

54 Tamar St, Launceston. PO Box 425, Launceston, TAS, 7250. (03) 6331 6983 admin@tasfoods.com.au

ABN 53 084 800 902 ACN 084 800 902

26 April 2024

Dear Shareholders

#### Notice of 2024 Annual General Meeting and Explanatory Memorandum

It is my pleasure to invite you to attend the **2024 Annual General Meeting** (Meeting) of TasFoods Limited (TasFoods).

The Meeting will be held **virtually** on **Thursday**, **30 May 2024** via the online platform at <a href="https://meetings.linkgroup.com/TFL24">https://meetings.linkgroup.com/TFL24</a>, **commencing at 11.00am (AEST)**. Registration will be available from 10.30am (AEST).

Details on how to participate 'virtually' are provided in the Virtual Meeting Online Guide accessible at the TasFoods Investor Website (Investor Site)

<u>www.tasfoods.com.au/document\_category/meetings/#investor\_nav.</u> Shareholders are encouraged to carefully read the Virtual Meeting Online Guide before the Meeting.

Shareholders are encouraged to lodge their completed Voting Forms in accordance with the instructions in this Notice of Meeting.

As permitted by the Corporations Act, the Company will not be dispatching physical copies of the Notice of Meeting (Notice) to shareholders unless the shareholders have made a valid election to the Company Secretary to receive documents in hard copy at a specified address. The Notice and accompanying explanatory memorandum (Meeting Materials) are available to shareholders electronically and can be viewed and downloaded at the Investor Site.

The Board recognise the importance of ensuring that all shareholders are provided with an opportunity to vote on resolutions and are given a voice proportionate to their ownership. Voting will be conducted by way of a poll for all resolutions, to reflect the wishes of shareholders who attend the Meeting as well as those voting by proxy. Further details of the polling procedure will be explained at the Meeting.

The Meeting is an opportunity for shareholders to share their views directly with the Board and Executive team, and to hear from Board members about this years' performance, as well as plans for the future.

Even if you plan to attend the Meeting, you are encouraged to submit a direct vote or nominate a proxy in advance of the Meeting so that your votes can be counted if for any reason you cannot attend on the day.

Shareholders may submit questions in advance of the Meeting for the Company or the auditor, on any shareholder matters that may be relevant to the Meeting, by email to <a href="mailto:co.sec@tasfoods.com.au">co.sec@tasfoods.com.au</a>

While time may not permit me to address all the questions submitted, I will try, during the course of the Meeting, to address the more frequently raised shareholder matters.

Yours sincerely,

John Murphy

Chairman

# **TasFoods Limited**

# **Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting (Meeting) of the shareholders of TasFoods Limited (ACN 084 800 902) (Company) will be held virtually via the online platform at 11.00am AEST on Thursday, 30 May 2024.

Shareholders wishing to vote, or their attorneys or, in the case of a shareholder or proxy which is a corporation, its corporate representative, must log in online to participate in the virtual Meeting by clicking on the following link: <a href="https://meetings.linkgroup.com/TFL24">https://meetings.linkgroup.com/TFL24</a>

In accordance with the Corporations Act and the Company's constitution, the Company will hold the meeting as a wholly virtual meeting and intends to conduct a poll on the resolutions set out in this Notice incorporating the proxies filed prior to the Meeting.

Shareholders are strongly encouraged to submit their proxies as early as possible and, in any event, prior to the cut-off for proxy voting set out in this Notice.

#### **IMPORTANT NOTES**

- 1. Registration will commence at 10.30am AEST.
- 2. Discussion will take place on all items of business set out below.
- 3. The Explanatory Memorandum provides further information relating to the items of business.
- 4. As explained in the 'voting exclusion statement' on page 6, certain shareholders are excluded from voting in relation to particular resolutions and TasFoods must disregard any votes cast by those shareholders. Please do not vote if your vote must be disregarded.

#### **AGENDA**

#### **Financial Reports**

To receive and consider the accounts of the Company, the Financial Report, the Directors' Report and the Auditor's Report prepared in accordance with the requirements of the Corporations Act 2001 (Cth) (Corporations Act) for the year ended 31 December 2023.

#### **ORDINARY BUSINESS**

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

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

"That the Remuneration Report for the Company and its controlled entities for the year ended 31 December 2023 be approved and adopted."

A voting exclusion statement applies to this Resolution as set out in this Notice of Meeting.

Please Note - The vote on this resolution is advisory only and does not bind the Directors or the Company. TasFoods values shareholder feedback and the Board and the Board Nomination and Remuneration Committee will take the outcome of the vote into account when considering future remuneration policies.

#### Resolution 2: Re-election of Director – Mr John Murphy

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

"That Mr John Murphy, who was last elected by shareholders on 30 May 2022, and retires in accordance with Clause 7.1(g)(3) of the Company's Constitution, and being eligible, be reelected as a Director of the Company."

Details of Mr Murphy are set out in the Explanatory Memorandum to this Notice of Meeting.

By order of the Board

Leanne Pritchard Company Secretary

26 April 2024

### **Direct Voting & Appointing Proxies**

If you are unable to join the virtual Meeting to vote, you are encouraged to direct vote or appoint a proxy by completing the AGM Voting Form attached to the Notice.

#### **Direct Voting**

You may submit a direct vote or nominate a proxy using the Annual General Meeting Voting Form or online at https://investorcentre.linkgroup.com

Direct voting enables you to exercise your voting rights without needing to attend the meeting or appoint a proxy. To be effective it must be completed by 11.00 am AEST on Tuesday, 28 May 2024.

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

If you cast a direct vote you may still attend the meeting, and your attendance will not cancel your direct vote unless you advise the share registry of this upon your entry.

#### How to Vote on the day

Participate virtually via the meeting platform <a href="https://meetings.linkgroup.com/TFL24">https://meetings.linkgroup.com/TFL24</a>

To vote or ask a question, shareholders (or their proxy, attorney or corporate representative) will need to provide their holder identifier (SRN or HIN) or proxy code. A telephone facility will also be available.

More detailed information on how to vote during the AGM is provided in the Virtual Meeting Online Guide accessible at the TasFoods Investor Website www.tasfoods.com.au/document\_category/meetings/#investor\_nav.

Shareholders are encouraged to carefully read this guide before the Meeting.

## **Voting by Proxy**

#### **Appointment of Proxies**

Each shareholder is entitled to appoint a proxy. The proxy does not need to be a shareholder. A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion of votes each proxy is entitled to exercise. If a shareholder appoints two proxies, each proxy may exercise half of the shareholder's votes if no proportion or number of votes is specified.

If a proxy holder votes, they must cast all directed proxies as directed. Any directed proxies which are not voted will automatically default to the Chair who must vote the proxies as directed.

To be effective, the Annual General Meeting Voting Form appointing proxies (and, if the appointment is signed by your attorney, the authority under which the appointment was signed or a certified copy of the authority) must be sent to the Company and received not later than 11:00am AEST on 28 May 2024 (unless the Directors determine to extend this deadline).

The completed proxy/voting Form may be submitted to the Company's Share Registry or the Company as follows:

Online at: https://investorcentre.linkgroup.com

By Mail to: TasFoods Limited

C- Link Market Services Limited

Locked Bag A14,

Sydney South, NSW 1235

Australia

By Hand to: Link Market Services Limited

Parramatta Square, Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150

By Facsimile: (02) 9287 0309 (within Australia)

+6129287 0309 (from outside Australia)

#### **Corporate Representatives**

Any corporate shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing the person with:

- A letter or certificate executed in accordance with Section 127(1) of the Corporations Act authorising that person as the corporate shareholder's representative at the meeting; or
- A copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

Please provide this information to the Share Registry prior to the meeting.

#### Eligibility to Vote

#### **Date of Determining Voting Entitlements**

The Directors have determined that for the purposes of the Corporations Act, the persons who

are registered shareholders at 7.00 p.m. AEST on Tuesday, 28 May 2024 will be entitled to attend and vote at the meeting. Accordingly, transfers of Shares registered after that time will be disregarded in determining such entitlements to attend and vote at the Meeting.

#### **Voting Exclusions**

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

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a member of the Company's key management personnel (including the Directors) whose remuneration details are disclosed in the Remuneration Report (Key Management Personnel) or their closely related parties regardless of the capacity in which the vote is cast; or
- as a proxy by a person who is a member of the Key Management Personnel or their closely related parties.

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 on this item, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting pursuant to an express authorisation to exercise the proxy even though this item is connected with the remuneration of the Company's Key Management Personnel, for a person who is entitled to vote on this item; or
- if it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - o the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **Questions for the Auditor**

Pursuant to section 250PA of the Corporations Act, in addition to raising questions at the Annual General Meeting itself, shareholders may submit to the auditor written questions pertaining to:

- the content of the auditor's report to be considered at the Annual General Meeting;
- the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

Shareholders must submit any such written questions for the auditor to the Company by no later than 6:00 pm AEST on 27 May 2024. The auditor will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be discussed at the meeting and made available to shareholders as soon as practicable after the meeting.

The questions to the auditor may be sent to the Company Secretary as follows:

By email: <u>Co.sec@tasfoods.com.au</u>

By Mail to: Company Secretary

TasFoods Limited PO Box 425,

Launceston, Tasmania, 7250

Australia

#### **Technical difficulties**

Technical difficulties may arise during the course of the AGM which may impact the virtual presentation of the meeting. The Chair of the AGM has discretion as to whether and how the AGM should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of the shareholders impacted and the extent to which participation in the business of the AGM is affected.

Tasfoods encourages shareholders to lodge a direct vote or directed proxy in advance of the AGM even if they plan on attending.

# **Explanatory Memorandum**

This Explanatory Memorandum has been prepared for the information of shareholders of TasFoods Limited (**the Company**) in connection with the business to be conducted at the Annual General Meeting of the shareholders to be held virtually at 11:00am (AEST) on Thursday 30 May 2024.

This Explanatory Memorandum and the attachments are important documents, which form part of the Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information to shareholders deciding whether or not to pass the Resolutions, and should be read carefully and in their entirety. If you have any questions regarding the matters set out in this Explanatory Memorandum or the Notice, please contact the Company or your financial or legal adviser.

#### **Accounts and Reports**

The first item of the Notice of Meeting deals with the presentation of the consolidated financial report of the Company for the year ended 31 December 2023 together with the Directors' declaration and report in relation to that financial period and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

Shareholders will be provided with reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the above reports.

Shareholders will also have the opportunity at the meeting to ask questions of the Company's external Auditor, PricewaterhouseCoopers, relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company can be submitted no later than 6:00 pm AEST on 27 May 2024 to Co.sec@tasfoods.com.au.

There is no requirement for shareholders to approve the financial report, Director's report or auditor's report.

#### Resolution 1: Adoption of the Remuneration Report

The Financial Report of the Company for the year ended 31 December 2023 contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors and specified executives of the

Company. This Remuneration Report can be found on pages 30-46 in the Company's 2023 Annual Report. It sets out a range of matters relating to the remuneration of Directors and Key Management Personnel of the Company. A copy of the Company's 2023 Annual Report can be found on its website at www.tasfoods.com.au

The Corporations Act provides that if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the KMP (including the Directors) whose remuneration details are disclosed in the Remuneration Report or their closely related parties are excluded from voting and may not cast a vote as proxy, unless the appointment expressly gives a direction on how to vote.

If using a proxy, shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

#### **Directors' Recommendation**

The Board unanimously recommend that shareholders vote FOR Resolution 1.

The Chair of the meeting intends to vote undirected proxies **FOR** Resolution 1.

#### Resolution 2: Re-election of Director – Mr John Murphy

Clause 7.1(g)(3) of the Company's Constitution provides that if the ASX Listing Rules requires the Company to hold an election of directors each year and there is no director required to retire under (1) or (2) above or standing for election at the annual general meeting, the director who has been longest in office since his or her last election, but, as between persons who were elected as directors on the same day, the director to retire must be determined by lot, unless they otherwise agree between themselves.

There is no director required to retire under Clause 7.1(g)(1), being a director who has held office past the third annual general meeting or 3 years since the director's last election, whichever is longer; or under Clause 71(g)(2), being a director appointed by the directors to fill a casual vacancy or as an addition to the existing directors since the last annual general meeting.

Mr Murphy was last appointed to the board as a Non-Executive Director on 30 May 2022.

Mr Murphy is Chair of the Board and a member of the Audit & Risk Committee and the Nomination and Remuneration Committee.

Murphy has over 35 years' experience in the Australian and International Beverage, Food, Fast Moving Consumer Goods and Packaging Industries.

Mr Murphy has held a range of leadership roles in large multinational organisations including Managing Director of Coca-Cola Amatil Australia; the CEO of Visy Industries paper, packaging

and recycling business; and the Managing Director of Carlton & United Breweries Australian beer business after an extensive career with the company.

Mr Murphy has served on the boards of both public and private companies and is currently a start-up founder of the Turner Stillhouse craft distillery in Tasmania.

Mr Murphy has previously served as Deputy Chairman of Bellamy's Organic, Non-Executive Chairman of PFD Foods Australia and Chairman of the Lantern Hotel Group. He has also had a long association with the Alannah & Madeline Foundation focused on keeping children safe today and into the future.

The Company has conducted appropriate checks into Mr Murphys's background and experience, and those checks did not reveal any information of concern.

The Board considers that Mr Murphy will, if elected, qualify as an independent director.

The Board supports the election of Mr Murphy because he is independent and has skills and expertise that are valuable for the Company particularly in relation to strong FMCG sector knowledge; as well as a strong strategy development and implementation. marketing and consumer insights, operations and supply chain, and growth through mergers and acquisitions skill set.

Mr Murphy offers himself for election.

#### **Directors' Recommendation**

The Board (other than Mr Murphy), unanimously recommend that shareholders vote **FOR** Resolution 2.

The Chair of the meeting intends to vote undirected proxies **FOR** Resolution 2.

ABN 53 084 800 902

#### **LODGE YOUR VOTE**

**ONLINE** https://investorcentre.linkgroup.com

BY MAIL

TasFoods 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** Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150

**ALL ENQUIRIES TO** 

Telephone: 1300 554 474 Overseas: +61 1300 554 474



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# VOTING FORM

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

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#### **VOTE DIRECTLY**

elect to lodge my/our vote(s) directly (mark box)



Please mark either A or B

in relation to the Annual General Meeting of the Company to be held at 11:00am (AEST) on Thursday, 30 May 2024, and at any adjournment or postponement of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

#### APPOINT A PROXY

the Chairman (mark box)

OR if you are NOT appointing of the Meeting as your proxy, please write the name and email 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 11:00am (AEST) on Thursday, 30 May 2024 (the Meeting) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at https:// meetings.linkgroup.com/TFL24

Important for Resolution 1: 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 Resolution 1, 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  $\boxtimes$ 

Resolutions

For Against Abstain\*

1 Adoption of Remuneration Report

Re-Election of Director -Mr John Murphy

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\* 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 VOTING 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.

#### **VOTING UNDER BOX A**

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

#### **VOTING UNDER BOX B – 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 Voting 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 Voting 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 Voting Form and the second Voting 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 virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au prior to admission in accordance with the Notice of Annual General 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 11:00am (AEST) on Tuesday, 28 May 2024, 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**

#### https://investorcentre.linkgroup.com

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).



#### **BY MAIL**

TasFoods 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\*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

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