

FARM PRIDE FOODS LIMITED

ABN 42 080 590 030

NOTICE OF ANNUAL GENERAL MEETING

Date of Meeting: Tuesday 21 October 2014

**Time of Meeting: 9.30 am Australian Eastern Standard
Time (AEDST)**

**Place of Meeting: Pitcher Partners
Level 1
80 Monash Drive
Dandenong South, 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 2014 Annual General Meeting of the Shareholders of Farm Pride Foods Ltd (the Company) will be held at Pitcher Partners, Level 1/80 Monash Drive, Dandenong South, Victoria on Tuesday 21 October 2014 at 9.30am (AEDST) for the purpose of transacting the items of business as set out below. Registration will open at 9.00 am (AEDST).

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 2014.

Shareholders will be asked to consider and, if thought fit, to pass the resolutions below, all of which will be proposed as ordinary resolutions.

2. Election of Directors

- 2.1 The following Director is to retire by rotation and being eligible, offers himself for re-election as a Director of the Company:

Peter Bell – Non-executive Director Appointed 30 May 2008; and

“That Peter Bell be re-elected as a Director of the Company” and

- 2.2 In accordance with clause 12.6.2 of the Company's Constitution:

Mr. Bruce De Lacy who was appointed to fill a casual vacancy offers himself for re-election; and.

“That Bruce De Lacy be elected as a Director of the Company”

3. Remuneration Report

“To adopt the Remuneration Report for the Company for the year ended 30 June 2014”.

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, 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.

Contingent Business

4. Holding a Spill Meeting

Conditions for Item 4: In accordance with s250U of the Corporations Act, Item 4 will only be considered at the AGM if at least 25% of the votes cast on Item 3 are against the adoption of the Remuneration Report. The Explanatory Notes further explain the circumstances in which Item 4 will be put to the meeting.

If the condition (described above) is satisfied: to consider and, if thought fit pass the following resolution as an ordinary resolution:

That as required under s250V and ss250R(4)-(10) of the Corporations Act:

- a) A meeting of the Company's members be held within 90 days of the date of the 2014 Annual General Meeting ("Spill Meeting");
- b) Each of Peter Bell*, Malcolm Ward and Bruce De Lacy* cease to hold office immediately before the end of the Spill Meeting; and
- c) Resolutions to appoint persons to office that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

*this assumes these directors are elected at the AGM.

By Order of the Board
Farm Pride Foods Limited

Registered Office
551 Chandler Road
Keysborough Victoria 3173

Bruce De Lacy
Company Secretary
11 September 2014

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 2014 Annual Report or about the management of Farm Pride Foods Ltd generally.

Item 2.1 (Resolution 1): Re-Election of Director

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

Peter was appointed a non-executive director on 30 May 2008.

Peter has been involved in the egg industry for over 50 years and comes from a third generation poultry farming family. He continues to be directly involved in the management and servicing of commercial egg farms.

He is also the Managing Director of AAA Egg Company Pty Ltd, a director of West Coast Eggs Pty Ltd, a director of Novo Foods Pty Ltd, a director of Days Eggs Pty Ltd, Pure Foods Eggs Pty Ltd and Hy-Line Australia Pty Ltd as well as being a Director of a number of other egg related businesses.

Item 2.2 (Resolution 2): Election of Director

Bruce De Lacy was appointed Executive Director and Interim Chief Executive Office by the Board following the resignation of Mr. Lendich.

Bruce has over 30 years experience in the egg industry and has previously been employed in a number of positions at Farm Pride Foods Ltd including General Manager and Chief Operating Officer.

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

Item 3 (Resolution 3): Remuneration Report

The Directors Remuneration Report is set out on pages 7 to 11 of the Company's Annual Report for the financial year ended 30 June 2014. 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.

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 4): Holding a Spill Meeting

The Corporations Act was amended in June 2011 to introduce the “two strikes” rule. The two strikes rule provides that if at least 25% of the votes cast on the adoption of the Remuneration Report at two consecutive AGM's are against adopting the Remuneration Report, members will have the opportunity to vote on a “spill” resolution (described below).

At last year's AGM, at least 25% of the votes cast on the resolution to adopt the Remuneration Report were against adopting the report. This constitutes the “first strike”.

If at least 25% of the votes cast on Item 3 are against adopting the Remuneration Report at the 2014 AGM this will constitute a “second strike” and Division 9 of Part 2G.2 of the Corporations Act is enlivened. Item 4 will be put to the meeting and voted on as required under section 250V of the Corporations Act (“Spill Resolution”).

If less than 25% of the votes cast on Item 3 are against adopting the Remuneration Report at the 2014 AGM, then there will be no second strike and Item 4 will not be put to the meeting.

If the conditions described above apply to require a Spill Resolution (Item 4) to be put to the meeting and Item 4 is not passed, and the vote in respect of Item 3 was carried as an ordinary resolution (notwithstanding that there may have been at least 25% of the votes cast on that resolution against adoption of Item 3) then Item 3 will have been passed.

If the Spill Resolution is passed, then in accordance with s250W of the Corporations Act a further meeting of members must be held within 90 days (“Spill Meeting”) and notice requirements are required to be met. Immediately before the end of the Spill Meeting each of Peter Bell, Malcolm Ward and Bruce De Lacy being the directors who approved the last directors' report, cease to hold office (“Relevant Director”).

Each Relevant Director is eligible to seek re-election as a director of the Company at the Spill Meeting.

If the Spill Resolution is passed, members should note that each of the Relevant Directors intends to stand for re-election at the Spill Meeting. Members are also referred to s250X of the Corporations Act that provides that the company must have 3 directors after the Spill Meeting.

There are no restrictions on voting at a Spill Meeting and Directors and other members of Farm Pride Foods Ltd's key management personnel or their closely related parties are entitled to vote at a Spill Meeting.

The Spill Resolution has the potential to remove the entire current Board from office.

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 (AEDST) on Sunday 19 October 2014.
- d. by post at GPO Box 242, Melbourne, Victoria 3001; or
- e. by personal delivery to Computershare, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067; or
- f. by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- g. 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 9.30am (AEDST) on Sunday 19 October 2014 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 3 (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 3 (acceptance of the Remuneration Report)

If you wish to appoint a Director (including the Chairman) or other member of Farm Pride Foods Ltd.'s key management personnel (KMP) or their closely related parties as your proxy, you must specify how your proxy should vote on Resolution 3 (acceptance of the Remuneration Report) by marking a "For", "Against" or "Abstain" box on the proxy form. If you have appointed a Director or KMP as your proxy but do not specify your voting instructions your proxy will not be able to exercise a vote on your behalf in respect of Resolution 3 and you will be deemed to "Abstain" in respect of this vote as the proxy is not entitled to cast any undirected proxy votes in respect of this resolution.

Shareholders who are entitled to vote

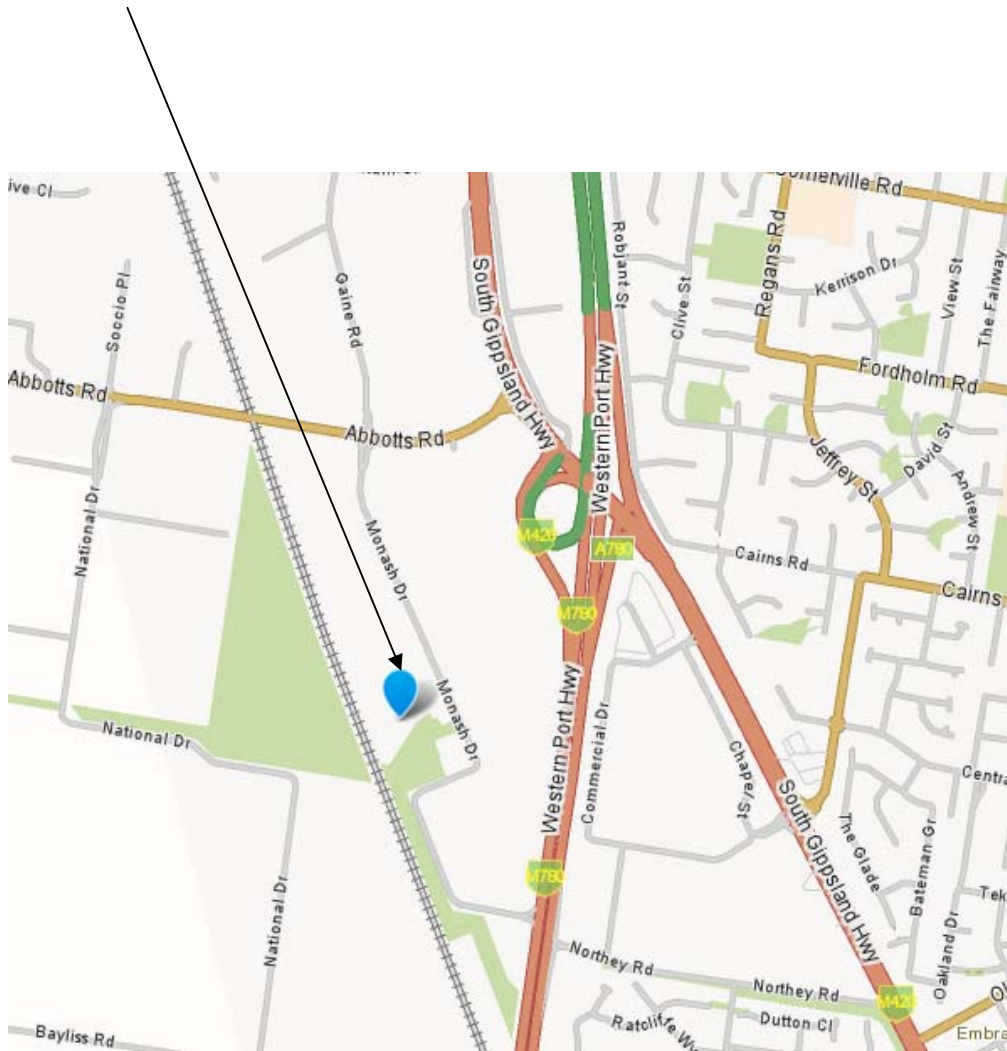
In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Farm Pride Foods Ltd shares for the purposes of the meeting will be those registered holders as at 9.30am (AEDST) on Sunday 19 October 2014.

Directions to the Annual General Meeting

Pitcher Partners, Level 1/ 80 Monash Drive, Dandenong South, Victoria on Tuesday 21st day of October 2014 at 9.30am (AEDST). Parking is available on site.

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:





Farm Pride Foods Limited
ABN 42 080 590 030

000001 000 FRM
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 9.30 am (AEDST) Sunday, 19 October 2014

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

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

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

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

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.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Farm Pride Foods Limited hereby appoint

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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 Pitcher Partners, Level 1, 80 Monash Drive, Dandenong South, Victoria on Tuesday, 21 October 2014 at 9.30 am (AEDST) 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 Items 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 4 where the Chairman of the Meeting intends to vote against.

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 Items 3 and 4 by marking the appropriate box in step 2 below.

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.

		For	Against	Abstain
Resolution 1	Re-election of Peter Bell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Bruce De Lacy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Holding a Spill Meeting	<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 with the exception of Item 4 where the Chairman of the Meeting intends to vote against. 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.

SIGN

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

FRM

1 8 7 1 8 3 A

Computershare +



Farm Pride Foods Limited
ABN 42 080 590 030

└ 000002 000 FRMRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Farm Pride Foods Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Farm Pride Foods Limited