

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 28 November 2024

Time of Meeting:
11.00 am (Sydney time)

Place of Meeting:
Sydney Offices of Thomson Geer
Level 14, 60 Martin Place
Sydney, NSW 2000 Australia

This Notice of Annual 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.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of Shareholders of Maggie Beer Holdings Limited (the “Company”) will be held at the Sydney offices of Thomson Geer at Level 14, 60 Martin Place, Sydney NSW 2000 Australia on Thursday, 28 November 2024 at 11.00 am AEDT (“Annual General Meeting” “AGM” or “Meeting”).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Item 1	Financial And Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors’ and Auditor’s Reports in respect of the financial year ended 30 June 2024.
Item 2 - Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company’s Remuneration Report. The Remuneration Report is set out in the 2024 Annual Report and is available from the Company’s website (www.maggibeerholdings.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT the Remuneration Report for the financial year ended 30 June 2024 included in the Directors’ Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company.”</i>
Voting Exclusion	A vote must not be cast on this resolution: (a) in any capacity by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2024, or that KMP’s Closely Related Party; (b) as a proxy by a member of the KMP at the date of the meeting, or that KMP’s Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution: (i) where the appointment specifies the way that the proxy is to vote on Resolution 1; or (ii) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, which expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 3 - Resolution 2	Re-election of Maggie Beer as Director
Description	Maggie Beer retires as a director of the Company by rotation in accordance with the Constitution of the Company from the close of the Meeting and, being eligible, offers herself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT Maggie Beer, retiring from office in accordance with the Constitution, and being eligible, is re-elected as a non-executive director of the Company.”</i>
Voting Exclusion	There are no voting exclusions applying to Resolution 2.

Item 4 - Resolution 3	Election of Non-Board Endorsed Director
Description	Under rule 23.5 of the Company’s Constitution, a person may be elected a Director at a general meeting if a notice of the person's candidature (signed by the person) is given to the Company at its registered office at least 35 business days before the meeting. Dr. Paul Anthony Higgins, an external non-Board endorsed candidate, has nominated himself for appointment to the Board of the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT Dr. Paul Anthony Higgins, having offered himself for election as a Director in accordance with clause 23.5 of the Constitution, be elected as a non-executive director of the Company.”</i>
Voting Exclusion	There are no voting exclusions applying to Resolution 3.

Item 5 Resolution 4	Change of Auditor
Description	PwC is currently the Company’s auditor. Following a competitive tender process, the Board has selected Ernst & Young to be appointed as the new auditor of the Company and its controlled entities and Ernst & Young has consented to the appointment. Under the Corporations Act, shareholder approval is required for the appointment of a new auditor.

Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>“THAT for the purposes of section 327B of the Corporations Act 2001 (Cth) and all other purposes, subject to ASIC consent, Ernst & Young, having consented in writing to act as auditor, be appointed as the auditor of the Company and its controlled entities effective from the conclusion of this Meeting.”</i>
Voting Exclusion	There is no voting exclusion for Resolution 4.

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 Annual 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. (Sydney Time) on Tuesday 26 November 2024**. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Annual General Meeting. Transactions recorded after that time will be disregarded in determining Shareholder entitlements to attend and vote at the Annual General Meeting.
3. **Required majority:** Each Resolution proposed in items 2 to 5 (being Resolutions 1, 2, 3 and 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.
4. **Proxies**
 - a. A Shareholder entitled to attend and vote at the Annual 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 the Proxy Form 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 the corporation's constitution and the 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 **Boardroom Pty Limited** Level 8, 210 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 Annual General Meeting. This is no later than 11.00 am (Sydney Time) on Tuesday, 26 November 2024. 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/mbhagm2024>.

5. Direct Voting

- a. Direct voting enables Shareholders to vote on resolutions considered at the meeting by lodging their votes directly with the Company prior to the meeting, without needing to attend the meeting or appoint a proxy.
- b. Direct online votes can be lodged at <https://www.votingonline.com.au/mbhagm2024>
- c. Direct votes cast by Shareholders will be counted on a poll.
- d. A Shareholder who has cast a direct vote may attend the Meeting and vote online, but their online vote will cancel the direct vote lodged prior to the meeting, unless the Shareholder instructs the Company's Share Registry otherwise.

6. 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 <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.

7. Appointing the Chair 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 Chair as his or her proxy. You should read those instructions carefully.

By appointing the Chair of the Meeting as your proxy in relation to Resolution 1 you expressly authorise the Chair 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 Chair of the Meeting intends to exercise all available proxies by voting ***in favour of*** each Resolution except for Resolution 3 for which the Chair of the Meeting intends to vote all available proxies ***against*** this Resolution.

8. Enquiries

Shareholders are invited to contact the Company Secretary by email at sk@legalc.com.au if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT TO NOTICE OF 2024 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Explanation	<p>Section 317 of the Corporations Act requires the Company's Financial Report, Directors' report and Auditor's Report for the financial year ended 30 June 2024 to be laid before the Company's 2024 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The Financial Report contains the financial statements of the consolidated entity consisting of Maggie Beer Holdings Limited and its controlled entities.</p> <p>A copy of the 2024 Financial Report has been sent to all Shareholders who have elected to receive it and is available on the Company's website (www.maggiebeerholdings.com.au) and from the Company Secretary (sk@legalc.com.au).</p> <p>The Chair of the Meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's Auditor, PricewaterhouseCoopers, questions about its Auditor's report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2024, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and its independence in relation to the conduct of the audit.</p>
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2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2024 Annual Report and is available from the Company's website (www.maggiebeerholdings.com.au).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this Resolution 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 into account any discussion on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

3. RESOLUTION 2 - RE-ELECTION OF MAGGIE BEER AS DIRECTOR

Explanation	<p>The Company's Constitution requires that Directors not hold office for more than three years or beyond the third annual general meeting following their appointment (whichever is the longer period) without submitting for re-election.</p> <p>In this case, Maggie Beer has held office as Director since her re-election at the 2021 Annual General Meeting and accordingly in accordance with Rule 23.10 (b) of the Company's Constitution, will retire as a Director at the end of the 2024 Annual General Meeting.</p> <p>Maggie Beer, being eligible under Rule 23.10 (c) of the Constitution, offers herself for re-election as Director.</p>
About Maggie Beer	<p>Maggie has been a director the Company's Board since April 2019.</p> <p>Maggie Beer's career in the food industry spans over 40 years.</p> <p>Maggie was Telstra South Australia Business Woman of the Year in 1997, Senior Australian of the Year 2010 and once again in 2011, appointed as a Member of the Order of Australia in 2012 and awarded an honorary doctorate of Macquarie University in 2013, and honorary doctorate of the University of South Australia in 2016 in recognition of her achievements in tourism, hospitality and the promotion of Australian cuisine. In addition to this, Maggie established the Maggie Beer Foundation in 2014 to improve the food experiences for older Australians, particularly those living within aged care homes.</p> <p>Maggie Beer joined the board of the consolidated entity as part of the acquisition of Maggie Beer Products Pty Ltd by the group. Maggie continues to play a role in the growth and strategy of the Maggie Beer Products business as well remaining involved in the development of new products.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 2.
Board Recommendation	The Board, with Maggie Beer abstaining, unanimously recommends that Shareholders vote in favour of Maggie Beer's re-election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution.

4. RESOLUTION 3 - ELECTION OF NON-BOARD ENDORSED DIRECTOR

Explanation	<p>Under rule 23.5 of the Company's Constitution, a person may be elected a Director at a general meeting if a notice of the person's candidature (signed by the person) is given to the Company at its registered office at least 35 business days before the meeting.</p> <p>Dr. Paul Anthony Higgins, an external non-Board endorsed candidate, has nominated himself for appointment to the Board of the Company.</p>
About Dr Paul Anthony Higgins	<p>The following information was provided by Paul Anthony Higgins and has not been independently verified by the Company, nor does the Company make any representation as to its accuracy:</p> <ul style="list-style-type: none"> <i>Chair, board director, venture philanthropist, futurist and strategist with over three decades of board-level experience, with particular experience in the agriculture, food, veterinary, political, philanthropy and membership sectors.</i> <i>In my role as a consulting futurist, I have worked with companies including National Australia Bank, Investec, Macquarie Pastoral, Jetstar, Apiam Animal Health, RSL Victoria, The Y, Epworth Hospital, Dairy Australia, GJK Facility Services, and</i>

	<p><i>Bendigo Bank among many others. More information can be found at www.emergentfutures.com.</i></p> <ul style="list-style-type: none"> <i>In an executive capacity, I bring analytical and strategic insights to solving complex situations involving multiple stakeholders. I have a strong commitment to providing value and possess a wealth of experience across a broad range of sectors.</i> <i>I have been disappointed with the recent performance of the company. I believe I bring a mix of skills and experience as well as a set of fresh eyes that will be invaluable to making the best decisions to turn the company around. I have a long involvement in food and agriculture. I have also been involved as a director and an executive with a company of similar turnover in the food industry that was faced with a transition to higher value adding and difficult decisions to close existing facilities, build new partnerships and building new facilities.</i> <i>I was a director of Auspork Ltd, a company with similar turnover to MBH for 16 years. I was a key proponent of the company moving from marketing meat cuts to a value adding strategy for ready to cook meat products and expansion from marketing pork to marketing beef, lamb and chicken, including organic products. This strategy significantly improved the profit margins and dividends of Auspork. I was also involved in the operations, running the processing division for a year, and was involved in transferring our operations to a new state of the art processing joint venture in South Australia.</i> <i>I have been a director on multiple commercial and not for profit boards since 1993, many of which are in the food and agriculture sector. I have been chairman/President of three of those boards, including my current chairmanship of Social Venture Partners Melbourne, a Venture Philanthropy Partnership investing and advising not for profit organisations scaling their operations.</i> <i>Academic credentials include a Bachelor of Veterinary Science (Honours), Bachelor of Animal Science (Research) and a Masters Degree in Strategic Foresight. I am a graduate of the Leadership Victoria Program, an Associate of the Melbourne University Business School, and a graduate of the AICD Directors Course.</i> <i>I currently hold 663,968 shares in the Company (through private super fund).</i> <i>I believe I bring a mix of skills and experience as well as a set of fresh eyes that will be invaluable to making the best decisions to turn the company around.</i> <p>Dr Paul Anthony Higgins' CV is attached in Annexure B.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 3
Board Position	<p>Board succession planning and director appointments are an ongoing responsibility of the Board and the Board periodically reviews its current and future needs and how those align with the skills and experience currently represented among the Directors. The Company's Remuneration and Nomination Committee (Committee) is responsible for, amongst other things, reviewing and implementing the Company's procedure for the selection and appointment of new directors and making nomination recommendations to the Board. In considering new director appointments, the Committee's usual practice is to conduct a search, using professional search firms where appropriate, for the best available candidates with the skills, experience, expertise, personal qualities and attributes to best complement the skill set and characteristics of the existing directors and enhance the Board's overall effectiveness.</p> <p>The Committee also considers the current diversity of the Board, including, age, gender, cultural background, as well as the composition and size of the Board when determining whether a candidate will add value to the Board. Having regard to the Company's skill matrix, current Board composition and the skills and experience of Dr Higgins, the Board has formed the view that Dr Higgins does not offer relevant skills or the experience required at this time to endorse his nomination as a Director of the Company.</p>
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies against this Resolution 3.

5. RESOLUTION 4 - APPOINTMENT OF AUDITOR

Explanation	<p>Under the Corporations Act, shareholder approval is required for the appointment of a new auditor. PwC is currently the Company's auditor. Following a tender process, the Board has selected Ernst & Young (EY) to be appointed as the new auditor of the Company and its controlled entities and EY has consented to the appointment. PwC has agreed to resign as auditor with effect from the close of the Annual General Meeting and will seek consent from ASIC for the resignation in accordance with section 329(5) of the Corporations Act prior to the Annual General Meeting.</p> <p>Section 328B(1) of the Corporations Act requires that written notice of nomination of a new auditor be received from a member of the Company. The Company has received such a nomination from one of the Company's Directors, Tom Kiing, in his capacity as a director of a member of the Company, nominating the proposed new auditor. A copy of this nomination is set out in Annexure A to this Notice of Meeting. If Resolution 4 is approved, the appointment of EY as the Company's new auditor will take effect at the close of this Annual General Meeting.</p>
Voting Exclusion	There are no voting exclusions applying to Resolution 4.
Board Recommendation	The Board recommends that shareholders vote in favour of Resolution 4.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 4.

GLOSSARY

The following terms have the following meanings in this Notice and Explanatory Statement:

“\$” means Australian Dollars;

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

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2024;

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

“**Auditor**” means PricewaterhouseCoopers ABN 52 780 433 757;

“**Auditor’s Report**” means the Auditor’s report on the Financial Report;

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

“**Chair**” 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 Maggie Beer Holdings 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;

“**Directors’ Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

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

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Group**” means the Company and its wholly owned subsidiaries;

“**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;

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

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

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

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of the Company for the financial year ended 30 June 2024 and which is set out in the Annual Report; and

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

QUESTIONS FROM SHAREHOLDERS

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

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

Shareholder’s name:

Address:

.....

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

.....

A. Question for Auditor

B. Other Questions

This form should be received by the Company’s Share Registry, Boardroom Pty Ltd, in the reply envelope provided or emailed to sk@legalc.com.au by 5.00pm on Thursday 21 November 2024 to assist in a considered response at the Annual General Meeting.

ANNEXURE A – NOMINATION OF NEW AUDITOR

PRIVATE AND CONFIDENTIAL

11 October 2024

The Company Secretary
c/- Sophie Karzis
Maggie Beer Holdings Limited

Dear Sophie

MAGGIE BEER HOLDINGS LIMITED NOMINATION OF AUDITOR

In accordance with the provisions of s328B(1) of the *Corporations Act 2001*, I, Tom Kiing, being a director of a member of Maggie Beer Holdings Limited, hereby nominate Ernst & Young for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by s328B(3) and (4) of the *Corporations Act 2001*.

Yours sincerely



Tom Kiing, authorised representative of Sieana Pty Ltd

ANNEXURE B – CURRICULUM VITAE OF PAUL ANTHONY HIGGINS

Paul Higgins

Paul Higgins

Board profile

- Chair, board director, venture philanthropist, futurist and strategist with over three decades of board-level experience, with particular experience in the agriculture, food, veterinary, political, philanthropy and membership sectors.
- Frequently appointed as chair due to my ability to foster a collaborative decision-making environment. Board-level highlights include: Chair and Director positions at Social Venture Partners Melbourne board; Churchill Club Committee Member; Director of Auspork Ltd; and Chair at Australian Pork Limited.
- In an executive capacity, I bring analytical and strategic insights to solving complex situations involving multiple stakeholders. I have a strong commitment to providing value and possess a wealth of experience across a broad range of sectors.

Academic credentials include a Bachelor of Veterinary Science (Honours), Bachelor of Animal Science (Research) and a Masters Degree in Strategic Foresight. I am a graduate of the Leadership Victoria Program, an Associate of the Melbourne University Business School, and a graduate of the AICD Directors Course.

Non-Executive and Committee experience

Social Venture Partners Melbourne /Chair and Director

2022 - Present (Chair)

2021 - Present (Director)

A venture philanthropy organisation similar to a venture capital firm that invests time and money into organisations in the not-for-profit sector that have the potential to scale and positively impact the lives of thousands of young people.

- Chaired the board elected by the partners.
- Unanimously elected to the position of Chair after less than one year on the board,
- Partner since 2014, served on the investment committee, and was the lead investor for the first investment in 100 Story Building.
- Responsible for general oversight and decision-making on major financial commitments.

Churchill Club Australia Incorporated/Committee Member

2019-2021

The Churchill Club is a Melbourne-based organisation dedicated to further technology development and the spread of information on innovation in technology in Victoria. Holds multiple events including the Great Tech Debate in Innovation Week.

- Joined the committee after being a speaker at the inaugural Great Tech Debate

Auspork /Board Director

1996-2012

An unlisted public company with an annual turnover of \$100M that markets pork, beef, chicken and lamb, including branded retail ready packs of ready-to-cook meat products.

- Spearheaded a strategic initiative to diversify into value-added and organic products, leading to Auspork winning the Australian Supermarket Sausage of the Year award.

- Assumed operational responsibility for processing operations during a crisis following the dismissal of senior management.
- Established a new boning room operation from the ground up.
- Played an integral role at the board level in establishing a joint venture processing plant in South Australia and implementing cashflow forecasting.

**Australian Pork Limited/Chair
1999-2005**

Peak body responsible for marketing, research and policy work in the Australian pork industry.

- Served as inaugural Chair and was unanimously re-elected by the industry delegates.
- Led a diverse board consisting of industry-elected and skills-based directors, including the Chair of Jardine Mathieson Asia Pacific, a member of the PepsiCo Global Board and the State Director of Woolworths in Victoria.
- Chaired the board in the establishment of a Cooperative Research Centre for the pork industry.
- Successfully transitioned to a new Chair from outside the industry, marking the first time a non-producer Chair led a producer-led organisation in Australia.

Regional Enterprise Network (Central Victoria)/Board Director 1998-2001

A not-for-profit company running a series of business incubators across central Victoria designed to support and stimulate business development in the region.

**Animal Health Australia/Board Director
1996-98**

Joint venture company owned by the animal industries, the state governments and the federal government that focuses on the policy issues and cooperation on emergency disease risks and outbreaks for Australia.

- Served as the lead negotiator for creating a new national agreement on emergency animal disease responses, which led to the establishment of the organisation, and subsequently became one of the inaugural directors.

**Pork Council of Australia/ Director and Chair
1993-98**

Peak body representing pig farmers and responsible for marketing, research and policy work in the Australian pork industry

- Appointed Chairman after one year as director, becoming one of the youngest leaders of a national agricultural body in Australia at 33 years old.
- Initiated the integration of four industry bodies into a single peak industry body responsible for policy, lobbying, marketing and research (Australian Pork Limited), and subsequently became its inaugural Chair.
- Successfully lobbied for Federal Government support to modernise the processing sector, securing funds for new processing facilities.

Executive Experience

**Emergent Futures/Owner and Director
2003-present**

- A foresight and strategy consulting company specialising in assisting organisations to gain greater clarity and strategic responsiveness by understanding the possible futures they face.

Key clients include:

RSL Victoria

- National Australia Bank
- Investec
- Dairy Australia

- Housing Choices Australia
- Vetassess
- South Gippsland Water
- Pexa
- Vision Australia
- Melbourne City Mission
- Paraway Pastoral (a division of Macquarie Bank)
- Destination Gippsland
- Alpine Shire Council
- GJK Facility Services
- Apiam Animal Health
- City of Knox
- Sunpork Fresh Foods
- Save the Children
- State Trustees
- Jetstar
- Kildonan Uniting Care
- The Y Victoria and Geelong
- Link Community Transport
- Daimler Financial Services

More information can be found at: emergentfutures.com

**Production Animal Veterinarian and Agribusiness Consultant
1984-2003**

More details of previous roles available upon request.

**Education and professional
development**

Swinburne University/Masters Strategic Foresight

2000-03

Melbourne University /Bachelor (Hons), Veterinary Science

1979-84

Melbourne University /Bachelor, Anim.Sci (Serological Testing)

1982-83

AICD /AICD Director Course – Admitted as Fellow

1993

**Memberships, extra-
professional activities and
interests**

- Guest lecturer at the Swinburne Strategic Foresight
- Master's Program and the Victoria University Media
- Studies Program.
- President of Essendon Veterans Cricket Club.
- Write about and regularly present on future disruptions to business models and consult to a range of organisations on how to think about and plan for the future.
- Interests: Strategy board gaming (playing and designing), veterans cricket, fly fishing, skiing, cooking.

Referees

- Robert Heselev: Director and Community Impact Committee Chair, Social Venture Partners Melbourne
- Melissa Grenville: Director and Previous Executive Director, Social Venture Partners Melbourne
- Roger Nolan: Chairman, Auspork Limited
- Dr Chris Brennan - Director of Australian Pork Limited while I was chair

Contact details are available on request.



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

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600



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YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) Tuesday, 26 November 2024.**

🖥 TO APPOINT A PROXY ONLINE

📱 BY SMARTPHONE

STEP 1: VISIT <https://www.votingonline.com.au/mbhagm2024>

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

STEP 3: Enter your Voting Access Code (VAC): 52670148

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

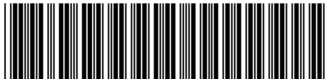
Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting therefore by **11:00am (Sydney Time) Tuesday, 26 November 2024**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/mbhagm2024>.
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



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☐

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 **Maggie Beer Holdings 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 Annual General Meeting of the Company to be held at the **Sydney Offices of Thomson Geer, Level 14, 60 Martin Place, Sydney, NSW 2000 Australia on Thursday, 28 November 2024 at 11:00am (AEDT)** 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.

The Chair of the Meeting is 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 Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Resolution 1 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 resolutions except for Resolution 3 where the Chair will vote all undirected proxies against the resolution. If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote differently to this or to abstain from voting on an item, you must provide a direction by marking the 'For', 'Against' or 'Abstain' box accordingly 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	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Maggie Beer as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Non-Board Endorsed Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Change of Auditor	<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

28 October 2024



Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

The 2024 Annual General Meeting of shareholders of Maggie Beer Holdings Limited (the **Company**) will be held in person at 11 am (AEDT) on Thursday 28 November 2024 at the Sydney offices of Thomson Geer at Level 14, 60 Martin Place, Sydney NSW 2000 Australia (**Meeting**).

To appoint a proxy, access the Notice of Meeting and other meeting documentation, visit the link below.

<https://www.reportsonline.net.au/?documentid=AA59438B43A14D498D7AA3C962FE620F>

Proxy appointments must be received by 11.00 am (AEDT) on Tuesday, 26 November 2024.

ATTENDING THE MEETING IN PERSON

The meeting will be held at **Thomson Geer at Level 14, 60 Martin Place, Sydney NSW 2000 Australia**.

If you have any questions or would like to receive a hard copy of the Notice of Meeting and accompanying explanatory statement or any other annual documents by mail, please call 1300 737 760 or email us at enquiries@boardroomlimited.com.au (there is no charge to you for requesting paper copies).

Yours faithfully

Sophie Karzis
Company Secretary
Maggie Beer Holdings Limited
E sk@legalc.com.au

