



Notice of Annual General Meeting and Explanatory Notes

Costa Group Holdings Limited
ACN 151 363 129

Date: 22 November 2018

Time: 3:00pm

Place: Level 36, KPMG
Tower 2, Collins Square
727 Collins Street
Melbourne, Victoria

Notice of Annual General Meeting

Notice is given that the 2018 Annual General Meeting ("**AGM**") of Costa Group Holdings Limited (ACN 151 363 129) ("**Company**") will be held at 727 Collins Street, Melbourne on 22 November 2018 at 3.00pm for the purposes of transacting the business set out in this notice.

Ordinary Business

1 Consideration of Reports

To receive and consider the Financial Report for the Company and its controlled entities, the Directors' Report and the Auditor's Report for the financial year ended 1 July 2018 as set out in the Company's 2018 Annual Report.

There is no vote on this item.

2 Remuneration Report

To consider and if thought appropriate, pass the following resolution as an advisory resolution:

"That the Remuneration Report (set out in the Directors' Report) for the financial year ended 1 July 2018 be adopted."

Please see the explanatory notes and voting exclusion statement for this resolution on pages 6 and 7.

3 Re-election of Frank Costa as a Director

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

"That Frank Costa is re-elected as a Director of the Company."

Please see the explanatory notes for this resolution on page 7.



4 Re-election of Peter Margin as a Director

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

"That Peter Margin is re-elected as a Director of the Company."

Please see the explanatory notes for this resolution on page 7.

5 Election of Tim Goldsmith as a Director

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

"That Tim Goldsmith is elected as a Director of the Company."

Please see the explanatory notes for this resolution on pages 7 and 8.

6 Managing Director's FY19 STI Performance Rights

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is hereby given for the grant of performance rights (and the resulting issue or transfer of shares in the Company) to the Chief Executive Officer and Managing Director, Mr Harry Debney under the Company's FY19 short term incentive plan, in accordance with the terms of that plan and as described in the Explanatory Notes."

Please see the explanatory notes and voting exclusion statement for this resolution on pages 8 to 13.

7 Managing Director's FY19 LTI Options

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

"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is hereby given for the grant of options (and the resulting issue or transfer of shares in the Company) to, the Chief Executive Officer and Managing Director, Mr Harry Debney, under the Company's FY19 long term incentive plan, in accordance with the terms of that plan and as described in the Explanatory Notes."

Please see the explanatory notes and voting exclusion statement for this resolution on pages 8 to 13.

By order of the Board.

David Thomas
Company Secretary
19 October 2018

Information regarding voting

1 Entitlement to attend and vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have determined that a shareholder's entitlement to vote at the AGM is as set out in the Company's share register as at 7:00pm (Melbourne time) on 20 November 2018. In the case of joint shareholders, all holders may attend the meeting but only one holder may vote at the meeting in respect of the relevant shares (including by proxy). If more than one joint holder is present, and more than one of the joint holders vote in respect of the relevant shares, only the vote of the joint holder whose name stands first in the register in respect of the relevant shares is counted. A corporate shareholder may appoint one or more persons to act as its representative(s), but only one representative may exercise the corporate shareholder's powers at any one time.

Transactions registered after 7:00pm (Melbourne time) on 20 November 2018 will be disregarded in determining the shareholders entitled to attend and vote at the AGM.

2 Proxies

(a) **Proxy form:** A proxy form is included with this Notice of AGM.

(b) **Appointing a proxy:** If you are entitled to attend and vote at this AGM, you may appoint:

- a person ("person" can be an individual or a body corporate (if you appoint a body corporate as a proxy, that body corporate will need to ensure that it appoints an individual as its corporate representative to exercise its powers at the meeting and provide satisfactory evidence of the appointment of its corporate representative prior to the commencement of the AGM, in accordance with the instructions set out in Note 3 below)); or
- if the shareholder is entitled to cast two or more votes at the meeting, two persons,

as your proxy or proxies to attend and vote for you at the AGM. A proxy need not be a shareholder.

(c) **Maximum of two:** You may appoint a maximum of two proxies and may state on the proxy form what proportion or number of your votes each proxy is being appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of your votes.

(d) **Deadline for receipt:** The Company must receive at least 48 hours before the AGM (ie. by 3:00pm (Melbourne time) on 20 November 2018):

- your completed proxy form; and
- if you sign under power of attorney or corporate representative, that power of attorney or corporate representative appointment or a certified copy of it.

Any proxy form received after this deadline (including at the AGM) will be invalid.

(e) **How to send:** The proxy form (and any authority appointing an attorney or corporate representative) must be:

- sent by post to the Company's registry:



Costa Group Holdings Limited
C/ - Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

- delivered by hand to the Company's registry:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

OR
Level 12
680 George Street
Sydney NSW 2000

- sent by fax to the Company's registry on +61 2 9287 0309; or
- lodged online at www.linkmarketservices.com.au.

(f) ***How and when a proxy must vote:*** If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

(g) ***Default to the Chairman of the meeting:*** If:

- a poll has been called on a resolution; and
- a shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the shareholder's proxy either:
 - is not recorded as attending the AGM; or
 - attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with any written direction of that shareholder.

(h) ***Directing proxy votes:*** We encourage shareholders who are appointing proxies to direct their proxies how to vote on each resolution by crossing either a "For", "Against", or "Abstain" box before lodging their proxy form so that, subject to any



applicable voting exclusions, their proxy will vote on their behalf in accordance with their instructions.

The Chairman intends to vote undirected proxies on, and **in favour** of, all the proposed resolutions.

If there is a change in how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

3 Body corporate representative

Any corporation wishing to appoint a person to act as representative at the AGM may do so by providing that person with:

- an "Appointment of Corporate Representative" form which can be obtained from the Company's registry; or
- a letter or certificate authorising the person to act as the corporation's representative in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

4 Questions from shareholders

A shareholder of the Company who is entitled to vote at the AGM may submit a written question to the Chairman or Auditor by sending it to the Company no later than the fifth business day before the AGM is to be held (ie. by 15 November 2018).

5 Annual Report information

The 2018 Annual Report is being sent separately to shareholders who have elected to receive an Annual Report. A copy of the Company's Annual Report is available to all shareholders upon request and can be viewed at <http://investors.costagroup.com.au/investor-centre/?page=latest-reports> or an electronic or printed copy can be requested from the Company's registry.



Explanatory notes on the business to be transacted at the AGM

Item 1 – Consideration of Reports

The Financial Report for the Company and its controlled entities, the Directors' Report and the Auditor's Report for the financial year ended 1 July 2018 as set out in the Company's 2018 Annual Report will be laid before the AGM. Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the content of the Auditor's report.

Item 2 – Remuneration Report

In accordance with the *Corporations Act 2001* (Cth), the Company is required to present the Company's Remuneration Report to shareholders for consideration and adoption at the AGM.

The Remuneration Report is located on pages 30 to 39 of the Company's 2018 Annual Report and is also available on the Company's website www.costagroup.com.au. The Remuneration Report:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of employees and the Company's performance;
- sets out remuneration details for each director and each other member of the Company's key management personnel; and
- confirms that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.

Shareholders will have an opportunity to ask questions and comment on the Remuneration Report at the AGM.

The vote on this resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

The remuneration framework adopted by the Board is designed to attract and retain key talent, reward the achievement of strategic objectives and align reward with the creation of shareholder wealth. Where appropriate, the Company obtains independent input to confirm the appropriateness of these arrangements.

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Board recommends that shareholders vote **in favour** of the resolution in Item 2.

The Chairman intends to vote undirected proxies able to be voted **in favour** of this resolution.

Voting Exclusion – Item 2

- 1 Subject to paragraph 2, a vote must not be cast (in any capacity) on the resolution in Item 2 by or on behalf of a member of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("**KMP**") or their closely related parties, whether as a shareholder or as a proxy except that a vote may be cast on the resolution in Item 2 by a KMP, or a closely related party of a KMP if:
 - (a) the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution in Item 2; and
 - (b) the vote is not cast on behalf of a KMP or a closely related party of a KMP.
- 2 If you appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default¹, you do not need to direct your proxy how to vote on the

¹ Due to the failure of your nominated proxy to attend or if no proxy was identified in your lodged proxy form.



resolution in Item 2 on the proxy form. In this case, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in Item 2 even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the AGM.

Items 3, 4 and 5 – Election of Directors

The Board undertakes a regular review of its performance, policies and practices. The review includes an assessment of the performance of each Director, their experience and skills. This is taken into account by the Board in determining whether to endorse Directors standing for re-election and anyone offering themselves for election as a Director.

The Board wishes to continue the program of staggered retirement and re-election for its existing Directors initiated at the 2016 annual general meeting. As part of this process, Mr Costa and Mr Margin each offer themselves for re-election.

Each Director elected under Items 3, 4 and 5 will be appointed for a term that commences from the conclusion of this year's AGM and concludes at the conclusion of the Company's AGM in 2021 (a period of approximately 2.5 years).

The resolutions to appoint these Directors are proposed separately as ordinary resolutions.

Item 3 – Re-election of Frank Costa as a Director

Mr Costa has been a Director since 8 June 2011. Mr Costa is also a member of the Remuneration Committee and Nomination Committee.

Mr Costa has been at the forefront of developing and building the Costa Group into a major horticultural company for more than 50 years. Mr Costa has previously served as President of the Geelong Football Club (1998 - 2010) and tirelessly promotes the development of the City of Geelong and surrounding community. Mr Costa has been honoured with an Order of Australia Medal for his services to youth and the community. During the past four years, Mr Costa has not served as a director of any other listed company.

The Directors (with Frank Costa abstaining and not voting) recommend that you vote in favour of the resolution in Item 3.

Item 4 – Re-election of Peter Margin as a Director

Mr Margin has been a Director since 24 June 2015. Mr Margin is also Chair of the Remuneration Committee and a member of the Audit and Risk Committee, and Nomination Committee. Mr Margin has many years of leadership experience in major Australian and international food companies, including Chief Executive of Goodman Fielder Ltd and before that Chief Executive and Chief Operating Officer of National Foods Ltd. Peter has also held senior executive roles in Simplot Australia Pty Ltd, Pacific Brands Ltd, East Asiatic Company and HJ Heinz Company Australia Ltd and is currently Executive Chairman of Asahi Beverages ANZ.

Mr Margin currently serves as a Non-executive director of PACT Group Holdings Ltd, Nufarm Ltd and Bega Cheese Ltd. Mr Margin was previously a Non-executive director of the NSX listed company Ricegrowers Ltd (to August 2015), Chairman and Non-executive director of Huon Aquaculture Ltd (to August 2016), and a Non-executive director of PMP Ltd (to August 2016).

The Directors (with Peter Margin abstaining and not voting) recommend that you vote in favour of the resolution in Item 4.

Item 5 - Election of Tim Goldsmith as a Director

Given that Tim Goldsmith has been appointed as a Director since the last annual general meeting of the Company, he must now be elected in accordance with article 10.8 of the Company's constitution.



Mr Goldsmith has extensive corporate experience gained from over three decades of working in Australia and internationally. Mr Goldsmith previously worked as a partner at PricewaterhouseCoopers (PwC) for over 20 years, which included leading PwC's National China desk.

Mr Goldsmith is currently President and CEO of Rincon Ltd, an unlisted mine development company, and Non-Executive Chairman of ASX listed companies Hazer Group Ltd and Angel Seafood Holdings Ltd.

The Directors (with Tim Goldsmith abstaining and not voting) recommend that you vote in favour of the resolution in item 5.

Items 6 and 7 – Managing Director's FY19 Remuneration

The Board annually reviews Mr Debney's remuneration package, with the aim of ensuring that Mr Debney's remuneration package is market competitive, reasonable and creates adequate incentives for both short term and long term financial performance, strategic growth and creation of shareholder value.

As part of the most recent review, the Board had regard to the fact that the Company has changed its financial year end from June to December each year, thereby adopting a calendar year reporting cycle. Accordingly, given the 2019 financial year ("FY19") will only be a six-month period, the short term incentive elements of the remuneration package will be tested over an 18-month period, being the period from 2 July 2018 to 29 December 2019 (i.e. FY19 and the company's following 12 month financial year). This also means that the short term incentive amount that would ordinarily be granted for a 12 month period will be multiplied by 1.5 to take into account the longer performance period.

As a result of that review, the Board has determined that Mr Debney's remuneration package commencing from 2 July 2018 should be structured as follows:

Total fixed remuneration	At risk remuneration	
	Short term incentive (1.5 years)	Long term incentive (3 years)
\$1,022,000	<ul style="list-style-type: none"> \$689,850 (at target) \$1,073,100 (stretch performance – maximum award) 	\$357,700 ²

The non-executive Directors have concluded that the remuneration package for Mr Debney (including the proposed grants of securities under the short term incentive ("STI") Plan and long term incentive ("LTI") Plan) is reasonable and appropriate having regard to the circumstances of the Company and the duties and responsibilities of Mr Debney.

Accordingly, the non-executive directors recommend that shareholders vote **in favour** of the resolutions in Items 6 and 7.

The Chairman intends to vote undirected proxies able to be voted **in favour** of the resolutions in Items 6 and 7.

Why the Company is seeking approval – Items 6 and 7

Under the ASX Listing Rules, the Company must seek shareholder approval to grant securities to any director of the Company under an employee incentive scheme. As the deferred component of the

² Total indicative value of options to be issued to Mr Debney as part of the FY19 LTI Plan, as at the effective date of the independent indicative valuation issued on 15 August 2018. As required by AASB 2 Share Based Payments, the final fair value of the LTI Options will be determined on the grant date should shareholders approve the issuance of LTI Options to Mr Debney.



Company's FY19 STI Plan involves performance rights and the Company's FY19 LTI Plan involves options, shareholder approval is being sought for Mr Debney's participation in both the deferred component of the FY19 STI Plan (Item 6) and the FY19 LTI Plan (Item 7) and subsequently, the issue or transfer of shares in the Company to Mr Debney. Details of the FY19 STI Plan and FY19 LTI Plan are set out below.

Details of any securities issued to Mr Debney under the FY19 STI Plan or FY19 LTI Plan will be published in each annual report of the Company relating to the period in which they have been issued, together with a note that approval of the issue was obtained under Listing Rule 10.14.

Any additional persons referred to in ASX Listing Rule 10.14 who became entitled to participate in the FY19 STI Plan or the FY19 LTI Plan after the resolutions in Item 6 and item 7 are approved and are not named in this notice of meeting will not participate in the relevant plan until approval is obtained under Listing Rule 10.14.

Managing Director's entitlements under FY19 STI Plan – Item 6

Under the FY19 STI Plan, Mr Debney is entitled to an STI award. The amount of the STI award is calculated as a percentage of Mr Debney's total fixed remuneration ("**TFR**") for the period of 12 months from 2 July 2018 and then multiplied by 1.5 to take into account the 18 month performance period.

At target, the STI award will be an amount equal to:

$$(45\% \text{ of TFR}) \times 1.5$$

Mr Debney also has an opportunity to receive a maximum STI award of an amount equal to:

$$(70\% \text{ of TFR}) \times 1.5$$

The exact amount of the STI award which Mr Debney will receive, if any, will be subject to performance measures linked to the Company's financial performance and Mr Debney's individual performance over the performance period, with the maximum STI award only being realised if a specified stretch target is achieved. The performance measures will be set by the Board each year. Consistent with the prior year, FY19 STI targets are based on 80% financial performance relative to Board determined budgets and 20% personal components. Financial measures are EBIT (before SGARA) and cashflow generation. The individual performance measures for FY19 will relate to key business drivers, which will be set by the Board and may include measures related to safety, quality, people and execution of key projects.

Where Mr Debney becomes entitled to receive an STI award, it will be paid in the following way:

- (a) two thirds of the STI award will be paid in cash following the end of the performance period; and
- (b) one third of the STI award will be deferred for 12 months in the form of performance rights granted under the Company's FY19 STI Plan ("**STI Performance Rights**").

Terms of the STI Performance Rights – Item 6

Each STI Performance Right is a right to receive one ordinary share in the Company upon vesting. The performance rights will ordinarily vest on 1 March 2021, however they will automatically lapse if Mr Debney ceases to be an employee and the Board determines that he is not a "good leaver" under the terms of the FY19 STI Plan.

In addition to conveying a right to receive an ordinary share in the Company, each of the STI Performance Rights will convey a right to receive cash payments equal to the value of the dividends paid by the Company from time to time on one ordinary share during the period the STI Performance Right is held.



Managing Director's FY19 LTI Options – Item 7

The Company's CEO and Managing Director, Mr Harry Debney, is eligible to participate in the Company's FY19 LTI Plan for the three year performance period commencing from 1 January 2018 to the end of the 2020 financial year ("**Performance Period**"). The three year performance period is consistent with performance periods adopted for previous LTI plans. Given the adoption of calendar year financial years from the year commencing 31 December 2018 onwards, the Board has decided to commence the performance period for the FY19 Plan from 1 January 2018. This allows the performance period to be 3 full calendar years, which will allow the Company to test the performance hurdles for the EPS Options (as defined below) on a basis that is consistent with previous years.

Under the FY19 LTI Plan, Mr Debney is entitled to receive options to acquire ordinary shares in Costa Group Holdings Ltd valued at \$357,700³, being 35% of his total fixed remuneration for the period of 12 months from 2 July 2018. Based on an independent valuation conducted by Ernst & Young, which valued each option at \$2.35, Mr Debney is entitled to receive 152,212 options under the FY19 LTI Plan.

The number of options that vest at the end of the Performance Period will depend on the Company's performance during the Performance Period against performance hurdles set by the Board, being an earnings per share ("**EPS**") hurdle and a strategic growth hurdle. Consistent with the performance hurdles adopted for the FY18 LTI Plan, when setting the performance hurdles for the FY19 LTI Plan the Board considered that:

- dual measures provide a more balanced approach than relying on a single measure;
- a strategic growth hurdle that drives sustainable long term value creation, via strategic growth and diversification, remains suitable during this stage of the Company's growth cycle; and
- as Costa does not have direct competitors in the ASX, comparative measures such as relative total shareholder return measured against a selected comparator group are less suitable measures of shareholder return than an EPS hurdle.

Accordingly, the Board adopted an EPS hurdle and a strategic growth hurdle for the FY19 LTI Plan.

Terms of the LTI Options – Item 7

Key terms of the options to be granted to Mr Debney (and other senior executives of the Company) under the FY19 LTI Plan ("**LTI Options**") are as follows:

Exercise price	\$6.58 per share, being the volume weighted average price of an ordinary fully paid share in the capital of the Company recorded on the ASX over the 10 ASX trading days ending on the day prior to the commencement of the Performance Period.										
EPS hurdle	75% of the options (" EPS Options ") will be subject to a performance hurdle based on the Company's Earnings Per Share (basic) compound annual growth rate (" CAGR ") over the Performance Period, with performance and vesting outcomes as follows:										
<table> <tr> <th>Company's EPS CAGR over Performance Period</th><th>Percentage of EPS Options that will vest</th></tr> <tr> <td>Less than 10%</td><td>0%</td></tr> <tr> <td>10%</td><td>50%</td></tr> <tr> <td>Between 10% and 13%</td><td>50%-100%, on a straight line sliding scale</td></tr> <tr> <td>At or above 13%</td><td>100%</td></tr> </table>		Company's EPS CAGR over Performance Period	Percentage of EPS Options that will vest	Less than 10%	0%	10%	50%	Between 10% and 13%	50%-100%, on a straight line sliding scale	At or above 13%	100%
Company's EPS CAGR over Performance Period	Percentage of EPS Options that will vest										
Less than 10%	0%										
10%	50%										
Between 10% and 13%	50%-100%, on a straight line sliding scale										
At or above 13%	100%										

³ Total indicative value of options to be issued to Mr Debney as part of the FY19 LTI Plan, as at the effective date of the independent indicative valuation issued on 15 August 2018. As required by AASB 2 Share Based Payments, the final fair value of the LTI Options will be determined on the grant date should shareholders approve the issuance of LTI Options to Mr Debney

	<p>The Board retains discretion to adjust the calculation of EPS (for example, to exclude the impact of significant events that may occur during the Performance Period).</p>
Strategic growth hurdle	<p>25% of the options (“Growth Target Options”) will be subject to a performance hurdle based on geographic and category diversification and growth designed to support sustainable long term value creation linked to return on capital. Growth includes the scaling up of the avocado category pillar and continuing the growth trajectory of the Company’s international joint ventures.</p> <p>The number of Growth Target Options that vest will be determined by the Board (with the Managing Director not voting) based on an assessment of the Company’s performance during the Performance Period against the growth and diversification targets set by the Board.</p> <p>The Company considers the performance targets for this hurdle to be commercially sensitive, with the result that publication of that information prior to the end of the Performance Period may be prejudicial to the interests of the Company. Accordingly, complete details regarding the outcomes of vesting will be disclosed at the end of the Performance Period in the Remuneration Report for the year ending 27 December 2020.</p>
Entitlements	Options will not carry rights to dividends or voting rights prior to vesting.
Option exercise	<p>Vested options must be exercised within 2 years from the vesting date of the options (“Expiry Date”).</p> <p>Prior to the Expiry Date, Mr Debney can exercise by either:</p> <ul style="list-style-type: none"> - providing the Company with an exercise notice that specifies the number of options to be exercised, together with the exercise price in respect of those exercised options; or - electing a cashless exercise in respect of some or all of his options. <p>If Mr Debney pays the exercise price, he will be issued with one share per exercised option. If he elects a cashless exercise, he will be issued with a lower number of shares, calculated in accordance with the following formula:</p> <p><i>(A minus B) divided by C, where:</i></p> <p><i>A = Number of Shares to which each Vested Option relates (ie. 1) x Number of Vested Options exercised x Market Price per Share</i></p> <p><i>B = Number of Vested Options exercised x Exercise Price per Option</i></p> <p><i>C = Market Price per Share, being an amount equal to the volume weighted average price of a Share recorded on the ASX over 10 ASX trading days immediately preceding the date on which the Market Price is to be calculated or, if no sale occurred during such period, the last sale price of a Share recorded on the ASX.</i></p>
Sale restriction	<p>Shares delivered on the exercise of 50% of the vested options will be subject to a restriction period (during which the shares cannot be sold or otherwise dealt with) which will end on the earlier of (i) 12 months following vesting and (ii) the date that Mr Debney ceases employment with the Company.</p>

Service conditions If Mr Debney ceases employment before his options vest due to termination for cause, all of his unvested Options will lapse at cessation.

Where Mr Debney ceases employment for any other reason (which generally includes “good leaver” circumstances such as death or disability), a pro-rata number of unvested options, based on the proportion of the performance period served (or a lesser number of Options determined by the Board) will generally continue on-foot and be tested at the end of the original vesting date against the relevant performance conditions. However, the Board has discretion to apply any other treatment that it deems appropriate in the circumstances.

Maximum number of STI Performance Rights and LTI Options that Mr Debney may receive – Items 6 and 7

Plan	Maximum number and value of securities and price
STI Plan	The maximum number of performance rights that Mr Debney may receive in respect of FY19 will be performance rights with a value equal to \$357,700 (being one third of his maximum STI award). The exact number of performance rights will be determined by dividing the dollar value of the deferred component of Mr Debney’s STI award by an amount equal to the volume weighted average price of an ordinary fully paid share in the capital of the Company recorded on the ASX over 10 ASX trading days immediately preceding the date of determination of the STI outcome or, if no sale occurred during such period, the last sale price of an ordinary fully paid share in the capital of the Company recorded on the ASX.
LTI Plan	Under the FY19 LTI plan, Mr Debney is entitled to receive options to acquire ordinary shares in Costa Group Holdings Ltd valued at \$357,700 ⁴ , being 35% of his total fixed remuneration for the period of 12 months from 2 July 2018. Based on an independent valuation conducted by Ernst & Young, which valued each option at \$2.35, Mr Debney is entitled to receive 152,212 options under the FY19 LTI Plan.

Price payable for the STI Performance Rights and LTI Options – Items 6 and 7

No monetary payment will be payable by Mr Debney in connection with either the grant or vesting of the STI Performance Rights or LTI Options.

Grants under the Company’s STI Plan and LTI Plan since the last Annual General Meeting – Items 6 and 7

Since the Company’s last Annual General Meeting:

- (a) 17,982 performance rights were issued to Mr Debney for nil monetary consideration under the Company’s FY18 STI Plan (in accordance with approval of shareholders at the Company’s 2017 Annual General Meeting). No consideration will be payable for the shares that are issued upon vesting of the performance rights; and
- (b) 352,481 options were issued to Mr Debney for nil monetary consideration under the Company’s FY18 LTI Plan (in accordance with approval of shareholders at the Company’s 2017 Annual General Meeting). Those options have an exercise price of \$4.82 per share, being the volume weighted average price of an ordinary fully paid share in the capital of the Company recorded on the ASX over the 10 ASX trading days ending on 25 June 2017.

⁴ Total indicative value of options to be issued to Mr Debney as part of the FY19 LTI Plan, as at the effective date of the independent indicative valuation issued on 15 August 2018. As required by AASB 2 Share Based Payments, the final fair value of the LTI Options will be determined on the grant date should shareholders approve the issuance of LTI Options to Mr Debney.



No other options or performance rights have been granted to persons referred to in ASX Listing Rule 10.14 since the Company's last Annual General Meeting.

Directors' eligibility to participate in the FY19 STI Plan and the FY19 LTI Plan – Items 6 and 7

Mr Debney is the only director of the Company and the only person referred to in Listing Rule 10.14 who is eligible to participate in the FY19 STI Plan and the FY19 LTI Plan.

Date by which FY19 STI Performance Rights and FY19 LTI Options will be granted – Items 6 and 7

If Item 6 is approved at the AGM, it is intended that any performance rights granted to Mr Debney will be granted shortly following the determination of his final FY19 STI award which will occur following the release of the Company's results for the year ending 29 December 2019. In any event, the performance rights will be issued within 18 months after the date of the AGM and, following vesting of those performance rights, the resulting shares will be issued within 3 years of the date of the AGM. If shareholders do not approve Item 6 at the AGM, it is intended that all of Mr Debney's FY19 STI award will be provided in cash.

If Item 7 is approved at the AGM, the FY19 LTI Options will be granted to Mr Debney shortly following the AGM and in any event no later than 12 months after the date of the AGM. To compensate Mr Debney for the remuneration he would forego if shareholder approval is not obtained, the Company may pay Mr Debney a cash amount (equivalent to the value the grant would have had at vesting had it been approved by shareholders). Mr Debney would only receive a cash payment if the performance hurdles are satisfied.

Voting Exclusion – Items 6 and 7

Items 6 and 7 are resolutions connected directly or indirectly with the remuneration of key management personnel.

The Company will disregard any votes cast in favour of Items 6 and 7 by or on behalf of any director of the Company (including Mr Debney) who is eligible to participate in any employee incentive scheme or any of their associates. The Company does not need to disregard votes by such a person as proxy for another person who is entitled to vote if:

- (a) the vote is cast in accordance with the directions on the proxy form; or
- (b) the vote is cast by the Chairman of the meeting as a proxy, in accordance with the direction on the proxy form to vote as the proxy decides.

In addition, a vote must not be cast on Items 6 or 7 by any member of the Company's key management personnel (or a closely related party of any such member) that is appointed as proxy where the proxy appointment does not specify the way the proxy is to vote on the Item, unless:

- (a) the proxy is the Chairman of the meeting at which Items 6 and 7 are voted on; and
- (b) the proxy appointment expressly authorises the Chairman to exercise the proxy even though Items 6 and 7 are connected directly or indirectly with the remuneration of a member of the Company's key management personnel.



HOW TO GET TO THE AGM

Location

Level 36, KPMG
Tower 2, Collins Square
727 Collins Street
Melbourne, Victoria

Transport

- **By car**

Car parking is available at a public car park at 700 Collins Street.

Dedicated taxi ranks are located on the doorstep to Collins Square.

The KPMG office is approximately 30 minutes from the main Tullamarine International and Domestic Airport.

- **By train**

Southern Cross Station is within a 5 minute walk from the KPMG office.

- **By bus**

Bus stops are located at the Corner of Collins & Spencer Street and outside The Age building.


- **By tram**


Directly opposite tram stop D15-Batmans Hill Drive / Collins Street offering tram accessibility for 10 different routes.

For online tram and train timetables go to www.ptv.vic.gov.au.

LODGE YOUR VOTE
 **ONLINE**
www.linkmarketservices.com.au
 **BY MAIL**
 Costa Group Holdings Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

 **BY FAX**
 +61 2 9287 0309

 **BY HAND**
 Link Market Services Limited
 1A Homebush Bay Drive, Rhodes NSW 2138; or
 Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
 Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Costa Group Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**
OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm on Thursday, 22 November 2018 at Level 36, KPMG, Tower 2, Collins Square, 727 Collins Street, Melbourne, Victoria** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2, 6, and 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2, 6 and 7, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Grant of Managing Director's FY19 STI Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Frank Costa as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7 Grant of Managing Director's FY19 LTI Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Peter Margin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Election of Tim Goldsmith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that 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; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Tuesday, 20 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Costa Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**