



Angel Seafood Holdings Ltd
ACN 615 035 366

**Notice of
Annual General Meeting**

Date: 28 May 2021

Time: 12.00 pm AEST

Venue: To be held virtually via webcast at
https://us02web.zoom.us/webinar/register/WN_e7fGvSRjTAeoBwDG97jclq
with access to live voting on the Lumi platform at
www.web.lumiagm.com and entering Meeting ID 309-827-786



27 April 2021

Dear Shareholder

2021 Annual General Meeting

On behalf of the Board, I am pleased to invite you to attend the 2021 Annual General Meeting (AGM) of Angel Seafood Holdings Limited to be held at 12.00 pm (AEST) on Friday 28 May 2021.

Due to uncertainties related to the COVID-19 pandemic and in order to minimise the risk to shareholders and to the Company and its ongoing operations while taking into account the current regulatory context, the AGM will be held entirely online as a virtual meeting. Shareholders, proxyholders, corporate representatives and holders of powers of attorney wishing to attend the Meeting via webcast must register to attend at:

https://us02web.zoom.us/webinar/register/WN_e7fGvSRjTAeoBwDG97jclq.

The Directors strongly encourage all shareholders to lodge proxy forms prior to the Meeting. A poll will be conducted for each of the resolutions.

Live Online Voting

Shareholders and proxyholders will be able to vote at the Meeting online by:

- visiting www.web.lumiagm.com on a smartphone, tablet or computer (using the latest version of Chrome, Safari, Internet Explorer 11, Edge or Firefox); and
- entering the unique Meeting ID 309-827-786.

Online voting registration will commence 30 minutes prior to the start of the Meeting. For full details on how to log on and vote online, please refer to the user guide which can be accessed at:

www.computershare.com.au/onlinevotingguide.

Questions

You are encouraged to direct questions to the Chairman via the Company Secretary by email at companysecretary@angelseafood.com.au so that they are received not later than two days prior to the meeting. Please use the email subject "AGM Chairman Question". Questions may also be asked during the meeting through the webcast.

The Notice of AGM, including Explanatory Memorandum and Notes, is attached. Also attached is a Proxy Form.

Your vote as a shareholder is important. If you are unable to attend the Meeting to vote in person, I encourage you to appoint a proxy to act on your behalf, by following the instructions on the Proxy Form and on page 6 of the Notice of Meeting. To be valid, your Proxy Form must be received by 12.00 pm AEST on 26 May 2021.

Shareholders who have not elected to receive a printed copy of the Annual Report for the interim financial year ended 31 December 2020 may obtain a copy from the Company's website at www.angelseafood.com.au/investors.

We look forward to seeing you at this year's virtual AGM.

Yours faithfully

ANGEL SEAFOOD HOLDINGS LTD

A handwritten signature in blue ink, appearing to read "Tim Goldsmith".

Tim Goldsmith
Chairman

Notice of Annual General Meeting

Notice is hereby given that the 2021 Annual General Meeting of shareholders of Angel Seafood Holdings Ltd (Company) will be held on Friday 28 May 2021 at 12.00 pm AEST via webcast at https://us02web.zoom.us/webinar/register/WN_e7fGvSRjTAeoBwDG97jclq and the Lumi voting platform at www.web.lumiagm.com using Meeting ID 309-827-786.

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report for the Company and the reports of the Directors and the Auditor for the interim financial year ended 31 December 2020.

Voting Exclusion Statement

Voting exclusions apply for Items 3 and 4. Details are provided in the Explanatory Memorandum.

2. Re-Election of Director

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

"That Mr Tim Goldsmith be re-elected as a Director."

3. Remuneration Report

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

"That the Remuneration Report for the interim financial year ended 31 December 2020 be adopted."

The following Explanatory Memorandum and Notes form part of this Notice of Meeting.

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

4. Ratification of prior issue of shares

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

"That the issue of 19,641,323 ordinary fully paid shares under Listing Rule 7.1 at \$0.17 per share is ratified under and for the purposes of Listing Rule 7.4 and for all other purposes, on the terms and conditions in the Explanatory Memorandum".

By order of the Board

Christine Manuel
Company Secretary
Angel Seafood Holdings Ltd

27 April 2021

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the shareholders of Angel Seafood Holdings Ltd (Company) in connection with the business to be conducted at the Annual General Meeting (AGM) of shareholders to be held on 28 May 2021.

Item 1. Financial Statements and Reports

As required by the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report and the reports of the Directors and the Auditor for the interim financial year ended 31 December 2020 will be laid before the meeting.

No resolution is required for this item, but shareholders will be given a reasonable opportunity to ask questions and make comments about the reports and the business and management of the Company. Shareholders will also be given a reasonable opportunity to ask a representative of the Company's Auditor, William Buck, questions in relation to the conduct of the audit (including the independence of the Auditor) and the accounting policies adopted by the Company.

The Annual Report for the interim financial year ended 31 December 2020 is available on the Company's website at www.angelseafood.com.au/investors.

Item 2. Re-election of Director

Item 2 seeks approval for the re-election of Mr Tim Goldsmith. Rule 14.2 of the Company's Constitution requires that at every AGM of the Company, one third of the Directors must retire, and that for the purposes of calculation, any Executive Director or Director appointed since the last AGM is excluded.

Mr Goldsmith, who was last elected at the 2019 AGM, will retire and, being eligible, seeks re-election as a Director. Brief biographical details follow.



Mr Tim Goldsmith
BA (Hons)

Independent Non-Executive
Chairman appointed 21 Feb 2018.

Member, Audit & Risk Committee.

Tim was appointed Chairman effective from the date of initial ASX listing of the Company.

Tim is currently CEO of Rincon Mining Pty Limited, a lithium development company and is also Chairman of ASX listed Hazer Group since July 2017. Tim was appointed a Non-executive Director of Costa Group from 1 September 2018. He was Chairman of Kopore Metals Ltd from November 2017 to February 2018.

Until 30 June 2017, Tim was a partner at PricewaterhouseCoopers. He was a partner for more than 20 years and dealt with many companies throughout the world. He was particularly focused on China and worked extensively in the mining sector.

Recommendation

The Board (with Mr Goldsmith abstaining) recommends that shareholders vote **IN FAVOUR** of the re-election of Mr Goldsmith.

Item 3. Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act. The Remuneration Report is set out on pages 17-27 of the Annual Report, which is available on the Company's website at www.angelseafood.com.au/investors.

The Remuneration Report details the Company's remuneration framework and the remuneration outcomes in the interim financial year ended 31 December 2020 for Directors and senior executives.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the AGM.

The shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, in accordance with section 250R of the Corporations Act. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Voting Exclusion Statement

In accordance with the Corporations Act, the Company will disregard any votes cast on resolution 3:

- By or on behalf of a member of the Company's key management personnel (KMP) named in the Remuneration report or their closely related parties (such as close family members and any controlled companies), regardless of the capacity in which the vote is cast; or
- As a proxy by a person who is a member of the KMP at the date of the Annual General Meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person entitled to vote on item 3:

- In accordance with a direction as how to vote on the Proxy Form; or
- By the Chairman of the meeting where the appointment of the Chairman as proxy does not specify the way in which the Chairman is to vote on the Resolution; and pursuant to an express authorisation to exercise the proxy even though item 3 is connected with the remuneration of the Company's KMP.

Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of adopting the Remuneration Report.

4. Ratification of Prior Issue of Shares

On 22 December 2020, the Company issued 23,529,412 fully paid ordinary shares as a private placement raising \$4 million before costs, in accordance with the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A (Placement). This resolution seeks the approval of shareholders to ratify the issue of 19,641,323 shares that were issued in the Placement under ASX Listing Rule 7.1 and for the purposes of ASX Listing Rule 7.4.

ASX Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The Placement does not fit within any of the exceptions to ASX Listing Rule 7.1 and, as it has not yet been approved by the Company's shareholders, it effectively uses up part of the 15% limit in ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12-month period following the Share issue date.

ASX Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under that rule.

To this end, resolution 4 seeks shareholder approval of the Placement under and for the purposes of ASX Listing Rule 7.4.

If resolution 4 is passed, the issue will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Placement date.

If resolution 4 is not passed, the Share Issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Placement date.

Required information

Pursuant to and in accordance with ASX Listing Rules 7.4 and 7.5, the following information is provided in relation to the ratification of the issue of the Share Issue.

The Placement was issued to Placement Participants, being institutional, sophisticated and professional investors to whom a prospectus does not need to be provided under the Corporations Act, and none of whom is a related party of the Company. The Placement Participants included UBS Nominees Pty Ltd / TIGA Trading Pty Ltd, a substantial shareholder of the Company. Morgans Corporate Limited (Morgans) acted

as Lead Manager for the Placement. The Lead Manager identified investors through a bookbuild process, which involved Morgans seeking expressions of interest to participate in the capital raising from non-related parties of the Company.

On 22 December 2020, 19,641,323 fully paid ordinary shares were issued in the Placement in accordance with the Company's placement capacity under ASX Listing Rule 7.1, at an issue price of \$0.17 per share. These shares rank equally in all respects with the Company's existing shares on issue.

The proceeds from the issue of shares in the Placement are intended to be used to accelerate the Company's next phase of growth, and in particular the Company's 3-pillar strategy (announced on 18 November 2020) to double production capacity and improve profitability.

This includes:

- acquisition of additional premium water leases to increase scale;
- investment in the adoption of innovative farming to increase productivity;
- continuation of investment in biological assets (spat) for future sales growth;
- building the Angel brand to differentiate product and improve oyster pricing; and
- optimising the funding structure and strengthening financial position.

Voting Exclusions

The Company will disregard any votes cast in favour of resolution 4 by or on behalf of Morgans and any shareholder who was issued shares in the Placement, or their respective associates, save where it is cast by:

- A person as proxy or attorney for another person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way;
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - The beneficiary provides written confirmation to the holder that they are not excluded from voting, and are not an associate of a person excluded from voting, on the resolution; and
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of ratifying the Placement.

NOTES RELATING TO VOTING

1. ENTITLEMENT TIME

Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to attend and vote at the Annual General Meeting (AGM) will be taken to be the entitlement of that person shown in the Register of Members at 6:30 pm AEST on 26 May 2021.

2. VOTING EXCLUSIONS

Please refer to the Explanatory Memorandum for voting exclusion statements for items 3 and 4.

3. VOTING ENTITLEMENT ON A POLL

On a poll, every shareholder has one vote for every fully paid ordinary share held.

4. APPOINTING A PROXY

All shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a shareholder of the Company and can be an individual or a body corporate.

The following information is relevant if you wish to appoint a proxy to vote on your behalf on resolutions at the AGM.

The Chairman of the AGM acting as proxy

You may appoint the Chairman of the AGM as your proxy. In addition, the Chairman of the meeting is deemed to be appointed where a signed proxy form is returned which does not contain the name of the proxy or where the person appointed on the form is absent.

If a shareholder directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman, the Chairman intends to vote all available proxies in favour of all resolutions.

In relation to resolution 3, which is a remuneration-related resolution, if the Chairman of the meeting is appointed as your proxy and you have not directed your proxy how to vote on this resolution, please note that by completing and returning the proxy form accompanying this Notice of Meeting you will be expressly authorising the Chairman of the meeting to exercise your undirected proxy on these resolutions even though they are connected with the remuneration of the Company's key management personnel.

Directing your proxy how to vote

If you wish to indicate how your proxy should vote, please mark the appropriate boxes on the proxy form.

If you do not mark a voting instructions box in respect of a resolution, your proxy can vote as he or she decides, subject to any voting exclusions that apply to the proxy.

Appointing two proxies

A shareholder entitled to attend and vote is entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, you must specify the percentage of votes or number of securities for

each proxy otherwise each proxy may exercise half of the votes. To appoint a second proxy, you must follow the instructions on the proxy form. Where more than one proxy is appointed that specify different ways to vote on the resolution, and both attend the meeting, neither proxy is entitled to vote on a show of hands.

Completing the proxy form

A proxy form must be signed by the shareholder or his/her attorney or, in the case of a corporation, be executed in accordance with section 127 of the Corporations Act or signed by an authorised officer or attorney. If the proxy form is signed by an attorney or by the authorised officer of a corporation, the power of attorney or other authority (or a notarially certified copy) must accompany the form unless it has been provided to the Company previously. If the proxy form is sent electronically or by fax, any accompanying power of attorney or other authority must be certified.

Lodgement of proxy forms

Proxy forms must be received by the Company by 12.00 pm AEST on 26 May 2021. You may lodge your proxy form:

- Online at www.investorvote.com.au
- By fax to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
- By post to: GPO Box 242, Melbourne VIC 3001

For Intermediary Online subscribers only (Custodians) please visit www.intermediaryonline.com to submit your voting intentions.

5. APPOINTING AN ATTORNEY TO VOTE ON YOUR BEHALF

Where a shareholder appoints an attorney to act on his/her behalf at the meeting, such appointment must be made by a duly executed power of attorney. The power of attorney must be received by the Company (at Computershare) by post as set out in section 4 above, by the time referred to in section 4 above.

6. APPOINTING A CORPORATE REPRESENTATIVE

Where a shareholder or proxy is a corporation and appoints an individual as its representative to attend and vote at the meeting, appropriate evidence of the appointment, including any authority under which the appointment is signed, must be provided, unless it has been provided to the Company (at Computershare) previously.

7. TECHNICAL DIFFICULTIES

Technical difficulties may arise during the course of the AGM. The Chairman has discretion as to whether and how the meeting should proceed in the event that technical difficulties arise. In exercising his discretion, the Chairman will have regard to the number of members impacted and the extent to which participation in the business of the AGM is affected.

Where the Chairman considers it appropriate, the Chairman may continue to hold the AGM and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, members are encouraged to lodge a proxy by 12.00 pm (AEST) on 26 May 2021 even if they plan to attend online.

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEST) on Wednesday 26 May 2021**

Proxy Form

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 FOR POSTAL FORMS

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.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 185196

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



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

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Angel Seafood Holdings Ltd hereby appoint

☐ 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 Angel Seafood Holdings Ltd to be held via webcast as per details contained in the Notice of Meeting and the Lumi platform at web.lumiagm.com/309-827-786 on Friday 28 May 2021 at 12:00pm (AEST) 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 Item 3 (except where I/we have indicated a different voting intention in step 2) even though Item 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

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 Item 3 by marking the appropriate box in step 2.

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.

ORDINARY BUSINESS

	For	Against	Abstain
2. Re-election of Mr Tim Goldsmith as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of prior issue of shares	<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. 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:00pm (AEST)**
Wednesday 26 May 2021.

Angel Seafood Holdings Ltd Annual General Meeting

We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Angel Seafood Holdings Ltd will be a virtual meeting, which will be conducted online on Friday, 28 May 2021 at 12:00pm (AEST)

Attending the meeting online:

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

Webcast and Questions

To view the live webcast and ask questions online you will need to visit https://us02web.zoom.us/webinar/register/WN_e7fGvSRjTAeoBwDG97jclg

Voting

To vote online during the meeting you will need to visit web.lumiagm.com/309-827-786 on your smartphone, tablet or computer.

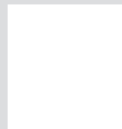
You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. For further instructions on how to participate online please view the online meeting user guide at <http://www.computershare.com.au/onlinevotingguide>

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 135196

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com



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