

FARM PRIDE FOODS LIMITED

ABN 42 080 590 030

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: **Thursday 21 November 2019**

Time of Meeting: **9.30 am Australian Eastern Daylight
Time (AEDT)**

Place of Meeting: **Atura Hotel Dandenong
5 – 17 Doveton Avenue
Doveton, Victoria**

This Notice of Annual General Meeting, accompanying Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting of the Shareholders of Farm Pride Foods Ltd (the Company) will be held at Atura Hotel Dandenong, Monash Room, 5 -17 Doveton Avenue, Doveton, Victoria on Thursday 21 November 2019 at 9.30am (AEDT) for the purpose of transacting the items of business as set out below. Registration will open at 9.00 am (AEDT).

ITEMS OF BUSINESS

1. Financial Statements

To consider and receive the Financial Report, Directors' Report and Auditors' Report for Farm Pride Foods Ltd and the entities it controlled at the end of, or during, the year ended 30 June 2019.

2. Ordinary Resolution No. 1: Re-election of Directors

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

"That Mr. Bruce De Lacy, a director retiring from office by rotation, being eligible is re-elected as a Director of the Company."

For information about the candidate for re-election, see the Explanatory Notes.

3. Ordinary Resolution No. 2: Remuneration Report

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

"To adopt the Remuneration Report for the Company for the year ended 30 June 2019".

4. Ordinary Resolution No. 3: Appointment of Auditor

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

"That, subject to Ernst & Young receiving consent from ASIC to resign as auditor for the Company, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, Pitcher Partners, having been nominated by a shareholder and having consented in writing to act as auditor of the Company, be appointed as the Company's auditor effective from conclusion of this Meeting, or at any later date on which ASIC grants its consent."

Please refer to the instructions in the How to Vote Section of this Notice for important details of how to appoint a proxy for this resolution.

Under the Corporations Act 2001 (Cth), there are restrictions on Farm Pride Foods Ltd Directors and key management personnel voting on the adoption of the Remuneration Report. These are explained in the How to Vote section of this Notice.

Please refer to the accompanying Explanatory Notes which form part of this Notice of Meeting for more information on the proposed resolutions.

By Order of the Board
Farm Pride Foods Limited

Bruce De Lacy
Company Secretary
09 October 2019

Registered Office
551 Chandler Road
Keysborough Victoria 3173

Explanatory Notes on the items of business to be considered at the meeting follow.

Item 1: Financial Statements

The law requires Directors to present the Financial Report, Directors' Report and Auditors Report for the last financial year at an Annual General Meeting (AGM) of shareholders. The Annual Report for the Company has been posted on the Farm Pride website at www.farmpride.com.au

Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the 2019 Annual Report or about the management of Farm Pride Foods Ltd generally.

Item 2 (Resolution 1): Re-election of Director

Bruce De Lacy retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election.

Bruce has over 35 years' experience in the egg industry and has previously been employed in a number of positions at the Company including General Manager and Chief Operating Officer.

Bruce has a Bachelor of Business Studies from Swinburne University, majoring in Accounting, is a CPA and is a Fellow of the Governance Institute of Australia.

Recommendation:

The Board (excluding the relevant candidate) recommends that shareholders vote in favor of the re-election of the above candidate.

Item 3 (Resolution 2): Remuneration Report

The Directors Remuneration Report is set out on pages 8 to 14 of the Company's Annual Report for the financial year ended 30 June 2019. The Remuneration Report sets out the Company's arrangements for Executive and Non-executive Directors and key management personnel.

The vote on this item is advisory only and will not bind the Directors of the Company however the Chairman will allow a reasonable opportunity at the meeting to comment on and ask questions about the Remuneration Report.

Recommendation:

Noting that each Director has a personal interest in their own remuneration from the Company, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

Item 4 (Resolution 3): Appointment of New Auditors

Ernst & Young has been the auditor of the Company since 2016. During this period, Ernst & Young have undertaken the audit in an effective and professional manner.

One of the ongoing responsibilities of the Audit Committee is to review and assess the performance of the Auditor in addition to periodically determining the requirement for an audit tender. Farm Pride Foods Ltd considered it appropriate to undertake an Audit Tender given the period of time that has elapsed since the original appointment of Ernst & Young.

Following the Audit Tender and a review of the proposals submitted, the Board believes that its operating expenses may be reduced by appointing an alternative auditor. Pitcher Partners was successful in this process.

Accordingly, in accordance with section 329(5) of the Corporations Act, Ernst & Young has sought consent from ASIC to resign as auditor of the Company with effect from the conclusion of the Annual General Meeting. The Company expects ASIC's consent to be granted by the date of the Meeting, however if ASIC consent is not granted by the date of the meeting, Ernst & Young will remain acting as auditors until such consent has been granted.

A nomination from a shareholder to appoint Pitcher Partners as the new auditor of the Company has been received and is attached.

Pitcher Partners has provided their consent in writing to be appointed as Auditor.

The Board has resolved to recommend that, subject to ASIC providing its consent for Ernst & Young to resign as auditor, the appointment of Pitcher Partners as the Company's auditor with effect from the conclusion of the Annual General Meeting or any later date on which ASIC provides its consent for Ernst & Young to resign.

Representatives of both Pitcher Partners and Ernst & Young will be available at the Annual General Meeting to respond to any shareholder questions.

Recommendation:

The Board recommends that the Shareholders vote in favor of this Resolution.

How to Vote

Voting Methods

Shareholders can vote in one of the following ways:

- a. by attending the meeting and voting either in person or by attorney or, in the case of corporate shareholders, by corporate representative;
- b. by appointing a proxy to attend and vote on their behalf, using the proxy form enclosed with this Notice; or
- c. by lodging a proxy vote by mail, fax, on-line or in person no later than 48 hours before the commencement of the meeting being 9.30am (AEDT) on Tuesday 19 November 2019;
- d. Online at www.investorvote.com.au
- e. by post at GPO Box 242, Melbourne, Victoria 3001; or
- f. by personal delivery to Computershare, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067; or
- g. by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- h. Custodian voting – for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting Entitlement Deadline

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on Tuesday 19 November 2019 or if the meeting is adjourned at least 48 hours before its resumption in relation to the adjourned part of the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person – individuals and corporate representatives

Shareholders who plan to attend the meeting are asked to arrive at the venue 30 minutes prior to the time designated for the meeting so that their shareholding may be checked against the Share Register and attendance noted. Shareholders attending in person must register their attendance upon arrival.

To vote in person at the meeting, a company which is a shareholder may appoint an individual to act as its representative. The representative should bring to the meeting a letter or certificate evidencing their appointment, certified by a secretary or director of the company. Where more than one joint shareholder votes, the vote of the shareholder whose name appears first in Farm Pride Foods Ltd's Share Register shall be accepted to the exclusion of the others.

Proxy Voting

Shareholders are entitled to appoint a proxy to attend and vote on their behalf.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the proxy form. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. A proxy need not be a shareholder. Do not write the name of the issuer company or the registered shareholder in the space provided.

Appointment of a second proxy

You are entitled to appoint up to two 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.

To appoint a second proxy you must:

- on each of the first Proxy Form and second Proxy Form state the percentage of your voting rights or number of securities 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
- return both forms together in the same envelope.

Proxy Votes

Under amendments to the Corporations Act 2001 (Cth) which took effect on 1 August 2011, there will be some changes to the way in which proxy votes are processed:

Directed Proxy Votes

If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions, the new legislation provides that the Chairman of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes – All Resolutions other than Resolution 2 (acceptance of the Remuneration Report)

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Proxies which are not directed how to vote on an item of business, may vote, or abstain from voting, as that proxy thinks fit. Should any resolution be proposed at the meeting, a proxy may vote on that resolution as they think fit.

Proxies in respect of Resolution 2 (acceptance of the Remuneration Report)

The Company will disregard any vote cast on Resolution 2 by, or on behalf of:

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person (Voter) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the Voter is the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; or
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders who are entitled to vote

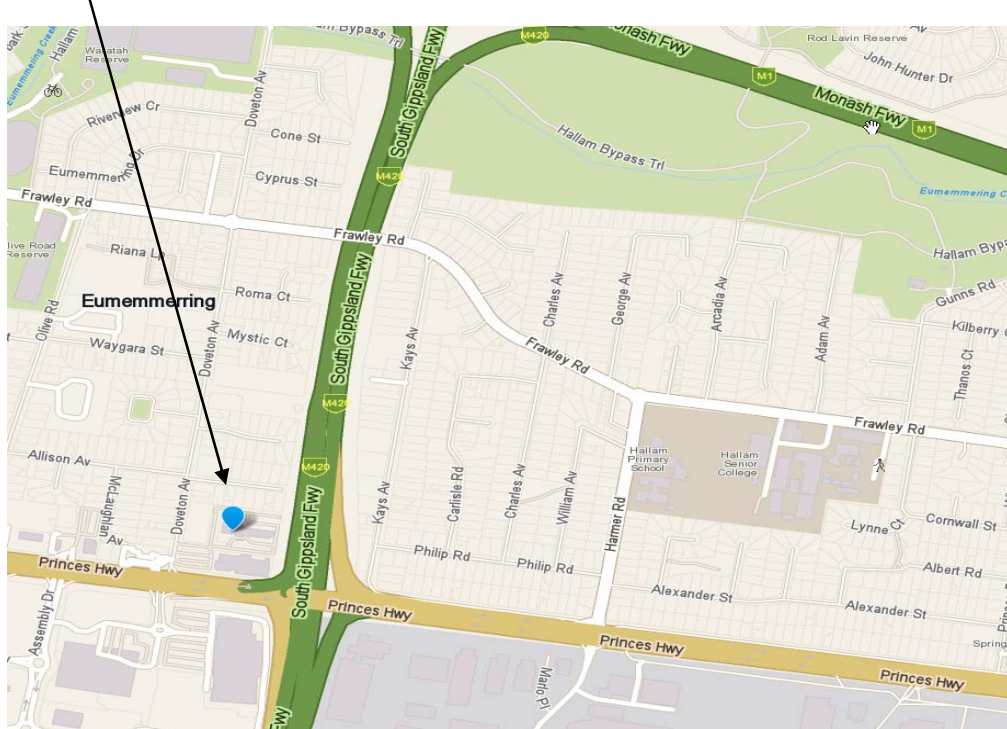
In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Farm Pride Foods Ltd shares for the purposes of the meeting will be those registered holders as at 7.00pm (AEDT) on Tuesday 19 November 2019.

Directions to the Annual General Meeting

Atura Hotel Dandenong, Monash Room, 5-17 Doveton Avenue, Doveton, Victoria on Thursday 21 November 2019 at 9.30am (AEDT).

If you have any questions about the location of the Annual General Meeting please call: Farm Pride Foods Ltd on + 61 (03) 9798 7077 (during business hours).

Map:



Parking

Onsite car parking is available

Palmgate Holdings Pty Ltd

ACN 089 150 961
10 Roscrea Close
Waterford WA 6152

8th October 2019

Bruce De Lacy
Company Secretary
Farm Pride Foods Ltd
ABN 42 080 590 030

Dear Bruce

Nomination of Auditor

In accordance with section 328B of the Corporations Act 2001, We, Malcolm Ward and Elisabeth Ward being directors of Palmgate Holdings Pty Ltd, a member of Farm Pride Foods Ltd ABN 42 080 590 030 (**Company**) hereby nominate Pitcher Partners for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by ss328B(3) and (4) of the Corporations Act 2001.

Yours sincerely



Elisabeth Ward
Director



Malcolm Ward
Director



ABN 42 080 590 030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9.30am (AEDT)** Tuesday, 19 November 2019.

Proxy Form

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

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 182774

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Farm Pride Foods 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 Farm Pride Foods Limited to be held at Atura Hotel Dandenong, Monash Room, 5 - 17 Doveton Avenue, Doveton, Victoria on Thursday 21 November 2019 at 9.30am (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 Resolution 2 (except where I/we have indicated a different voting intention in step 2) even though Resolution 2 is 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 Resolution 2 by marking the appropriate box in step 2.

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.

Ordinary Business

		For	Against	Abstain
Resolution 1	Re-election of Mr. Bruce De Lacy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Appointment of Auditor	<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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically