

11th October 2019

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Thirteenth Annual General Meeting of Heritage Brands Ltd is to be held at 30 Bando Road, Springvale, VIC 3171 on Thursday, 28th November 2019 at 10am AEDT.

1. ANNUAL REPORT

To receive and consider the annual financial report and the reports of the directors and of the auditor for the financial year ended 31 July 2019.

2. REMUNERATION REPORT

To adopt the remuneration report for the year ended 31 July 2019.

Note: Pursuant to section 250R(3) of the Corporations Act the vote on this resolution is advisory only and does not bind the directors or the company.

Voting exclusion: A voting exclusion applies to this item. Please see the voting exclusion statement in the Important Information below.

3. ELECTION OF DIRECTORS

- a) To re-elect by ordinary resolution as a director, Mr William McCartney, who ceases to hold office in accordance with the Company's Constitution Rule 20.2 and, being eligible, offers himself for re-election
- b) To re-elect by ordinary resolution as a director, Mr Stephen Mason, who ceases to hold office in accordance with the Company's Constitution Rule 20.2 and, being eligible, offers himself for re-election
- c) That, pursuant to clause 19.3 of the Company's constitution, Mr Brent Smith be elected as a director of the Company
- d) That, pursuant to clause 19.3 of the Company's constitution, Mr Elliott Kaplan be elected as a director of the Company

4. OTHER MATTERS

To transact any other business brought forward in accordance with the Company's constitution.

IMPORTANT INFORMATION

Entitlement to vote

Pursuant to Regulation 7.11.37 of the Corporations Regulations the Company has determined that for the purposes of the meeting, all Shares will be taken to be held by the persons who held them as registered shareholders at 7.00pm (AEDT) on Tuesday 26th November 2019. Accordingly, transactions registered

after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A member entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a member. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Details for completion and lodgement of proxies are on the reverse side of the Proxy form. A proxy must be received by the Company's share registry, Boardroom Pty Limited by 10am AEDT on Tuesday 26th November 2019. Proxies may be mailed to Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001, hand delivered to Boardroom Pty Ltd Level 12, 225 George Street Sydney NSW 2000 or sent by facsimile to +61 2 9290 9655.

Voting Exclusion Statements

Resolution 2 (Remuneration report): The Company will disregard any votes cast on the proposed resolution in item 2 above:

- by or on behalf of a member of the Company's key management personnel (including the directors) named in the remuneration report for the year ended 31 July 2019 or their 'closely related parties' as defined in the Corporations Act 2001 (which includes spouses, dependants and companies they control), regardless of the capacity in which the vote is cast; or
- as a proxy by a member of the Company's key management personnel at the date of the meeting or their closely related parties, unless the vote is cast as a proxy on behalf of a person entitled to vote on resolution 2:
- in accordance with a voting direction specified on the proxy form; or
- where there is no specified voting direction, by the chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though resolution 2 is connected with the remuneration of the key management personnel.

BY ORDER OF THE BOARD

Chris Mc Gibbon
Company Secretary

Dated: 28th October 2019

EXPLANATORY NOTES

Financial Statements and Reports

The Corporations Act requires that the financial report (which includes the financial statements and directors' declaration), the Directors' Report and the Auditor's Report be laid before the Annual General Meeting. There is no requirement however for members to approve the reports.

Remuneration Report

The Remuneration Report is set out on pages 8 - 12 of the 2019 Annual Report which is available on the website at www.heritagebrands.com.au. It sets out the policy for the remuneration of the directors and specified executives of the company.

The Corporations Act requires that the company put the remuneration report to a vote by Members at the Annual General Meeting. Prior to the vote the Chairman will give members the opportunity to ask questions about or make comments on the Remuneration Report.

The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the company.

The Board recommends that the shareholders vote in favour of the resolution to adopt the Remuneration Report

Election of Directors

As required by the Company's constitution, two directors, Mr William McCartney and Mr Stephen Mason, retire by rotation. Both offer themselves for re-election.

As previously announced, the Company's chairman, Mr David Fairfull, is to retire as a director and chairman at the conclusion of the meeting.

It is proposed that Mr Brent Smith and Mr Elliott Kaplan will become directors of the Company.

The Board also intends to appoint Mr Maxim Krok as the Company's new chairman.

The Board recommends the re-election of William McCartney and Stephen Mason. Neither of these directors participated in the Board's deliberations with respect to their recommendation for re-election or election.

The Board also unanimously supports the election of Mr Brent Smith and Mr Elliott Kaplan as directors of the Company.

The experience and qualifications of each of the candidates are briefly summarised below.

Heritage Brands Board Member Information

William McCartney

William McCartney – Non-Executive Director, Member of the remuneration committee

Former MD and CEO of the Bronson and Jacobs Group, Sunspirit Aromatherapy, Australian Plantations, Essential Oils Of Tasmania, Bridestowe Estate, KenKay Pharmaceuticals for over 35 years, former Non-Executive Director Leap Legal Software. Currently Group Director Business Development Bontoux SA

William has over 40 years' experience in the cosmetic fragrance, toiletry, food and flavour industries in Australia, South East Asia and China

Stephen Mason

Stephen Mason – Non-Executive Director, Chairman of the Audit, Risk and Corporate Governance Committee – LLB, BComm, DipCM, FCPA, FGIA, FCSA, JP

Former CEO of Creative Brands Pty Ltd and Finance Director of ASX-listed Lemarne Corporation Ltd for over 10 years and Company Secretary for 20 years. Currently CEO of the Australian Patients Association.

Brent Smith

Brent Smith – Non Executive Director – B Bus, F.Fin

Brent is a senior corporate finance executive with over 18 years' experience advising both local and international companies on numerous mergers and acquisitions, capital raisings, restructurings and strategic reviews across a wide variety of sectors.

Elliott Kaplan

Elliott Kaplan – Non Executive Director – B Acc , CA

A Chartered Accountant with extensive Board experience in both private and public listed companies. His experience, from both an investor and investee perspective, spans a diverse range of industries including manufacturing, environmental, distribution and services. Mr Kaplan is the former CEO and MD of CVC Private Equity Limited and has served as a non-executive Director and Chairman of a number of unlisted companies and ASX listed companies including Pro-Pac Group Limited, Cellnet Limited and Grays Ecommerce Group Limited.