



SELECT HARVESTS LIMITED

ABN 87 000 721 380

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting (**AGM**) of Select Harvests Limited ABN 87 000 721 380 (the **Company**) will be held in the Fairmont Room at the Park Hyatt Hotel, 1 Parliament Square, Melbourne, Victoria at 11:00am (Melbourne time) on Monday, 27 February 2023.

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the financial statements of the Company and its controlled entities for the financial year ended 30 September 2022 and the related Directors' Report and Auditors' Report.

RESOLUTIONS

1. Remuneration Report

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

To adopt the Remuneration Report for the financial year ended 30 September 2022, submitted as part of the Directors' Report for the financial year ended 30 September 2022, pursuant to sections 250R(2) and 250R(3) of the *Corporations Act 2001* (Cth).

Please note that the vote on this item is advisory only and does not bind the Directors of the Company or the Company. This resolution is subject to voting exclusions as set out below.

2. Election of Directors

To consider and, if thought fit, to pass the following resolutions:

- (a) That Mrs Margaret Zabel, who having been appointed by the Directors of the Company as a Director on 3 October 2022 in accordance with clause 62 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director.
- (b) That Mrs Michelle Somerville, who having been appointed by the Directors of the Company as a Director on 13 December 2022 in accordance with clause 62 of the Company's Constitution and, being eligible, offers herself for election, be elected as a Director.

3. Participation by the Managing Director in the Long-Term Incentive Plan

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

That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given to permit David Surveyor (appointed Managing Director) to acquire Awards under the Select Harvests Limited Long Term Incentive Plan as set out in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting.

This resolution is subject to voting exclusions as set out below. If approval is given under ASX Listing Rule 10.14 (by passing this resolution) approval is not required under ASX Listing Rule 7.1.

By Order of the Board

Brad Crump
Company Secretary

Melbourne
25 January 2023

NOTES

Proxies

1. A member is entitled to appoint not more than two proxies to attend the AGM and vote on behalf of such member. A proxy need not be a member of the Company and may be an individual or body corporate.
2. A body corporate appointed as a proxy will need to appoint a representative to exercise the powers that body corporate may exercise as the member's proxy at the Annual General Meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth) ("**Corporations Act**") and provide a "Certificate of Appointment of Representative" to the Company prior to the commencement of the Annual General Meeting. A form of the certificate may be obtained from the Company's Share Registry, Computershare Investor Services Pty Limited.
3. A member who appoints two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion or number of votes that each proxy may exercise is not specified, then each proxy may exercise half of the votes (any fractions will be disregarded).
4. If the chairperson of the meeting is appointed by a member as the member's proxy without a direction as to how to vote, then, subject to applicable voting restrictions, the chairperson will (and is taken to be expressly authorised to) vote in favour of all resolutions set out in this Notice of Annual General Meeting even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.
5. A proxy document or form is valid if it is signed by the member of the Company making the appointment and contains the member's address, the Company's name, the proxy's name or the name of the office held by the proxy and the meeting at which the appointment may be used and is received in accordance with notes 6 and 7 below.
6. For the appointment of a proxy, the Proxy Form enclosed with this Notice of Annual General Meeting may be used. In order for the appointment of a proxy to be valid, the proxy form must be received by the Company at least 48 hours prior to the commencement of the Annual General Meeting. If the proxy form is signed by the appointor's attorney, the authority (or certified copy of the authority) under which the appointment was signed must be received at least 48 hours prior to the commencement of the Annual General Meeting.
7. Duly-signed proxy forms (and, if applicable, authorities) must be received by the Company either:
 - (a) at the Registered Office of the Company:

Level 3, Building 7, Botanicca Corporate Park
570-588 Swan Street, Richmond, Victoria, 3121; or
 - (b) at the Company's Share Registry:

Computershare Investor Services Pty Limited,
GPO Box 242
Melbourne, Victoria, 3001; or

- (c) by facsimile at either of the following fax numbers:
03 9474 3588 (Company); or
(Computershare Investor Services Pty Limited) on the following numbers:
03 9473 2555 (overseas)
1800 783 447 (within Australia); or
- (d) electronically at www.investorvote.com.au, by following the instructions provided; or
- (e) for Custodians, by lodging proxy forms online by visiting www.intermediaryonline.com.

In the case of joint holders of shares any one of such persons may vote at any meeting as if they were solely entitled to do so, but if more than one of such joint holders tenders a vote the vote of the first named of the joint holders in the Register of Members, whether tendered in person or by proxy or by attorney or in any other approved means, will be accepted to the exclusion of the votes of the other joint holders.

If a member is a corporation and wishes to appoint a proxy, the proxy form must be executed under its common seal or, in the absence of a common seal, must be signed by:

- (a) two Directors of the corporation; or
- (b) a Director and a Company Secretary of the corporation; or
- (c) if the corporation is a proprietary company that has a sole Director – that Director; or
- (d) the corporation's appointed attorney under the power of attorney.

Shareholders Entitled to Vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the AGM will be the entitlement of that person set out in the Register of Members as at 7.00 p.m. (Melbourne time) on Saturday, 25 February 2023. All voting at the AGM will be by way of a poll.

Voting Exclusion Statements

Resolution 1

The Company will disregard any votes cast on the proposed resolution for the adoption of the Remuneration Report (Resolution 1 in the Notice of Meeting) by or on behalf of:

- a member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report ("KMP"); or
- a closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- the vote is cast as a proxy;
- the proxy:
 - is a person appointed by writing that specifies how the proxy is to vote on Resolution 1; or
 - is the chairperson of the meeting and the appointment of the chairperson as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the company; and
- the vote is not cast on behalf of a KMP or a closely related party of a KMP.

A closely related party of a member of the Company's KMP includes any of the following:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company the member controls.

The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a shareholder wishes to appoint the chairperson as their proxy and to authorise the chairperson to vote on the resolution to adopt the Remuneration Report. You should read those instructions carefully.

If you are a member of the KMP (other than the chairperson of the meeting acting as a proxy) or a closely related party of a member of the KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 3

The Company will disregard any votes cast:

- (a) on Resolution 3 (participation by the appointed Managing Director in the Long Term Incentive Plan (**LTIP**)) as proxy by a person if:
 - (i) the person is either:
 - (A) a member of the KMP; or
 - (B) a closely related party of such a member; and
 - (ii) the proxy appointment does not specify the way the proxy is to vote on the resolution; or
- (b) in favour of Resolution 3 by or on behalf of:
 - (i) a Director of the Company, or other person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3, who is eligible to participate in the LTIP; or
 - (ii) an associate of such a Director or other person.

However, this does not apply to a vote cast in favour of Resolution 3 if it is cast:

- (c) 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
- (d) by the person chairing the meeting as proxy or attorney for a person who is entitled to vote, in accordance with a direction on the proxy form to vote, as the proxy or attorney decides even though Resolution 3 is connected directly or indirectly with the remuneration of a member of the KMP; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 Resolution 3; and
 - (ii) the holder votes on Resolution 3 in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum accompanies and forms part of the Notice of Annual General Meeting.

Financial Statements and Reports

Pursuant to the Corporations Act, the Directors of a public company that is required to hold an Annual General Meeting must make available the financial statements and reports of the Company for the previous financial year for download and viewing by the members attending that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements in the Annual Report of the Company for the financial year ended 30 September 2022. A copy of the Annual Report has been forwarded or made available to each Shareholder. A copy of the financial statements and the associated reports will also be available for download and viewing by those attending the meeting.

Shareholders should note that the sole purpose of making available the financial statements of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements at the meeting. It is not the purpose of the meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt the Company's financial statements will be put to the shareholders at the meeting.

Shareholders will be allowed a reasonable opportunity to ask questions about, or make comments on, the management of the Company.

It is proposed that the Company's auditors will be present at the meeting. Shareholders present at the meeting will be allowed a reasonable opportunity to ask the auditors questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditors in relation to the conduct of the audit.

Resolution 1 - Remuneration Report

Section 300A of the Corporations Act requires that the Directors' Report must contain a Remuneration Report containing prescribed information about the Board's policy for determining the nature and amount of the remuneration of Directors and senior management. The Remuneration Report must also explain the relationship between the remuneration policy of the Board and the Company's performance. The Remuneration Report is set out in pages 28 to 39 of the Company's 2022 Annual Report. The Corporations Act requires that the Remuneration Report be submitted to shareholders for adoption by a non-binding resolution.

Shareholders present in person or by proxy at the meeting will be allowed a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Remuneration Report contains information regarding such matters (among others) as:

- the Board's policy for determining the nature and levels of remuneration of the Company's senior management personnel;
- the relationship between the Board's remuneration policy and the Company's performance;
- prescribed information regarding each of the relevant senior management personnel, and each of the Company executives named as the executives who were paid the highest remuneration in the financial year, including the amount of remuneration paid to those personnel; and
- where any element of the remuneration of a member of the senior management personnel depended on the satisfaction of a performance condition, a summary of that performance condition and an explanation of why it was adopted in relation to the relevant personnel.

In accordance with section 250R(3) of the Corporations Act, the vote on Resolution 1 is advisory only and does not bind the Directors of the Company or the Company. However, if at least 25% of the votes cast on the resolution to adopt the Remuneration Report are against adoption of the report, then:

- if comments are made on the report at the Annual General Meeting, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's next Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting ("**Spill Meeting**") be called to consider the election of Directors of the Company ("**Spill Resolution**"). The Spill Meeting must be held within 90 days of the date of the next Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Noting that each Director has a personal interest in their remuneration from the Company, as described in the Remuneration Report, which forms part of the Directors' Report, each of the Directors unanimously recommends that the Shareholders vote in favour of adopting the Remuneration Report.

Resolution 2 – Election of Directors

After twelve years of serving as a Director of the Company, Mr Fred Grimwade has decided to retire at the conclusion of the AGM.

After five years of serving as a Director of the Company, Ms Fiona Bennett has decided to retire at the conclusion of the AGM.

Resolution 2(a) – Mrs Margaret Zabel (non-executive director)

Clause 62 of the Company's Constitution allows the Directors of the Company to appoint a person as a Director to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not exceed the maximum number of Directors fixed in accordance with clause 59 of the Company's Constitution. A Director appointed under clause 62 of the Company's Constitution (other than the Managing Director) (and in accordance with the requirements of the ASX Listing Rules) holds office until the end of the next Annual General Meeting of the Company and is eligible for re-election at that Annual General Meeting.

Mrs Zabel was appointed by the Directors of the Company as a non-executive director on 3 October 2022. In accordance with clause 62 of the Company's Constitution, unless otherwise elected by shareholders of the Company, Mrs Zabel will cease to hold office at the end of the AGM.

Mrs Zabel is eligible for, and seeks election as, a Director of the Company.

Mrs Zabel joins the Board with extensive experience across numerous industries including FMCG, food, technology and communications. She currently holds two Board positions in ASX listed companies being The Reject Shop (ASX:TRS) and G8 Education Ltd (ASX:GEM). Additionally, Mrs Zabel holds Non-Executive Director roles in Collective Wellness Group and Fairtrade Australia & New Zealand.

Mrs Zabel has previously held senior executive roles across major organisations, including the CEO of Advertising Council Australia. She has extensive experience in business transformation, brand and marketing strategy, innovation, digital communications, customer experience and change leadership.

The Board considers that Mrs Zabel is an independent director.

The Board (with Mrs Zabel abstaining) unanimously recommends that shareholders vote in favour of the election of Mrs Zabel.

Resolution 2(b) – Mrs Michelle Somerville (non-executive director)

Clause 62 of the Company's Constitution allows the Directors of the Company to appoint a person as a Director to fill a casual vacancy or as an addition to the existing Directors, provided that the total number of Directors does not exceed the maximum number of Directors fixed in accordance with clause 59 of the Company's Constitution. A Director appointed under clause 62 of the Company's Constitution (other than the Managing Director) (and in accordance with the requirements of the ASX Listing Rules) holds office until the end of the next Annual General Meeting of the Company and is eligible for re-election at that Annual General Meeting.

Mrs Somerville was appointed by the Directors of the Company as a non-executive director on 13 December 2022. In accordance with clause 62 of the Company's Constitution, unless otherwise elected by shareholders of the Company, Mrs Somerville will cease to hold office at the end of the AGM.

Mrs Somerville is eligible for, and seeks election as, a Director of the Company.

Mrs Somerville joins the Board with extensive experience across professional services and non-executive directorships. She currently holds two Board positions (and is the Chair of their respective Audit Committees) in ASX listed companies, being Insignia Financial Ltd (ASX:IFL) and The GPT Group (ASX:GPT).

Mrs Somerville has previously been an audit partner at KPMG for nearly 14 years. This background, in addition to a variety of non-executive Director roles, has led to Mrs Somerville developing a deep understanding of business operations and their related value drivers. Strong governance and risk management processes along with an extensive understanding of financial reporting requirements and related improvement opportunities are also key areas of experience.

The Board considers that Mrs Somerville is an independent director.

The Board (with Mrs Somerville abstaining) unanimously recommends that shareholders vote in favour of the election of Mrs Somerville.

Resolution 3 – Participation by the Managing Director in the Long Term Incentive Plan (LTIP)

The appointment of Mr David Surveyor as the Company's Managing Director and Chief Executive Officer was announced to the market on 8 November 2022. Mr Surveyor will commence his role with the Company on 20 February 2023.

Capitalised terms not defined in this Explanatory Memorandum with respect to Resolution 3 have the meaning given to them in the LTIP.

Total Executive Reward

The executive pay and reward framework for Mr David Surveyor has three components:

- 1) fixed remuneration (including superannuation and salary sacrifice arrangements);
- 2) short term incentive – a variable reward opportunity dependent upon successful performance over the annual operating cycle that is paid in cash and Company shares; and
- 3) long term incentive – a variable reward opportunity dependent upon successful performance over a three year operating cycle that is paid in Company shares.

Together, these three components form Mr Surveyor's total remuneration opportunity. A summary of the key terms of the proposed grant of Awards to Mr Surveyor under the LTIP is set out below.

Grant to Mr Surveyor

Under ASX Listing Rule 10.14.1, no director can acquire securities under an employee incentive scheme without shareholder approval.

Resolution 3 is proposed for the purpose of approving the participation by Mr Surveyor (appointed Managing Director) in the LTIP.

The Company proposes to issue to Mr Surveyor Awards with an annualised full vested face value of \$1,026,480 (being 61.1% of the full year entitlement of \$1,680,000 based on Mr Surveyor's start date). The number of Awards issued will be determined by dividing the full vested face value by the volume weighted average market price (as defined in the ASX Listing Rules) of fully paid ordinary shares in the Company over the 10 days preceding the date of the AGM (27 February 2023).

The prorated allocation of \$1,026,480 face value reflects a base case maximum opportunity value from the LTIP.

Each Award will constitute the right to acquire, for nil consideration, one (1) fully-paid ordinary share in the Company, if the Award vests and becomes exercisable as described below. No amount is payable by Mr Surveyor on either the grant or the exercise of an Award. Awards are also known as 'Performance Rights', which term is used interchangeably with 'Awards', which is the term used in the LTIP rules.

If approved, the Awards will be issued to Mr Surveyor as soon as practical following Shareholder approval and expected by 31 March 2023.

The Performance Period of the Awards will commence on 01 October 2022 and concludes on 30 September 2025.

Testing in respect of a Performance Period will be undertaken by an independent third party as soon as practical after the end of that Performance Period, but not before the Company's Auditors have completed their audit of the Company's accounts and financial statements for the final year of the Performance Period.

Justification and Reasonableness

The non-executive directors believe that the continued success of the Company will depend in large measure on the skills, motivation and leadership of Mr Surveyor in overseeing the management of the Company's operations and strategy. The non-executive directors have taken into account the nature of Mr Surveyor's position, the function and purpose of the long term incentive component of the Company's remuneration strategy, benchmarking against the practices of its Australian peer companies and other relevant information provided by external remuneration consultants. The non-executive directors consider that the grant of these Awards is an appropriate form of incentive remuneration and is part of a reasonable total reward package (taking into account the Company's and Mr Surveyor's respective circumstances).

Performance Criteria – Total Shareholder Return and Average Return on Capital Employed

The proportional allocation of the performance criteria is as follows:

Total Shareholder Return	50%
Average Return on Capital Employed	50%

In order to drive performance or particular behaviours, the following structure has been applied to variable remuneration setting, such that there is a scale of outcomes where possible (not applicable to binary measures):

- **Threshold:** this is the minimum level of performance that would be seen as deserving of reward. Typically, this is set just below budget or targets where the budget or targets are challenging but achievable, and ought to have a probability of $\geq 80\%$ of being achieved. The reward associated with this outcome is 25% of the available vesting % of the applicable tranche;
- **Target:** this is the outcome that is focussed on and is expected to represent a challenging but achievable goal or goals. Targets should have a probability of being achieved of around 50% - 60%. The reward associated with this outcome is 50% of the available vesting % of the applicable tranche; and
- **Stretch:** this is the upper limit of possible outcomes that are planned for and typically represents a very challenging goal that is unlikely to be achieved, and should have a probability of being achieved of around $\leq 10\%$. As this is aligned with outstanding performance, this is associated with a reward that is 100% of the available vesting % of the applicable tranche.

It is often the case that outcomes between these set levels produce rewards that are calculated on a pro-rata basis where practical.

The ability of Mr Surveyor to exercise the Awards proposed to be issued to him is subject to satisfaction of Conditions comprising the performance criteria that is based on the Company's performance over the relevant Performance Period and determined by reference to the following criteria:

- 1) Total Shareholder Return (**TSR**) - to be determined by comparing the Company's TSR over the Performance Period with the vesting scale detailed below. Compound annual growth rate (**CAGR**) is used to reflect TSR.

Performance Level	Absolute TSR (CAGR) Over Performance Period	Vesting % of Tranche
Stretch	$\geq 20\%$	100%
Between Target & Stretch	$> 10\%$ & $< 20\%$	Pro-rata
Target	10%	50%
Between Threshold and Target	$> 5\%$ & $< 10\%$	Pro-rata
Threshold	5%	25%
Below Threshold	$< 5\%$	0%

Note: CAGR = Compound Annual Growth Rate.

10% CAGR is approximately the average TSR CAGR achieved by ASX listed companies over the long term.

5% CAGR over 3 years = 16% growth, 10% CAGR over 3 years = 33% growth, and 20% CAGR over 3 years = 73% growth.

- 2) Return on Capital Employed (**ROCE**) is included as part of the performance criteria in line with the company's position to improve targeted levels of capital return. The reported annual ROCE will be measured against the company's average (over a three-year period) weighted average cost of capital (**WACC**) as determined by an independent expert and agreed by the Board. The WACC will be used as a guide to setting the required measures and is likely to change annually as a result of adjustments to interest rates, risk factors and strategic decisions.

ROCE vesting will be determined by comparing the average ROCE achieved by the Company over the Performance Period with the following vesting scale:

Performance Levels	SHV's Pre tax Average ROCE Over Measurement Period	Vesting %
Stretch	ROCE achieved of 14.0%	100%
Between Target and Stretch	$>$ ROCE achieved of 9.8% & $<$ ROCE achieved of 14.0%	Pro-rata
Target	ROCE achieved of 9.8%	50%
Between Threshold and Target	$>$ ROCE achieved of 7.0% & $<$ ROCE achieved of 9.8%	Pro-rata
Threshold	ROCE achieved of 7.0%	25%
Below Threshold	ROCE achieved less than 7.0%	0%

Average ROCE will be calculated by applying the following formula:

$$\text{Average ROCE} = \frac{\text{Yr. 1 EBIT} + \text{Yr. 2 EBIT} + \text{Yr. 3 EBIT}}{\text{Yr. 1 Cap. Employed} + \text{Yr. 2 Cap Employed} + \text{Yr. 3 Cap Employed}}$$

Exercise of Award

Any Award that vests may be exercised after the performance measurement calculation is made which will follow the release of the audited financial report of the Company's consolidated entity for the final year of the three year Performance Period. Any Awards that do not vest because they do not satisfy applicable Performance Conditions will lapse.

In the event of any capital reconstruction (such as a bonus issue or rights issue, demerger, share split or consolidation), the number of Awards may be adjusted, at the discretion of the Board, in proportion to the impact of the capital reconstruction. Where the Company raises capital to fund growth initiatives, the Board does not expect any adjustments to be made, as such initiatives are expected to be value per Share accretive.

Shareholder approval for the grant of the Awards is sought for the purposes of ASX Listing Rule 10.14 which provides that a Company must not permit a director to acquire securities under an employee incentive scheme without the approval of Shareholders, where that acquisition of securities is by way of an issue of new securities.

Approval under ASX Listing Rule 10.14 is an exception to the prohibition on a Company issuing shares to related parties under Listing Rule 10.11. If approval is given for the purposes of ASX Listing Rule 10.14 approval is not required under ASX Listing Rule 7.1 (i.e. the 15% Rule).

Subject to Shareholder approval, the Awards will be granted on the terms and conditions set out in this Explanatory Memorandum.

Requirements of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided to Shareholders to allow them to assess the proposed grant of Awards:

- (a) Mr Surveyor's current annualised remuneration package consists of:
 - (i) Fixed Remuneration (including superannuation) of \$1,050,000;
 - (ii) Potential Short Term Incentive of up to 80% of Fixed Remuneration based on agreed performance measures; and
 - (iii) Potential Long Term Incentive of up to 160% of Fixed Remuneration based on agreed performance measures;
- (b) Mr Surveyor falls under ASX Listing Rule 10.14.1 as Managing Director of the Company;
- (c) if approval is granted for the proposed Awards issue to Mr Surveyor, then it is intended to make grants of smaller amounts of Awards under identical performance conditions to selected executives under the LTIP;
- (d) the issue of Awards to be made pursuant to the LTIP will be made on or around 31 March 2023;
- (e) no Awards nor fully paid ordinary shares in the Company have previously been issued to Mr Surveyor under the LTIP as Mr Surveyor's position as Managing Director will only commence on 20 February 2023;
- (f) the maximum number of Awards that may be acquired by Mr Surveyor will be calculated by dividing \$1,026,480 by the volume weighted average market price (as defined in the ASX Listing Rules) over the 10 days preceding the date of the AGM (27 February 2023) (**10 Day VWAP**);

- (g) if all of the performance hurdles applicable to Mr Surveyor during the three year performance period are achieved, and Mr Surveyor seeks to exercise each of his Awards, he would receive the maximum of \$1,026,480 divided by the 10 Day VWAP up to 27 February 2023 shortly after the release of the audited financial statements of the Company consolidated entity for the year ending 30 September 2025;
- (h) no amount is payable by Mr Surveyor to acquire the Awards (other than the provision of services to the Company) or upon the exercise of an Award (but the relevant performance criteria must first be satisfied before Awards can be exercised);
- (i) a voting exclusion statement is included in the Notice of Meeting (of which this Explanatory Memorandum forms part);
- (j) no loan is being made available to Mr Surveyor by the Company in connection with this LTIP arrangement;
- (k) in the non-executive directors' shared view, it is in the best interests of shareholders to approve the share-based LTIP arrangement for the Company's appointed Managing Director, Mr Surveyor, because it will align appropriately his potential total remuneration with shareholder returns due to the challenging performance hurdles the Company must achieve for the LTIP components to become exercisable; and
- (l) details of any securities issued under the LTIP will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after the resolution is approved and who are not named in the notice of meeting will not participate until approval is obtained under that ASX Listing Rule.

Summary of key terms of the LTIP

This summary applies to the LTIP terms applicable to the proposed issue of Awards to Mr Surveyor.

Holding of Awards

The Board imposes restrictions on dealing by a Participant with vested Awards or Shares. The Board has determined that, in respect of the Awards proposed to be issued pursuant to Resolution 3, the Participant may not dispose of more than 50% of their Shares issued on exercise of Awards until the Participant's holding is equal to the Participant's fixed annual remuneration, or the Participant ceases employment with the Company. The Board may waive or vary this restriction at its discretion, for example in the case of illness or other hardship.

Board discretion

The Board may waive, amend or replace any performance measure in a Performance Condition attaching to an Award if the Board determines that the original Performance Condition is no longer appropriate or applicable or results in the interests of the Participant no longer being aligned with that of Shareholders provided that the interests of the relevant Participant are not, in the opinion of the Board, materially prejudiced or advantaged relative to the position reasonably anticipated at the time of the grant.

The performance hurdles may be adjusted by the Board so that they fairly and reasonably reflect the effect of any reconstruction on the Company's growth targets.

The Board may also alter the terms of the LTIP following a share issue or capital reconstruction to ensure Participants are not unfairly diluted.

Cessation of a Participant's employment

Generally, if termination of employment occurs within the first year of the Measurement Period some of the Performance Rights will be forfeited in the proportion that the remainder of the first year of the Measurement Period bears to a full year. Remaining Performance Rights will continue to be held for testing for vesting at the end of the Measurement Period.

The Board retains discretion to determine whether Awards either vest, lapse or are forfeited on cessation of a Participant's employment.

Awards will lapse or be forfeited where the Participant has acted fraudulently, dishonestly or in breach of his or her obligations to Select Harvests.

Change in control

If a change of control event occurs, such as a successful takeover bid for the Company, a scheme of arrangement or other compromise (**Change of Control Event**), the Board may determine that all or a specified number of a Participant's Awards will vest, having regard to the performance criteria applicable to the grant of the Awards (**Accelerated Vesting**).

If a Change of Control Event occurs and the Board does not make a determination that Awards will vest or determines that some but not all of the Awards granted to a Participant will vest, any Awards that have not vested will lapse, unless the Board determines otherwise.

The non-executive directors unanimously recommend that shareholders vote in favour of Resolution 3.

Need assistance?

**Phone:**

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

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Saturday, 25 February 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 182116

SRN/HIN:

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Select Harvests Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Select Harvests Limited to be held at the Fairmont Room at the Park Hyatt Hotel, 1 Parliament Square, Melbourne, VIC 3002 on Monday, 27 February 2023 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Items 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 3 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(a)	Election of Mrs Margaret Zabel as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2(b)	Election of Mrs Michelle Somerville as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Participation by the Managing Director in the Long-Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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