the Company. A proxy form must be signed by the Shareholder or his or her attorney. Proxies given by corporations must either be signed under seal or under the hand of a duly authorised officer or attorney. To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy) must be lodged with:

Pacific Dairies Limited

Attention: The Company Secretary

PO Box 305, Fitzroy Vic 3065

Fax: +613 8678 1747

**Not later than 12:00pm AEST on Monday 24 September 2018**