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**ABUNDANT PRODUCE LIMITED**

**ABN 46 606 255 887**

**NOTICE OF 2016 ANNUAL GENERAL MEETING**

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**TIME:** 10.00am (AEST)

**DATE:** Tuesday, 29 November 2016

**PLACE:** c/- Hall Chadwick Level 40, 2 Park Street, Sydney NSW 2000

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 9571 8300*

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**II. IMPORTANT INFORMATION**

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**A. TIME AND PLACE OF MEETING AND HOW TO VOTE**

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The Annual General Meeting of the Shareholders of Abundant Produce Limited to which this Notice of Meeting relates will be held at 10.00am (AEST) on Tuesday, 29 November 2016, at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney, New South Wales.

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**B. YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting affects your shareholding and your vote is important.

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**C. VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the time and place set out above.

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**D. VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the annual general meeting are those who are registered Shareholders as at 10.00am (AEST) on Friday 25 November 2016.

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**E. VOTING BY PROXY**

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You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form by:

- (a) post to Abundant Produce Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009;
- (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
- (c) email to the Company at [s.birkin@abundantproduce.com](mailto:s.birkin@abundantproduce.com),

so that it is received not later than 10.00am (AEST) on Friday, 25 November 2016.

**Proxy forms received later than this time will be invalid.**

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

### **Chair's intention**

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

### **Privacy**

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Security Transfer Registrars on behalf of the Company. Security Transfer Registrars privacy policy is available at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

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### III. NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Abundant Produce Limited will be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at 10.00am (AEST) on Tuesday, 29 November 2016.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

#### A. AGENDA

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##### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the year ended 30 June 2016."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

*A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:*

- (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 described above may vote on this Resolution if:*

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and*
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.*

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**2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR VINCE LOGAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Vince Logan, a Director having been appointed to fill a casual vacancy until the next general meeting retires, and being eligible, is re-elected as a Director.”*

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**3. RESOLUTION 3 – ELECTION OF DIRECTOR – MR TONY CRIMMINS**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Tony Crimmins, a Director having been appointed to fill a casual vacancy until the next general meeting retires, and being eligible, is re-elected as a Director.”*

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**4. RESOLUTION 4 – ELECTION OF DIRECTOR – MR GRAHAM BROWN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Graham Brown, a Director having been appointed to fill a casual vacancy until the next general meeting retires, and being eligible, is re-elected as a Director.”*

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**5. RESOLUTION 5 – ELECTION OF DIRECTOR – MR ADAM HAJEK**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Adam Hajek, a Director having been appointed to fill a casual vacancy until the next general meeting retires, and being eligible, is re-elected as a Director.”*

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**6. RESOLUTION 6 – ELECTION OF DIRECTOR – MR STUART RICHARDSON**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Stuart Richardson, a Director having been appointed to fill a casual vacancy until the next general meeting retires, and being eligible, is re-elected as a Director.”*

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**7. RESOLUTION 7 – APPOINTMENT OF AUDITORS – HALL CHADWICK**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, Hall Chadwick be appointed the Company’s first auditor of the Company effective from 26 April 2016.”*

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**8. RESOLUTION 8 – APPROVAL OF MAXIMUM OF PAYMENTS TO DIRECTORS**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That in accordance with ASX Listing Rule 10.17 of and Rule 40.5 of the Company’s Constitution, the total aggregate annual remuneration payable to non-executive Directors of the Company be a maximum of \$300,000 per annum.”*

The Company will disregard any votes cast on this Resolution by

- Director; and
- any associate of a Director.

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, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

**BY ORDER OF THE BOARD**

**GRAEME HOGAN  
COMPANY SECRETARY**

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#### **IV. EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney at 10.00am (AEST) on Tuesday, 29 November 2016.

This purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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##### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

There is no requirement under the Corporations Act or the Constitution for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders as a whole to ask questions or make comments on the management of the Company. Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at [www.abundantproduce.com](http://www.abundantproduce.com).

The Chairman will also allow a reasonable opportunity for Shareholders as a whole to ask the Company's auditor questions relevant to:

- The preparation and content of the Auditor's Report;
- The conduct of the audit;
- 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 asking questions at the Meeting, Shareholders entitled to cast a vote at the Meeting may submit a written question to the Company's auditor if the question is relevant to:

- The content of the Auditor's Report to be considered at the Meeting; or
- The conduct of the audit of the financial Report to be considered at the Meeting.

Written questions must be submitted no later than 25 November 2016 to:

Mr Vince Logan  
Chairman

Abundant Produce Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009

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## 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

### 2.1 General

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Pursuant to Section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Corporations act provides that if the resolution receives a "no" vote of 25% or more of votes cast at the Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take the outcome of the resolution into account when reviewing the remuneration practices and policies of the Company.

### 2.2 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of that member as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report or Closely Related Party of that member on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

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## 3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR VINCE LOGAN

Clause 6.1(e) of the Company's Constitution requires that Directors appointed to fill a casual vacancy must retire at the next annual general meeting following their appointment.

A Director who retires in accordance with clause 6.1(e) of the Constitution is eligible for election.

Mr Vince Logan was appointed upon the listing of the Company on the ASX on 26 April 2016 retires at this Annual General Meeting and seeks election.

The Directors (other than Mr Logan) recommend Shareholders vote in favour of electing Mr Logan.



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**4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR TONY CRIMMINS**

Clause 6.1(e) of the Company's Constitution requires that Directors appointed to fill a casual vacancy must retire at the next annual general meeting following their appointment.

A Director who retires in accordance with clause 6.1(e) of the Constitution is eligible for election.

Mr Tony Crimmins was appointed upon the listing of the Company on the ASX on 26 April 2016 retires at this Annual General Meeting and seeks election.

The Directors (other than Mr Crimmins) recommend Shareholders vote in favour of electing Mr Crimmins.

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**5. RESOLUTION 4 – ELECTION OF DIRECTOR – MR GRAHAM BROWN**

Clause 6.1(e) of the Company's Constitution requires that Directors appointed to fill a casual vacancy must retire at the next annual general meeting following their appointment.

A Director who retires in accordance with clause 6.1(e) of the Constitution is eligible for election.

Mr Graham Brown was appointed upon the listing of the Company on the ASX on 26 April 2016 retires at this Annual General Meeting and seeks election.

The Directors (other than Mr Brown) recommend Shareholders vote in favour of electing Mr Brown.

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**6. RESOLUTION 5 – ELECTION OF DIRECTOR – MR ADAM HAJEK**

Clause 6.1(e) of the Company's Constitution requires that Directors appointed to fill a casual vacancy must retire at the next annual general meeting following their appointment.

A Director who retires in accordance with clause 6.1(e) of the Constitution is eligible for election.

Mr Adam Hajek was appointed upon the listing of the Company on the ASX on 26 April 2016 retires at this Annual General Meeting and seeks election.

The Directors (other than Mr Hajek) recommend Shareholders vote in favour of electing Mr Hajek.

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**7. RESOLUTION 6 – ELECTION OF DIRECTOR – MR STUART RICHARDSON**

Clause 6.1(e) of the Company's Constitution requires that Directors appointed to fill a casual vacancy must retire at the next annual general meeting following their appointment.

A Director who retires in accordance with clause 6.1(e) of the Constitution is eligible for election.

Mr Stuart Richardson was appointed a director of the Company on the 1<sup>st</sup> July 2016 retires at this Annual General Meeting and seeks election.

The Directors (other than Mr Richardson) recommend Shareholders vote in favour of re-electing Mr Richardson.

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**8. RESOLUTION 8 – MAXIMUM AGGREGATE OF PAYMENTS TO NON-EXECUTIVE DIRECTORS**

Clause 6.3(a) of the Constitution of the Company requires the sum of the remuneration of non-executive directors may not exceed in total in any year the amount fixed by the Company in general meeting. The Constitution currently does not state any amount in aggregate to be paid to non-executive directors in any year. In order for the total aggregate annual remuneration payable to Non-Executive Directors of the Company to be increased, Listing Rule 10.17 of the ASX Listing Rules and Clause 6.3(a) of the Company's Constitution must be complied with. The ASX Listing Rules and the Constitution provide that the Company must not increase the amount of remuneration payable to Non-Executive Directors of the Company and its child entities unless Shareholders approve such an increase.

Additionally, Listing Rule 10.17.2 of the ASX Listing Rules provides that if Non-Executive Directors are paid, they must be paid a fixed sum. All Non-Executive Directors will be paid a fixed sum as determined at the sole discretion of the Board. Currently there is no maximum annual aggregate remuneration of Non-Executive Directors of the Company are entitled to receive. The increase is therefore \$300,000. The Directors of the Company are entitled to apportion and distribute the aggregate Non-Executive Directors remuneration as they determine providing they do not exceed the aggregate amount approved by Shareholders in any year. The Non-Executive Directors of the Company receive the following fees:

- Chairman \$48,000
- Directors \$36,000 each

such amounts being inclusive of any required superannuation payments.

In addition, there may be occasions when the Non-Executive Directors are required to perform services that fall outside the scope of their ordinary duties as a Non-Executive Director. In the event that the Non-Executive Directors are required to perform additional duties they are entitled, under the Company's Constitution, to be paid for the performance of these additional duties. However, payments for the performance of additional services must also fall within the aggregate amount of remuneration for Non-Executive Directors that has been approved by Shareholders. There is no current aggregate remuneration that may be applied to pay the Non-Executive Directors of the Company. Shareholder approval is sought to increase the total aggregate annual remuneration payable to Non-Executive Directors of the Company and its child entities to a maximum aggregate amongst all Non-Executive Directors of \$300,000 (to be divided between Non-Executive Directors of the Company as the board determines).

No securities have been issued to the Non- Executive Directors in payment for services.

The Board considers that this total aggregate annual remuneration payable to Non-Executive Directors is necessary to provide an ability to remunerate the current Non-Executive Directors and any additional Non-Executive Directors who might join the Board. Further details on the remuneration paid to Non-Executive Directors are set forth in the Remuneration Report contained in the Directors'

Report section of the Annual Report. The Company believes that all relevant information concerning Resolution 8 required in respect of ASX Listing Rule 10.17 is included in the text, and accompanying notes, of this resolution in the Notice of Meeting.

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## **9. ENQUIRIES**

Shareholders are required to contact the Company Secretary on +61 2 9571 8300 if they have any queries in respect of the matters set out in these documents.

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## PROXY FORM

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**APPOINTMENT OF PROXY  
ABUNDANT PRODUCE LIMITED  
ABN 46 606 255 887**

### 2016 ANNUAL GENERAL MEETING

I/We

being a member of Abundant Produce Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (AEST), on Tuesday, 29 November 2016 at the offices of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW, 2000 and at any adjournment thereof.

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If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy please place a mark in this box.

The Chair of the Annual General Meeting intends to vote undirected proxies in favour of Resolutions 2, 3, 4, 5, 6, 7 and 8, and will not cast undirected proxies in favour of Resolution 1 – Remuneration Report.

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#### Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Mr Vince Logan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Tony Crimmins	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Mr Graham Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Election of Director – Mr Adam Hajek	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Election of Director – Mr Stuart Richardson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Appointment of Auditors – Hall Chadwick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of Maximum of Payment to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_ %

Signature of Member(s): \_\_\_\_\_ Date: \_\_\_\_\_

Individual or Member 1

Sole  
Secretary

Director/Company

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

**ABUNDANT PRODUCE LIMITED**  
**ABN 46 606 255 887**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholders appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. The Chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this enter "the Chairman" or the name of your proxy in the space allocated in this form. The Chairman will vote all undirected proxies in favour of resolutions.
2. **(Voting 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 as they choose. If you mark more than one box on an item your vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
  - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate Securityholder or proxy id=s to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

1. (a) post to Abundant Produce Limited, Level 6, Suite 8, 55 Miller Street, Pyrmont, NSW 2009;
2. (b) facsimile to the Company on facsimile number (+61 2) 9571 8200; or
3. (c) email to the Company at [s.birkin@abundantproduce.com](mailto:s.birkin@abundantproduce.com).

so that it is received not later than 10.00am (AEST) on Friday, 26 November 2016.

**Proxy forms received later than this time will be invalid.**