
NEW ZEALAND COASTAL SEAFOODS LIMITED
ACN 124 251 396
NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 2:00 PM Sydney time

DATE: Thursday 30 November 2023

PLACE: Automic, Deutsche Bank Tower, Level 5, 126 Phillip St, Sydney.

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 PM (Sydney time) on 28 November 2023.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2023."

Voting Exclusion Statement

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- A member of Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; and
- A Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP 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 on Resolution 1 that vote will be disregarded by the Company (as indicated above). Please read the information in the Proxy Form which deals with the Chairman's voting of proxies on Resolution 1 to adopt the Remuneration Report.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – CATALDO MICCIO

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purpose of clause 15.2 of the Constitution, and for all other purposes, Cataldo Miccio, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO CHAIRMAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 17,416,660 fully paid ordinary shares to Mr Cataldo Miccio or his nominee(s) in lieu of Director's

fees, on the terms set out in the Explanatory Statement accompanying this Notice."

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 20,000,000 fully paid ordinary shares to Mr Peter Chai or his nominee(s) in lieu of Director's fees, on the terms set out in the Explanatory Statement accompanying this Notice."

6. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO COMPANY SECRETARY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholder approval is given for the Company to issue 12,000,000 fully paid ordinary shares to Mr Brett Crowley or his nominee(s) in lieu of director fees, on the terms set out in the Explanatory Statement accompanying this Notice."

7. RESOLUTION 6 – CONSOLIDATION OF SHARE CAPITAL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated through the conversion of every 10 Shares into 1 Share and that any resulting fractions of a Share be rounded up to the nearest whole number of Shares (such that the existing 1,654,010,062 Shares on issue be consolidated to approximately 165,401,006 Shares)."

8. RESOLUTION 7 – AMENDMENT OF PERFORMANCE RIGHTS TERMS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for the purposes of Listing Rule 6.23.4, approval is given for the terms of the A class Performance rights and B class Performance rights to be amended on the terms set out in the Explanatory Statement accompanying this Notice."

9. RESOLUTION 8 – APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That having consented to act in writing, Byron Audit Pty Limited be appointed as auditor of the Company effective from the date of this meeting."

10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement."

Dated: 26 October 2023

**By order of the Board
Brett Crowley
Company Secretary**

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.nzcs.co.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3 Voting Exclusion Statement

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast in respect of Resolution 1 by:

- A member of Key Management Personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; and
- A Closely Related Party of such a member.

However, the Company will not disregard a vote cast in respect of Resolution 1 if it is cast by a person as proxy appointed in writing that directs the proxy how to vote on Resolution 1, and the vote is not cast on behalf of a member of KMP, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member.

If you are a member of the KMP 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 on Resolution 1 that vote will be disregarded by the Company (as indicated above). Please read the information in the Proxy Form which deals with the Chairman's voting of proxies on Resolution 1 to adopt the Remuneration Report.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – CATALDO MICCIO

3.1 General

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Cataldo Miccio, who has served as a Director since 25 July 2019 and was last re-elected on 30 November 2020, retires by rotation and seeks re-election.

3.2 Qualifications and other material directorships

Prior to co-founding New Zealand Coastal Seafoods, Mr Miccio was the mayor of Nelson, New Zealand, and prior to that served as a Councillor of Nelson, beginning in 2007. In 2010, Mr Miccio successfully sold Bissi Ltd, an apparel company he had started in 1998. He is also former Managing Director of KELA and is the current chairman of Medical Kiwi Ltd.

4. RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES TO CHAIRMAN

4.1 General

The Company seeks shareholder approval for the issue of shares to the Company Chairman, Cataldo Miccio, in lieu of outstanding Director fees, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As Executive Chairman, Mr Miccio is entitled to \$104,5000 per annum. An amount of \$34,833 is outstanding to Mr Miccio for the four months ended 31 October 2023.

Given the stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Mr Miccio has agreed to forego cash payment of the amount set out above, and instead to be issued shares in lieu of these cash payments, subject to shareholder approval being obtained.

The Company seeks shareholder approval pursuant to ASX Listing Rule 10.11 to issue fully paid ordinary shares in lieu of the outstanding Director fees owed by the Company to the Chairman, as detailed above.

The shares the subject of Resolution 3 will be issued at \$0.002 per share, being the closing price on 13 October 2023.

If shareholder approval is received for Resolution 3 and the Company issues the Shares to the Chairman, there will be no outstanding fees owed by the Company to the Chairman up until 31 October 2023.

An alternative to the issue of the shares to the Chairman would be to make payment of his Directors' fees in cash. Whilst the Board is mindful of the need to minimise dilution to shareholders, the Board considers this share-based payment arrangement to be an appropriate and responsible cash-free method of reducing corporate overhead expenditures, whilst concurrently aligning the interests of the Chairman and the Directors with that of shareholders. The Board will continue to assess the suitability of this share-based payment arrangement with regard to the Company's cash flow and general financial position.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Shares to Mr Miccio within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Shares and will instead pay the outstanding directors fees in cash.

4.2 ASX Listing Rules

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. The Chairman is a related party of the Company by virtue of section 228(2) of the Corporations Act.

Accordingly, Resolution 3 seeks shareholder approval under ASX Listing Rule 10.11 to allow issues of shares to a related party.

If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the shares issued pursuant to Resolution 3 will not deplete the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

4.3 Approval not sought under Chapter 2E of the Corporations Act

For the purposes of Chapter 2E, the Chairman is a related party of the Company for the reasons described above.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.

One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

The share issue proposed under Resolution 3 relates to the amount of Directors' fees referred to above, and is the result of the agreement of the Chairman to forego cash payments for normal remuneration as a director of the Company.

Therefore, the shares proposed to be issued pursuant to Resolution 3 do not constitute additional payments to him.

In the view of the Board, the issue of the shares to the Chairman in lieu of foregone cash fees constitutes "reasonable remuneration" and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider that the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give him the financial benefit that is inherent in the issue of shares pursuant to Resolution 3.

4.4 Specific information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:

Person to be issued with shares	Mr Cataldo Miccio
Status of Mr Miccio	Mr Miccio falls within ASX Listing Rule 10.11.1 as he is a director of the Company.
Number of securities to be issued	Maximum of 17,416,660 fully paid ordinary shares.
Date for issue and allotment of shares	If shareholder approval is obtained for Resolution 3, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.
Issue price of securities	\$0.002 per share.
Use of funds raised	There will be no funds raised from the issue of the Shares; however, upon the issue of the Shares, the Company will be relieved from its obligations to pay the corresponding Chairman's fees in cash.

4.5 Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Cataldo Miccio and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

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

- A person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- The chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

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

5. RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO MANAGING DIRECTOR

5.1 General

The Company seeks shareholder approval for the issue of shares to the Company Managing Director, Peter Chai, in lieu of outstanding Director fees, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As Managing Director, Mr Chai is entitled to \$80,000 per annum. An amount of \$40,000 is outstanding to Mr Chai for the six months ended 31 October 2023.

Given the stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Mr Chai has agreed to forego cash payment of the amount set out above, and instead to be issued shares in lieu of these cash payments, subject to shareholder approval being obtained.

The Company seeks shareholder approval pursuant to ASX Listing Rule 10.11 to issue fully paid ordinary shares in lieu of the outstanding Director fees owed by the Company to the Managing Director, as detailed above.

The shares the subject of Resolution 4 will be issued at \$0.002 per share, being the closing price on 13 October 2023.

If shareholder approval is received for Resolution 4 and the Company issues the Shares to the Managing Director, there will be no outstanding fees owed by the Company to the Managing Director up until 31 October 2023.

An alternative to the issue of the shares to the Managing Director would be to make payment of his Directors' fees in cash. Whilst the Board is mindful of the need to minimise dilution to shareholders, the Board considers this share-based payment arrangement to be an appropriate and responsible cash-free method of reducing corporate overhead expenditures, whilst concurrently aligning the interests of the Managing Director with that of shareholders. The Board will continue to assess the suitability of this share-based payment arrangement with regard to the Company's cash flow and general financial position.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Shares to Mr Chai within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Shares and will instead pay the outstanding directors fees in cash.

5.2 ASX Listing Rules

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. The Managing Director is a related party of the Company by virtue of section 228(2) of the Corporations Act.

Accordingly, Resolution 4 seeks shareholder approval under ASX Listing Rule 10.11 to allow issues of shares to a related party.

If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the shares issued pursuant to Resolution 4 will not deplete the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

5.3 Approval not sought under Chapter 2E of the Corporations Act

For the purposes of Chapter 2E, the Managing Director is a related party of the Company for the reasons described above.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.

One exception to the general rule is where the benefit constitutes "reasonable remuneration" in respect of the duties and responsibilities of the related party in the management of the public company.

The share issue proposed under Resolution 4 relates to the amount of Directors' fees referred to above, and is the result of the agreement of the Managing Director to forego cash payments for normal remuneration as a director of the Company. Therefore, the shares proposed to be issued pursuant to Resolution 4 do not constitute additional payments to him.

In the view of the Board, the issue of the shares to the Managing Director in lieu of foregone cash fees constitutes "reasonable remuneration" and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider that the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give him the financial benefit that is inherent in the issue of shares pursuant to Resolution 4.

5.4 Specific information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:

Person to be issued with shares	Mr Peter Chai
Status of Mr Chai	Mr Chai falls within ASX Listing Rule 10.11.1 as he is a director of the Company.

Number of securities to be issued	Maximum of 20,000,000 fully paid ordinary shares.
Date for issue and allotment of shares	If shareholder approval is obtained for Resolution 4, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.
Issue price of securities	\$0.002 per share.
Use of funds raised	There will be no funds raised from the issue of the Shares; however, upon the issue of the Shares, the Company will be relieved from its obligations to pay the corresponding Chairman's fees in cash.

5.5 Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Peter Chai and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons.

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

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

6. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO COMPANY SECRETARY

6.1 General

The Company seeks shareholder approval for the issue of shares to non-executive director and Company Secretary, Brett Crowley, in lieu of outstanding fees, without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As Company Secretary, Mr Crowley is entitled to \$4,000 per month. An amount of \$24,000 is outstanding to Mr Crowley for the 6 months ended 31 October 2023.

Given the stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, Mr Crowley has agreed to forego cash payment of the amount set out above, and instead to be issued shares in lieu of these cash payments, subject to shareholder approval being obtained.

The Company seeks shareholder approval pursuant to ASX Listing Rule 7.1 to issue fully paid ordinary shares in lieu of the outstanding fees owed by the Company to Mr Crowley, as detailed above.

The shares the subject of Resolution 5 will be issued at \$0.002 per share, being the closing price on 13 October 2023.

If shareholder approval is received for Resolution 5 and the Company issues the Shares, there will be no outstanding fees owed by the Company to Mr Crowley until 30 November 2023.

An alternative to the issue of the shares to Mr Crowley would be to make payment of his director fees in cash. Whilst the Board is mindful of the need to minimise dilution to shareholders, the Board considers this share-based payment arrangement to be an appropriate and responsible cash-free method of reducing corporate overhead expenditures. The Board will continue to assess the suitability of this share-based payment arrangement with regard to the Company's cash flow and general financial position.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Shares to Mr Crowley within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Shares and will instead pay the outstanding directors fees in cash.

6.2 ASX Listing Rules

The Company is seeking approval for the issue of the shares for the purposes of ASX Listing Rule 7.1 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need arises in the next 12 months.

6.3 Specific information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:

Person to be issued with shares	Mr Brett Crowley or nominee
Number of securities to be issued	Maximum of 12,000,000 fully paid ordinary shares.
Date for issue and allotment of shares	If shareholder approval is obtained for Resolution 5, the Company will issue the Shares as soon as is practicable after the Meeting, or in any event no later than 1 month after the date of the Meeting.

Issue price of securities	\$0.002 per share
Use of funds raised	There will be no funds raised from the issue of the Shares; however, upon the issue of the Shares, the Company will be relieved from its obligations to pay the fees in cash.

6.4 Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Brett Crowley or a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) any of associates of those persons.

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

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

7. RESOLUTION 6 – CONSOLIDATION OF SHARE CAPITAL

7.1 General

The Company currently has on issue 1,654,010,062 ordinary fully paid shares.

The Directors consider that it is appropriate to rationalise the number of shares the Company will have on issue by consolidating the share capital of the Company on a one for 10 basis. The consolidation will both reduce the number of Shares on issue and increase the share price, theoretically by a multiple of 10 times the share price prior to the consolidation.

The rationale behind the consolidation is that the share price remains low in relative terms. The Company's advice is that a higher share price is generally more attractive to institutional investors, financiers and fund managers.

If the consolidation of capital proceeds, the number of Shares on issue will be 165,401,006 subject to rounding discussed below.

The Company currently has on issue the following Options and Performance Rights. If Shareholders approve the consolidation, the number of Options and Performance Rights will change, as well as the exercise price, as set out in the following table.

Security	Number	Number
	Pre-Consolidation	Post-consolidation
Ordinary shares	1,654,010,062	165,401,006
Listed options	180,000,000	18,000,000
Performance rights	31,500,000	3,150,000
Options	211,751,257	21,175,125

The Corporations Act allows a consolidation of share capital provided shareholders agree by ordinary resolution.

If Resolution 6 is not passed, the consolidation cannot happen and the number of Shares, Options and Performance Rights will not change.

7.2 Fractional entitlements

The directors have decided that where a Holder's holding of shares, options or performance rights is not divisible by attend, fractional holding is left following the consolidation, that holding will be rounded up to the nearest whole number.

7.3 Effect of consolidation

The effect of consolidation will be to reduce the number of shares, options and performance rights on issue as set out above, and increase the exercise price of the options. The consolidation is not a reduction in capital and therefore there should be no impact on the value of individual holdings as a result of the consolidation, because seeks securities holder will still hold the same percentage interest in the company as they held previously as shares and options are listed on the ASX, the market price of shares and options is of course impacted by a number of factors, meaning that, over time, the share price or options price may increase or decrease, and directors can give no guarantees concerning the share or option is price.

7.4 Timetable for consolidation

An indicative timetable for the consolidation process is as follows:

Event	2023
Effective date of consolidation, being the date of the AGM to approve consolidation	30 November
Last day for trading in pre-consolidation securities	1 December
Trading in post-consolidation shares commences on a deferred settlement basis	4December

Record date	5 December
Last day for company to register transfers on a pre-consolidation basis.	
First day for company to update its register and to send holding statements to security holders reflecting the change in the number of securities shares they hold .	6 December
Last day for entity to update its register and to send holding statements to security holders reflecting the change in the number of securities they hold and to notify ASX that this has occurred.	12 December

8. RESOLUTION 7 – AMENDMENT OF INCENTIVE PERFORMANCE RIGHTS TERMS

8.1 General

At the 2020 AGM of the Company, Shareholders approved the issue of incentive performance rights (**Rights**) to directors. The terms and conditions of the Rights were set out in Schedule 1 to the Notice of Meeting. The terms and conditions did not include a provision that the Rights would lapse upon the director ceasing to hold office in the Company.

The Company seeks shareholder approval under Listing Rule 6.23.4 for the inclusion of a provision in the terms and conditions of the Rights so that upon ceasing office, the Rights held by the former officeholder will lapse.

Listing Rule 6.23.4 provides that a change to the terms of options (which for the purposes of the Listing Rules includes performance rights) which is not prohibited by Listing Rule 6.23.3, can only be made if the holders of ordinary shares in the company approve the change. Therefore, the change proposed pursuant to this Notice can only be made with approval of shareholders of the Company.

It is proposed that the following provision be added as the first sentence to paragraph (b):

“Each of the Performance Rights shall lapse upon the holder ceasing to be employed by the Company or ceasing to hold office as a director.”

In seeking shareholder approval for this Resolution, the Board notes:

- The notice of meeting for the 2020 AGM states that the issue of the Rights has been made after considering “...current market standards and/or practices of other ASX listed companies...”
- The Board notes that it the current market standard and practice of ASX listed companies which issue of performance rights to include a provision that the rights terminate upon the holder ceasing to be employed or hold office with the company.
- The notice of meeting for the 2020 AGM stated that the purpose of the issue of the Rights was to provide a performance linked incentive to align the interests of the directors being issued the Rights with those of shareholders and to motivate and reward the performance of those

individuals in their roles as directors. It is therefore clear that the then directors in drafting the notice of meeting intended the rights to motivate and reward those individuals as current directors and not to reward them as past directors at a time when they are having no influence or effect on the performance of the Company.

Accordingly, the Board believes that the inclusion of a provision under which the Rights would lapse upon the director ceasing to hold office was an oversight of the Board at the time and that therefore, it is appropriate to amend the terms as set out in this Resolution 7.

If shareholder approval is received for Resolution 7, the terms of the Rights will be amended to include a provision which will result in the Rights lapsing upon the holder ceasing to be employed by the Company or ceasing to hold office as a director. If shareholder approval is not received, there will be no change to the terms of the Rights.

8.2 Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 7 by a person who holds a Right or any of associates of that person.

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

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

9. RESOLUTION 8 –APPOINTMENT OF AUDITOR

On 22 August 2023, Crowe Perth resigned as auditor of the Company. Pursuant to section 327C of the Act, the Company appointed Byron Audit Pty Ltd as auditor until the next AGM of the Company.

Under Section 327B of the Act, the Company must appoint an auditor to fill any vacancy in the office of auditor at its AGM. The Directors propose that Byron Audit Pty Ltd be appointed as the Company's auditor effective from the date of the Meeting.

10. RESOLUTION 9 – APPROVAL OF 7.1A MANDATE

10.1 General

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

However, under Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**7.1A Mandate**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Resolution 9 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

10.2 Technical information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

(a) Period for which the 7.1A Mandate is valid

The 7.1A Mandate will commence on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of this Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

(b) Minimum Price

Any Equity Securities issued under the 7.1A Mandate must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in Section 10.2(b)(i), the date on which the Equity Securities are issued.

(c) **Use of Funds Raised under the 7.1A Mandate**

The Company intends to use funds raised from issues of Equity Securities under the 7.1A Mandate for:

- (i) advancing the Company's existing operations, including sales and marketing buildout, accelerating product development, expanding production capacity and capitalising on further opportunities;
- (ii) the acquisition of new businesses, assets, and investments (including expenses associated with such an acquisition);
- (iii) general working capital.

(d) **Risk of Economic and Voting Dilution**

Any issue of Equity Securities under the 7.1A Mandate will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 7.1A Mandate, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 13 October 2023.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 7.1A Mandate.

		Dilution			
Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.001	\$0.002	\$0.004
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	1,654,010,062	165,401,006	\$165,401	\$330,802	\$661,604
50% increase	2,481,015,093	248,101,509	\$248,102	\$496,203	\$992,406
100% increase	3,308,020,124	330,802,012	\$330,802	\$661,604	\$1,323,208

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. There are currently 1,654,010,062 Shares on issue.
2. The issue price set out above is the closing market price of the Shares on the ASX on 13 October 2023.
3. The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
4. The issue of Equity Securities under the 7.1A Mandate consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(e) Allocation policy under the 7.1A Mandate

The recipients of the Equity Securities to be issued under the 7.1A Mandate have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 7.1A Mandate, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue, share purchase plan, placement or other offer where existing Shareholders may participate;

- (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).
- (f) **Previous approval under Listing Rule 7.1A**

The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12 months preceding the 2023 AGM.

10.3 Voting Exclusion Statement

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means New Zealand Coastal Seafoods Limited ACN 124 251 396.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities has the same meaning as "equity security" as chapter 19 of the Listing Rules.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.



NEW ZEALAND COASTAL SEAFOODS LIMITED | ABN 16 124 251 396

Your proxy voting instruction must be received by **02.00pm (AEDT) on Tuesday, 28 November 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

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