

**ASX Announcement**

11 June 2020

**PROPOSED CHANGE OF NAME TO MAGGIE BEER HOLDINGS LIMITED**

Longtable Group Ltd (ASX:LON) (the Company) is pleased to announce that a General Meeting of shareholders will be held on Thursday, 16 July 2020 at 9.30am.

After careful consideration, the Board of Longtable Group Ltd have decided to seek shareholder approval to change the Company's name to Maggie Beer Holdings Ltd to better reflect the principal brand of the Company.

During the COVID-19 lockdown Maggie Beer has been filming and airing on social media a series of cooking shows about what to cook at home using simple ingredients, resulting in over of 4.1 million views to date. The "Cooking with Maggie" series has helped increase brand awareness and the digital media footprint of the Maggie Beer Products business.

As a result of this activity, the on-line sales of Maggie Beer Products have had a substantial lift in monthly activity, albeit from a low base. We are also actively investigating the opportunities that arise from the Maggie Beer Food Club, now with over 55,000 members.

Separately, various Directors are seeking shareholder approval to take their Director fees by way of shares, based on a formula detailed in the attached Notice of Meeting.

Finally shareholder approval will be sought at this General Meeting to issue options under the Company's Employee Share Option Plan to the new Chairman of the Company, Mr Reg Weine. With a strong background in FMCG, the Board are unanimously of the view that Mr Weine's appointment has already added considerable value to the Company in terms of strategic direction and discipline.

The Board are also considering an appropriate long term incentive for the Company's CEO, Chantale Millard, which will have performance hurdles linked to improving the financial performance of the Company and aligned with the interests of shareholders.

Commenting on the proposed name change to Maggie Beer Holdings Ltd, non-executive director, Maggie Beer, said 'we have three unique and wonderful premium food businesses in our group and I am pleased that the Maggie Beer name can represent them all, as the group continues to grow and prosper.'

CEO, Chantale Millard commented "the Maggie Beer name is iconic and is recognised internationally for its use of quality Australian ingredient and embodies the premium nature and ethos of all three businesses in the group. The "Cooking with Maggie" series that was launched in April, now has over 4.1 million views on social media, reinforcing the consumer connection with and love for the Maggie Beer brand and what it represents".

The Directors are of the view that the overall Group continues to perform well in these difficult times, with all businesses showing increasingly satisfactory returns. The financial performance of the Group, as reported in our COVID-19 impact and trading update announcement on 29 April 2020 remains unchanged.

Maggie Beer Products, our flagship brand, has seen sales increase from April 2020, with sales in May 2020 higher than May 2019.

Whilst Saint David Dairy was affected by the café market disruption, the business has adapted, with sales continuing to increase from the initial impact of the COVID-19 shutdown. The Saint David Dairy business continues to be operating-cashflow and trading-EBITDA positive, with sales improving.

Paris Creek Farms had strong sales in May 2020 and with YTD net sales growing 5.5% above last year, is no longer an operating cash drain on the Group.

Cash on hand for the group remains healthy at \$6.3m as at 10 June 2020, placing the business in a strong financial position. In addition the group has \$3m of undrawn debt facilities.

Due to the current COVID-19 restrictions, the Company has decided to take the prudent step to hold this General Meeting online at:

<https://us02web.zoom.us/j/84128808407?pwd=SlBxcnlUc3dyNk5JSnNZQjhDc3Y0dz09>.

Shareholders will be able to vote and ask questions at the virtual meeting. Further details are provided in the enclosed Notice of Meeting.

Please find enclosed:

- Notice of General Meeting;
- a sample proxy form;
- a 'Questions from Shareholders' form.

For shareholders who have elected to receive communications from the Company in hard copy, mailing will commence today. Shareholders who have elected to receive communications from the Company electronically should receive an email today.

**All financial information is based on unaudited accounts.**

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Authorised by:

The Board of Directors.

For enquiries please contact:

Chantale Millard, Chief Executive Officer +61 3 8539 4875



**LONGTABLE GROUP LIMITED**  
**ACN 092 817 171**

# **Notice of General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Thursday, 16 July 2020**

Time of Meeting:  
**9.30 am (AEST)**

Place of Meeting:  
**<https://us02web.zoom.us/j/84128808407?pwd=SIBxcnIUc3dyNk5JSnNZQjhDc3Y0dz09>**

*This Notice of General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.*

# LONGTABLE GROUP LIMITED

ACN 092 817 171

Registered Office: 2 Keith Street, Tanunda, South Australia, 5352

## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Longtable Group Limited (the "Company") will be held at 9.30 am (AEST) on Thursday, 16 July 2020 via an online platform at <https://us02web.zoom.us/j/84128808407?pwd=SIBxcnlUc3dyNk5JSnNZQjhDc3Y0dz09> ("General Meeting" or "Meeting").

Due to the current COVID-19 situation, the Company has decided to take the prudent step to hold this General Meeting online only. We invite you to join us for the virtual meeting online at <https://us02web.zoom.us/j/84128808407?pwd=SIBxcnlUc3dyNk5JSnNZQjhDc3Y0dz09>. Shareholders will be able to vote and ask questions at the virtual meeting.

It is recommended that you login to the virtual meeting from 9.15 am (AEST).

If you cannot attend the virtual meeting, we encourage you to complete and lodge the Proxy Form which accompanies this Notice in accordance with the instructions on the form.

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, including defined terms, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

## ITEMS OF BUSINESS

### ORDINARY BUSINESS

#### **Item 1: Resolution 1: Issue of Options to Mr Reginald Weine (or his nominee) under the Company's Employee Share Option Plan**

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

*"That for the purpose of ASX Listing Rule 10.14, Listing Rule 7.2 Exception 14 and for all other purposes, shareholders approve the grant of up to 4,500,000 Options to Mr Reginald Weine or his nominee under the Longtable Group Limited Employee Share Option Plan on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."*

#### **Item 2: Resolution 2: Issue of Shares to Mr Tom Kiing (or his nominee under the Company's Director Fees Plan.**

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

*"That for the purposes of ASX Listing Rule 10.14, Listing Rule 7.2 Exception 14 and for all other purposes, shareholders approve the issue of Shares in the Company under the Company's Director Fees Plan to Mr Tom Kiing (or his nominee) on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."*

#### **Item 3: Resolution 3: Issue of Shares to Mr Hugh Robertson (or his nominee) under the Company's Director Fees Plan.**

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

*"That for the purposes of ASX Listing Rule 10.14, Listing Rule 7.2 Exception 14 and for all other purposes, shareholders approve the issue of Shares in the Company under the Company's Director Fees Plan to Mr Hugh Robertson (or his nominee) on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice."*

#### **Item 4: Resolution 4: Issue of Shares to Ms Maggie Beer (or her nominee) under the Company's Director Fees Plan.**

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

*“That for the purposes of ASX Listing Rule 10.14, Listing Rule 7.2 Exception 14 and for all other purposes, shareholders approve the issue of Shares in the Company under the Company’s Director Fees Plan to Ms Maggie Beer (or her nominee) on the terms and conditions as described in the Explanatory Statement which accompanies and forms part of this Notice.”*

## **SPECIAL BUSINESS**

### **Item 5: Resolution 5: Change of Company Name**

To consider and, if thought fit, to pass the following resolution as a special resolution:

*'That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the Company's name be changed from Longtable Group Limited to Maggie Beer Holdings Limited, with effect from the time that ASIC alters the relevant details of the Company's registration.'*

*Note: Under the Corporations Act, in order for Resolution 5 to be effective, this Resolution must be passed as a special resolution which requires 75% of votes cast on the Resolution (whether by shareholders in person, or by proxy or by attorney and entitled to vote on the Resolution) to be in favour.*

## **BY ORDER OF THE BOARD**

**Clinton Orr**  
**Company Secretary**

11 June 2020

## Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purposes of the General Meeting, the Company's shares will be taken to be held by the persons who are registered Shareholders of the Company, as at **7:00 p.m. (Melbourne Time) on 14 July 2020**. Accordingly, those persons who are entitled to attend and vote (if not excluded) at the General Meeting. Transactions recorded after that time will be disregarded in determining Shareholder entitlements to attend and vote at the General Meeting.
3. **Required majority:** Each Resolution proposed in items 1 to 4 are ordinary resolutions and each will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolution are cast in favour of the Resolution. Item 5 is a special resolution and will be passed if more than 75% of the votes cast by Shareholders entitled to vote on the Resolution are cast in favour of the Resolution.
4. **Proxies**
  - a. A Shareholder entitled to attend and vote at the General Meeting may appoint a proxy. A Proxy Form is enclosed with this Notice of Meeting.
  - b. A proxy may be an individual or a body corporate.
  - c. A person appointed as proxy need not be a Shareholder.
  - d. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
  - e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
  - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes (fractions will be disregarded). If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
  - g. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
  - h. To be valid, the Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of any such power of attorney or other authority must be:
    - i. deposited at the Company's Share Registry, Boardroom Pty Limited, located at Level 12, 225 George Street, Sydney NSW 2000;
    - ii. received by post to the Company's Share Registry, GPO Box 3993, Sydney NSW 2001;
    - iii. successfully transmitted by facsimile to the Company's Share Registry on +61 2 9290 9655; or
    - iv. deposited at or received by post to the registered office of the Company, at 2 Keith Street, Tanunda, South Australia 5352, no later than 48 hours before the commencement of the General Meeting, this is no later than 9.30am (Melbourne Time) on 14 July 2020. Any proxy received after that time will not be valid for the scheduled Meeting. Relevant custodians may lodge their Proxy Forms online by visiting <https://www.votingonline.com.au/lonegm2020>.
  - i. For online voting, refer to <https://www.votingonline.com.au/lonegm2020>.

## 5. Corporate Representative

A corporate Shareholder will need to appoint a representative to exercise the powers that the corporate Shareholder may exercise pursuant to section 250D of the Corporations Act. A corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The form of certificate of appointment can be obtained from the Share Registry of the Company, Boardroom Pty Ltd, by visiting <https://boardroomlimited.com.au/investor-forms/>. If a corporate representative is to attend the Meeting, the authority must be sent to the Company and/or Share Registry in advance of the Meeting or produced prior to admission to the Meeting.

## 6. Voting Exclusion Statement:

### Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan; or
- an associate of those persons.

However, this does not apply to a vote cast in favour of Resolution 1 by:

- a person as proxy or attorney for a 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; or
- the Chairman 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 Chairman of the Meeting to vote on the resolution as the Chairman of the Meeting 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 the beneficiary is not excluded from voting, and is 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.

## **Resolutions 2, 3 and 4**

The Company will disregard any votes cast in favour of each of Resolutions 2, 3 and 4 by or on behalf of:

- a person referred to in Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Director Fees Plan; or
- an associate of those persons.

However, this does not apply to a vote cast in favour of each of Resolutions 2, 3 and 4 by:

- a person as proxy or attorney for a person who is entitled to vote on a resolution, in accordance with directions given to the proxy or attorney to vote on that resolution in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on a resolution, in accordance with a direction given to the Chairman of the Meeting to vote on that resolution as the Chairman of the Meeting 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 the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on a resolution; and
  - the holder votes on that resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **Resolution 5**

There are no voting exclusions on Resolution 5.

## **7. Appointing the Chairman of the Meeting as Proxy**

The Proxy Form accompanying this Notice contains detailed instructions regarding how to complete the Proxy Form if a Shareholder wishes to appoint the Chairman as his or her proxy. You should read those instructions carefully.

By appointing the Chairman of the Meeting as your proxy in relation to Resolutions 1, 2, 3 or 4 you expressly authorise the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company's consolidated entity.

The Chairman of the Meeting intends to exercise all available proxies by voting ***in favour of*** each Resolution.

## **8. Enquiries**

Shareholders are invited to contact the Company Secretary by email at [cossec@longtablegroup.com](mailto:cossec@longtablegroup.com) if they have any queries in respect of the matters set out in these documents.

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Meeting dated 11 June 2020 ("Notice"). This Explanatory Statement has been prepared to assist Shareholders to understand the business to be put to Shareholders at the General Meeting. It is an important document. Please read it carefully.

### 1. Resolution 1: Issue of Options to Mr Reginald Weine (or his nominee) under the Company's Employee Share Option Plan

ASX Listing Rule 10.14 provides that the Company must not permit a Director or an associate of such a Director to acquire securities under an employee incentive scheme without prior approval of Shareholders. Accordingly, approval is sought pursuant to Listing Rule 10.14 for the grant of up to 4,500,000 options to acquire Shares (**Options**) to the Company's Chairman, Reginald Weine on the terms of the Company's Employee Share Option Plan (**ESOP**). If Resolution 1 is not approved by Shareholders, the Options cannot be issued to Mr Weine.

The ESOP was approved by Shareholders at the Company's 2017 AGM and a summary of the material terms of the ESOP is set out in Annexure A.

It is noted that the Board has resolved to make an alteration to the ESOP approved by Shareholders at the Company's 2017 Annual General Meeting with the meaning of 'employee' now being a full-time or part-time employee as well as the Chairman of the Board. As a result of this change, Non-executive Directors other than the Chairman remain unable to participate in the ESOP.

The ESOP allows the Group to issue options to eligible participants thereby providing eligible participants with a tangible incentive to participate and contribute to the future Growth of the Group. The ESOP also assists in attracting and retaining employees by giving eligible participants a direct financial interest in the performance of the Group and closely aligns the interests of those participants with the interests of Securityholders.

No Shares have previously been issued to Mr Weine under the ESOP.

Mr Weine's current total remuneration package in respect of his position as Chairman of the Company is \$66,000.

The Board has concluded that the remuneration package for Mr Weine is reasonable and appropriate having regard to the circumstances of the Company and his duties and responsibilities as Chairman.

### Conditions for Options

Description	Details
Number of Options	Tranche 1: 1,500,000 Tranche 2: 1,500,000 Tranche 3: 1,500,000
Relevant Requirements for issue of Options	N/A
Exercise Period	The period commencing from the date on which an Option is granted and expiring at 5.00 pm Melbourne time on the day 4 years from that date.
Exercise Price	Tranche 1: \$0.15 per Option Tranche 2: \$0.18 per Option Tranche 3: \$0.20 per Option
Restriction Period for Options	N/A

### Other Information provided in accordance with Listing Rule 10.15

The maximum number of Options that can be granted under this approval is 4,500,000 to Mr Weine. Mr Weine will receive one Share in the Company for each Option granted.

The Options to be granted to Mr Weine (and any Shares to be issued on exercise of those Options) shall be issued for no consideration.

No loan will be made by the Company in relation to the grant of Options to Mr Weine.



Details of any Options issued under the Plan including that approval for the grant of Options was obtained under Listing Rule 10.14 will be published in each annual report of the Company relating to the period in which the Options have been issued.

Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the Plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

No persons have received securities under the plan.

Mr Weine and other eligible employees are entitled to participate in this plan.

If Shareholder approval is obtained, the Options will be granted no later than one month after the Meeting.

### **Board Recommendation**

The Board (other than Mr Weine, who abstains given his personal interest in this Resolution) recommends that Shareholders vote in favour of Resolution 1. The Chairman intends to vote undirected proxies in favour of Resolution 1.

### **2. Resolutions 2, 3 and 4: Issue of Shares to Mr Tom Kiing (or his nominee), Mr Hugh Robertson (or his nominee) and Ms Maggie Beer (or her nominee) under the Company's Director Fees Plan.**

The Director Fees Plan has been established to allow the Company's directors to elect, from time to time, to be paid their remuneration through the issue of Shares in the Company, rather than as a cash payment. The Board believes the Director Fees Plan will form an important part of the remuneration for the Company's non-executive Directors that elect to participate in the Director Fees Plan, aligning their interests with those of Shareholders by linking their remuneration to the long term success of the Company and its financial performance.

A summary of the key terms and conditions of the Director Fees Plan is set out in Annexure B.

ASX Listing Rule 10.14 provides that the Company must not permit a Director or an associate of a Director to acquire securities under an employee incentive scheme without prior approval of Shareholders. The Director Fees Plan is an 'employee incentive scheme' for the purposes of the Listing Rules.

Further, Listing Rule 7.1 prohibits a listed entity from issuing in any 12 month period new shares, or securities convertible to shares, which are equivalent in number to more than 15% of the total number of ordinary securities on issue at the beginning of the 12 month period without the prior approval of Shareholders, unless the issue of equity securities is subject to an exception. Listing Rule 7.2 Exception 14 provides that where an issue of securities is approved by Shareholders for the purposes of ASX Listing Rule 10.14, then it will be exempt from the Company's 15% placement capacity restriction.

If Resolutions 2, 3 or 4 are passed, the Company will be able to issue Shares under the Director Fees Plan to the relevant Participating Directors over a period of three years without:

- needing to obtain additional approval under Chapter 10 of the Listing Rules for each issue of Shares; or
- impacting the Company's 15% security placement limit under ASX Listing Rule 7.1.

Accordingly, approval is sought pursuant to Listing Rule 10.14 for the issue of the Company's shares to the following directors (**Participating Directors**) on the terms of the Company's Director Fees Plan:

- Mr Tom Kiing (or his nominee);
- Mr Hugh Robertson (or his nominee); and
- Ms Maggie Beer (or her nominee).

If Resolutions 2, 3 or 4 are not approved by Shareholders, the Shares cannot be issued to the relevant Participating Directors (or their nominees) in lieu of a cash payment for their Director's fees, and they will instead be paid in cash.

### **Other Information provided in accordance with Listing Rule 10.15**

The maximum number of Shares that can be issued to each Participating Director under this approval is determined by the following formula:

$$N = ARE / MP$$

where:

<b>N</b>	means the number of the Shares to be issued to the Director, rounded down to the nearest whole Share
<b>ARE</b>	means the Director's Accepted Remuneration Entitlement
<b>MP</b>	means the Market Price

Each Participating Director's total current remuneration is \$40,000 per annum.

The Shares to be issued to Participating Directors shall be issued for no cash consideration (as they are issued to satisfy the Company's obligation to pay remuneration to the Participating Directors).

No loan will be made by the Company in relation to the issue of Shares to Participating Directors under the Director Fees Plan.

Details of any Shares issued under the Director Fees Plan including that approval for the issue of Shares was obtained under Listing Rule 10.14 will be published in each annual report of the Company relating to the period in which the Shares have been issued.

Any additional persons referred to in Listing Rule 10.14 who become entitled to participate in the Director Fees Plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.

No persons have received securities under the Director Fees Plan.

Mr Tom Kiing, Mr Hugh Robertson and Ms Maggie Beer and other non-executive Directors are entitled to participate in the Director Fees Plan.

If Shareholder approval is obtained, Shares will be issued in accordance with the Director Fees Plan and no later than 3 years after the Meeting.

### **3. Resolution 5: Change of Company Name**

The Company is seeking Shareholder approval to effect a change in the Company's name from 'Longtable Group Limited' to 'Maggie Beer Holdings Limited'.

The Board is in the process of developing a strategy to refresh and enhance the Company's brand. The Board believes that changing the name of the Company to Maggie Beer Holdings Limited better reflects the Company's core focus, whilst the Maggie Beer brand provides a premium halo for the Company's diverse product portfolio.

Maggie Beer Holdings will be instantly recognised by shareholders, employees, customers and consumers of the Company's products. The Board hopes that the proposed new name will help to facilitate an improved understanding of the Company's businesses and our potential for growth.

If this special resolution is passed, the change of name will take effect when ASIC alters the details of the Company's registration. Subject to the passing of Resolution 3 by the requisite majority of Shareholders, the Company intends to liaise with the ASX regarding changing the Company's listing code to better reflect the Company's new name.

#### ***Voting***

Resolution 5 is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by Shareholders who are entitled to vote on the Resolution, are voted in favour.

#### ***Board Recommendation***

The Board unanimously recommends that shareholders vote in favour of Resolution 5.

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement: “\$” means Australian Dollars;

“**Accepted Remuneration Entitlement**” means the dollar value of the portion of the Director’s Remuneration Entitlement that a Director elects to receive as Shares under the Director Fees Plan.

“**Annual General Meeting**” or “**AGM**” has the meaning given in the introductory paragraph of the Notice;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Closely Related Party**” means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

“**Company**” means Longtable Group Limited ACN 092 817 171;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the *Corporations Act 2001* (Cth);

“**Director**” means a director of the Company;

“**Director Fees Plan**” means the director fees plan approved by the Board, the material terms of which are set out in Annexure B.

“**ESOP**” means the employee share option plan adopted by the Company, the material terms of which are set out in Annexure A.

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Key Management Personnel**” or “**KMP**” means 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;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Market Price**” means the volume weighted average price of Shares over a period of 10 ASX trading days (or such other period that may be determined by the Board, acting reasonably, from time to time) ending on the day prior to the date that the Shares are issued under the Director Fees Plan.

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Plan Share**” means a Share issued in accordance with the Director Fees Plan.

“**Proxy Form**” means the proxy form attached to this Notice;

“**Remuneration Entitlement**” means the remuneration to which a Director is entitled for a six month period (unless an alternative period is approved by the Board), which, for the avoidance of doubt, is within the remuneration pool for Directors approved by Shareholders.

“**Resolution**” means a resolution referred to in this Notice;

“**Share**” means a fully paid ordinary share in the capital of the Company; “**Shareholder**” means shareholder of the Company; and

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules.

## ANNEXURE A

### TERMS AND CONDITIONS OF OPTIONS

The terms and conditions of the options to be granted pursuant to Resolution 1 are as follows:

#### **Terms of Options**

##### **(a) Entitlement**

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

##### **(b) Exercise of Option**

- (i) The Options are exercisable at any time from the issue date.
- (ii) The final date and time for exercise of the Options is 5pm (AEDT) on the day 48 months from the date of issue. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (iv) The Options cannot be exercised if, as a result of the exercise, the Option holder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (v) Remittances must be made payable to 'Longtable Group Limited' and cheques should be crossed 'Not Negotiable'.
- (vi) All Options will lapse on the earlier of the
  - (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
  - (B) expiry of the final date and time for exercise of the Option.
- (vii) In the event of liquidation of the Company, all unexercised Options will lapse.

##### **(c) Quotation**

- (i) The Company will not apply to the ASX for Official Quotation of the Options.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

##### **(d) Participation in Securities Issues**

Subject to paragraph (e) below, the Option holder is not entitled to participate in new issues of securities without exercising the Options.

##### **(e) Participation in a Reorganisation of Capital**

In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed to the extent necessary to comply with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation.

##### **(f) Adjustments to Options and Exercise Price**

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX applicable at the relevant time.

## ANNEXURE B

### SUMMARY OF MATERIAL TERMS OF DIRECTOR FEES PLAN

TERM	DETAIL
Purpose	The Director Fees Plan has been established to allow non-executive directors of the Company to elect, from time to time, to be paid their remuneration through the issue of Shares (rather than as a cash payment).
Who is eligible to participate?	A person holding the office of non-executive director of the Company may be invited to participate in the Director Fees Plan.
What remuneration will be paid to Directors under the Director Fees Plan?	<p>The remuneration to be paid by the Company to a Director as consideration for their role as a non-executive Director which, for the avoidance of doubt, must be within the remuneration pool of the Company approved by the members of the Company. This amount will not change through the issue of Plan Shares (ie each Director's total remuneration will remain the same as if it were otherwise paid in cash).</p> <p>Each Director participating in the Director Fees Plan may elect to receive all or part of their Remuneration Entitlement for a six month period (or other period determined by the Board) as Shares.</p>
At what price will Shares be issued under the Director Fees Plan?	Shares will be issued under the Director Fees Plan at their market price. This is calculated as the volume weighted average price of Shares over a period of 10 ASX trading days (or such other period that may be determined by the Board, acting reasonably, from time to time) ending on the day prior to the date that the Plan Shares are issued.
Invitation to participate	<p>The Company may, at the discretion of the Board, invite a Director to apply for Plan Shares in satisfaction of the Director's Remuneration Entitlement.</p> <p>An Invitation must be in writing, in such form as the Board determines, and provided no later than fourteen days before the end of the period to which the Remuneration Entitlement relates.</p>
Acceptance by a Director	<p>If a Director wishes to accept an Invitation to be issued Shares under the Director Fees Plan, the Director must provide the Company with an acceptance notice no later than fourteen days, or such longer period agreed by the Board, after the relevant Invitation was received. If a Director does not provide an acceptance notice within that period, the Invitation will lapse.</p> <p>Subject to the terms of the Invitation given to the Director, a Director may elect to apply for Plan Shares in satisfaction of all or part of the Director's Remuneration Entitlement.</p>
Issue of Plan Shares	<p>Within 21 days of receipt by the Company of an acceptance notice, the Company must issue to the Director the number of Plan Shares to which the Director is entitled under that acceptance notice, calculated as follows:</p> $N = ARE / MP$ <p>where:</p> <p>N means the number of Plan Shares to be issued to the Director, rounded down to the nearest whole Share</p> <p>ARE means the Director's Accepted Remuneration Entitlement</p> <p>MP means the Market Price</p> <p>Upon the issue of Plan Shares, the Company must promptly apply to the ASX for official quotation of those Plan Shares within the period required by ASX.</p> <p>Plan Shares will rank equally in all respects and will have the same rights and entitlements as ordinary Shares under the Company's Constitution.</p> <p>The issue of Plan Shares will constitute full satisfaction of the relevant Accepted Remuneration Entitlement, and the Director to whom the Plan Shares are issued will have, for the avoidance of doubt, no entitlement to any amount of that Accepted Remuneration Entitlement in any other form.</p>

**QUESTIONS FROM SHAREHOLDERS**

Your questions are important to us. Please use this form to submit any questions about Longtable Group Limited that you would like us to respond to at the General Meeting. Your questions should relate to matters that are relevant to the business of the General Meeting.

Questions will be collated and we will respond to as many of the more frequently asked questions as possible at the General Meeting. Please note that we will not be able to reply individually.

**Shareholders name:** .....

**Address:** .....

.....

**Securityholder Reference Number (SRN) or Holder Identification Number (HIN):**

.....

**Question:**

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This form should be received by the Company’s Share Registry, Boardroom Pty Ltd, in the reply envelope provided or emailed to [cosec@longtablegroup.com](mailto:cosec@longtablegroup.com) by 9.30am on 14 July 2020 to assist in a considered response at the General Meeting.

## All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** [www.boardroomlimited.com.au](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 09:30am on Tuesday, 14 July 2020**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/lonegm2020>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders should sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **09:30am on Tuesday, 14 July 2020**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/lonegm2020>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

☐

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Longtable Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held via an online platform at <https://us02web.zoom.us/j/84128808407?pwd=SlBxcnlUc3dyNk5JSnNZQjhDc3Y0dz09> on **Thursday, 16 July 2020 at 09:30am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1-4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1-4 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1-4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Issue of Options to Mr Reginald Weine (or his nominee) under the Company's Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of Shares to Mr Tom Kiing (or his nominee) under the Company's Director Fees Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Mr Hugh Robertson (or his nominee) under the Company's Director Fees Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Shares to Ms Maggie Beer (or her nominee) under the Company's Director Fees Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2020