

# F.F.I. HOLDINGS LIMITED

ABN 32 009 155 328

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## NOTICE OF 2015 ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of F.F.I. Holdings Ltd will be held at 23 Knock Place, Jandakot, Western Australia on Thursday the 12<sup>th</sup> November 2015 at 9.30 am.

### AGENDA

#### 1. Financial Statements

To receive and consider the Financial Report of the Company and of the consolidated group for the year ended 30th June 2015 together with the Directors' Report and Auditors' Report.

#### 2. Resolution 1 - Remuneration Report (Non-binding)

To consider and if thought fit, to pass the following non-binding, ordinary resolution:

*"That the Remuneration Report for the year ended 30th June 2015 (set out in the Directors' Report) is adopted."*

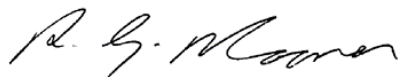
#### 3. Resolution 2 - Re-election of Director

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

*"That Mr. Geoffrey W Nicholson, a Director retiring in accordance with the Constitution but, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

#### 4. Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.



By Order of the Board  
R.G. Moonen  
Secretary  
29<sup>th</sup> September 2015

## PROXIES

### Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the Company, but should be a natural person over the age of 18 years.
2. A Proxy form is attached to this notice. Proxy voting instructions are provided on the Proxy form.
3. A shareholder entitled to attend and vote at the annual general meeting may appoint an attorney to vote at the meeting. Attorneys should bring an original or certified copy of the Power of Attorney to the meeting.
4. A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the Corporations Act 2001, in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the meeting.
5. If the Chairman of the meeting is appointed, or is taken to be appointed, as a proxy but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes **IN FAVOUR** of all the proposed resolutions. **Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on any of the proposed resolutions, you must mark "For", "Against" or "Abstain" on the proxy form for the relevant item of business.**
6. Proxy forms must be lodged at Security Transfer Registrars Pty Ltd not less than 48 hours before the meeting (i.e. by 9:30am (WST) on Tuesday, 10<sup>th</sup> November 2015) by:
  - Online: [www.securitytransfer.com.au](http://www.securitytransfer.com.au)
  - Email: [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)
  - Mail to: PO Box 535, Applecross WA 6953,
  - Facsimile: +61 8 9315 2233
  - Deliver in person to: Alexandra House, Suite 1, 770 Canning Highway, Applecross WA 6153.
7. In accordance with section 1074E(2)(g)(i) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations, the holders of the Company's shares for the purpose of the meeting, will be those registered as holders of the Company's shares at 7.00 pm on Wednesday, 11<sup>th</sup> November 2015.

## **EXPLANATORY MEMORANDUM**

### **1. Financial Statements**

As required by the Corporations Act 2001, the Financial Statements of the Company and its controlled entities for the year ended 30 June 2015 (including the Directors' Report, Directors' Declaration and Independent Auditor's Report) will be laid before the meeting. There is no requirement for a formal resolution on this item.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or comment on the Financial Statements and the management of the Company. The auditor of the Company will also be available to answer any questions in accordance with the Corporations Act 2001.

### **2. Resolution 1 - Remuneration Report (Non-binding)**

The Annual Report for the year ended 30 June 2015 contains a Remuneration Report (refer to pages 7 to 9) which sets out the policy for the remuneration of Directors and specified executives.

Section 250R (2) of the Corporations Act 2001 requires that a resolution that the Remuneration Report be adopted be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the directors or the Company.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or comment on the Remuneration Report in accordance with the Corporations Act 2001. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report in reviewing the remuneration policies of the Company.

**The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.**

#### ***Voting Restrictions***

As required by the Corporations Act 2001 (Corporations Act), no member of the Company's Key Management Personnel (as disclosed in the Remuneration Report), or a closely related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Item 2 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 2; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

The prohibition in the Corporations Act on members of the Company's Key Management Personnel voting does not apply to the Chairman of the Meeting as proxy for a member entitled to vote where the proxy appointed expressly authorises the Chairman to vote in that capacity on Item 2.

#### ***Undirected Proxies***

If a member entitled to vote appoints the Chairman as their proxy and the member does not direct the Chairman how to vote on Item 2, the member authorises the Chairman in respect of that item to exercise the proxy notwithstanding that item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. Further details are contained on the proxy form distributed with the Notice of Meeting of AGM.

## **EXPLANATORY MEMORANDUM (Continued)**

### **2. Resolution 1 - Remuneration Report (Non-binding) (*continued*)**

Where the Chairman is appointed as proxy for a member entitled to vote, the Chairman will vote all undirected proxies IN FAVOUR of all proposed resolutions, including Item 2. **Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on any of the items, you must mark “For”, “Against” or “Abstain” on the Proxy form for the relevant item of business.**

### **3. Resolution 2 - Re-election of Director**

Mr. Nicholson has over 38 years experience in the food processing industry and has been a Director of the Company since it commenced trading on 2<sup>nd</sup> September 1986.

In accordance with Clause 11.3 of the Constitution, Mr. Nicholson retires at the 2015 Annual General Meeting but, being eligible, offers himself for re-election.

**The Directors (with Mr. Nicholson abstaining because of his interest) recommend that shareholders vote in favour of the resolution to re-elect Geoffrey W. Nicholson as a Director of the Company.**