

17<sup>th</sup> October 2023

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Seventeenth Annual General Meeting of Heritage Brands Ltd (**Company**) is to be held at 30 Bando Road, Springvale, VIC 3171 on Thursday, 23<sup>rd</sup> November 2023 at 10am AEDT.

Pursuant to rule 15.5 (a) of the Constitution of the Company (**Constitution**), the meeting will also be held by a Microsoft Teams Teleconference for members unable or unwilling to attend in person.

Members wishing to attend the meeting by Microsoft Teams Teleconference should register in advance for this meeting at:

<https://heritagebrands.com.au/agm-registration/>

After registering, you will receive a confirmation email containing information about joining the meeting.

The Microsoft Teams Teleconference will be open from 9:30 am on Thursday 23<sup>rd</sup> November 2023 but the meeting will not commence until 10:00 am.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Meeting.

### ORDINARY BUSINESS

#### 1. ANNUAL REPORT

To receive and consider the annual financial report and the reports of the directors and of the auditor for the financial year ended 31 July 2023.

#### 2. REMUNERATION REPORT

To adopt the remuneration report for the year ended 31 July 2023.

#### Notes:

- (a) Pursuant to section 250R(3) of the Corporations Act 2001 (Cth) (**Corporations Act**) the vote on this resolution is advisory only and does not bind the directors or the Company.
- (b) If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting

of the shareholders be held within 90 days at which all of the Directors, other than the Managing Director, if any, must stand for re-election.

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

## **SPECIAL BUSINESS**

### **3. ELECTION OF DIRECTORS**

- a) To re-elect by ordinary resolution as a director, Mr Stephen Mason, who ceases to hold office in accordance with Rule 20.2 of the Constitution and, being eligible, offers himself for re-election; and
- b) To elect by ordinary resolution as a director, Mr Dimitrios (Jim) Filis, who was appointed as a director in accordance with Rule 19.4 of the Constitution during the year and, being eligible, offers himself for election.

## **IMPORTANT INFORMATION**

### **Entitlement to vote**

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, all Shares will be taken to be held by the persons who held them as registered shareholders at 7.00pm (AEDT) on Tuesday 21<sup>st</sup> November 2023. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### **Proxies**

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

Details for completion and lodgement of proxies are on the reverse side of the Proxy form. A Proxy must be received by the Company's share registry, Boardroom Pty Limited by 10am AEDT on Tuesday 21<sup>st</sup> November 2023. Proxies may be lodged online at <https://www.votingonline.com.au/hbaagm2023>, mailed to Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001, hand delivered to Boardroom Pty Ltd Level 8, 210 George Street Sydney NSW 2000 Australia or sent by facsimile to +61 2 9290 9655.

### **Voting Exclusion Statements**

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

- by or on behalf of a member of the Company's key management personnel (including the directors) named in the Remuneration Report for the year ended 31 July 2023 or their 'closely related parties' as defined in the Corporations Act (which includes spouses, dependants and companies they control), regardless of the capacity in which the vote is cast; or

- as a Proxy by a member of the Company's key management personnel at the date of the meeting or their closely related parties, unless the vote is cast as a Proxy on behalf of a person entitled to vote on resolution 2:
- in accordance with a voting direction specified on the Proxy form; or
- where there is no specified voting direction, by the Chairman of the meeting pursuant to an express authorisation to vote as the Proxy decides, even though Resolution 2 is connected with the remuneration of the key management personnel.

**BY ORDER OF THE BOARD**

Stephen Mason  
Company Secretary

Dated: 17<sup>th</sup> October 2023

## **EXPLANATORY NOTES**

### **Financial Statements and Reports**

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

### **Remuneration Report**

The Remuneration Report is set out on pages 8- 12 of the annual financial report and the reports of the directors and of the auditor for the financial year ended 31 July 2023 which is available on the website at [www.heritagebrands.com.au](http://www.heritagebrands.com.au). It sets out the policy for the remuneration of the directors and specified executives of the Company.

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

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting of the shareholders be held within 90 days at which all of the Directors, other than the Managing Director, if any, must stand for re-election.

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

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

### **Election of Directors**

As required by the Constitution, Mr Stephen Mason retires by rotation, and offers himself for re-election and Mr Jim Filis offers himself for election.

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

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

### **Heritage Brands Board Member Information**

#### **Stephen Mason**

Non Executive Director – LLB, BComm, DipCM, FCPA FGIA, FCSA

Stephen is a former CEO of Creative Brands Pty Ltd and former director of ASX listed Lemarne Corporation Limited for over 10 years. He was also Company Secretary for 20 years. He is Chair of the Audit Committee and Company Secretary.

**Dimitrios (Jim) Filis**

Executive Director and CEO- B.Comm, CPA and MBA.

Jim was appointed CEO of the Company in July 2023. He has over 29 years' experience in the FMCG industry both locally and abroad.

Jim holds the role as CEO and Executive Director of the Company and, in accordance with clause 20.2 of the Constitution he is not required to retire, and to offer himself for re-election, at future annual general meetings as described in that clause.