

20 May 2022

Dear Shareholder

General Meeting – Notice and Proxy Form

Notice is hereby given that the General Meeting of Shareholders of New Zealand Coastal Seafoods Limited (ACN 124 251 396) (**Company**) will be held at **4pm (AWST) on Tuesday, 21 June 2022** both physically at the Victory Offices Perth, Level 17/2 The Esplanade, Perth WA 6000, and also by Virtual Meeting Facility (refer to details below) (**Meeting**).

Pursuant to the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be dispatching physical copies of the Notice of Meeting (**Notice**). Instead, a copy of the Notice is available on the ASX Company's Announcement Platform at www2.asx.com.au (ASX:NZS).

If you have elected to receive notices by email, a copy of your personalised proxy form will be emailed to you. If you have not elected to receive notices by email, a copy of your personalised proxy form will be posted to you, together with this letter for your convenience.

All shareholders will be able to participate in the Meeting by:

- (a) attending the meeting either in person at the address noted above, or via the Virtual Meeting Facility, and voting their Shares at the Meeting on Tuesday, 21 June 2022 at 4pm (AWST);
- (b) voting prior to the Meeting by lodging your proxy instructions by no later than 48 hours prior to the Meeting (by 4:00pm (AWST) on 19 June 2022) either by:
 - **voting online at** <https://investor.automic.com.au/#/loginsah>; or
 - **lodging a proxy form**, as follows:
 - **by post to:** Automic, GPO Box 5193, Sydney, NSW, 2001; or
 - **in person to:** Automic, Level 5, 126 Phillip Street, Sydney, NSW, 2000; or
 - **by email to:** meetings@automicgroup.com.au; or
 - by any other means permitted on the proxy form;

Your proxy voting instruction must be received not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

- (c) lodging questions in advance of the Meeting by emailing the questions to Winton Willesee, Chairman and Non-Executive Director at winton@azc.com.au, by no later than 16 June 2022.

New Zealand Coastal Seafoods Limited

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Virtual Meeting Facility

If you are a shareholder and wish to attend the Meeting via Virtual Meeting Facility, please follow the below step-by-step process to be able to access, vote and ask questions at the Meeting:

1. Open your internet browser and go to investor.automic.com.au.
2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the Meeting to ensure there is no delay in attending the virtual Meeting.**
3. After logging in, a banner will be displayed at the top once the Meeting is open for registration, click on “**View**” when this appears.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the Virtual Meeting Facility where you can join and listen to the Meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen.
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice, please contact the Company’s share registry, Automic Registry Services on, 1300 288 664 (within Australia) or +61 2 9698 5414 (overseas).

This announcement is authorised for market release by the Board of Directors.

Yours sincerely



Winton Willesee

Chairman and Non-Executive Director

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

Notice is given that the Meeting will be held at:

TIME: 4:00PM (AWST)

DATE: 21 June 2022

PLACE: Hybrid Meeting: Victory Offices Perth, Level 17/2 The Esplanade, Perth WA 6000 and by Virtual Meeting Facility

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 4:00pm (AWST) on 19 June 2022.

In light of the uncertainty and potential health risks created by the COVID-19 pandemic, the Company encourages Shareholders to take into account any Government restrictions in place at the date of the Meeting and to consider the implications of attending the General Meeting in person.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PLACEMENT SHARES – LISTING RULE 7.1

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 7.4 and for all other purposes, Shareholders ratify the issue of 122,050,754 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – RATIFICATION OF PLACEMENT SHARES – LISTING RULE 7.1A

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 7.4 and for all other purposes, Shareholders ratify the issue of 77,949,246 Shares to Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue 100,000,000 Options to the Placement Participants on the terms and conditions set out in the Explanatory Statement."

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – APPROVAL TO ISSUE SPP SECURITIES

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 7.1 and for all other purposes, approval is given for the Company to issue up to 160,000,000 Shares, together with one free attaching Option for every two Shares subscribed for and issued (being, up to 80,000,000 Options) to the SPP Participants on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

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 7.1 and for all other purposes, approval is given for the Company to issue 30,000,000 Options to the Lead Manager (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

6. RESOLUTION 6 – REPLACEMENT OF CONSTITUTION

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

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes.”

Dated: 18 May 2022



By order of the Board

**Winton Willesee
Chairman**

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the following persons:

Resolution 1 – Ratification of Prior issue of Placement Shares – Listing Rule 7.1	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 2 – Ratification of Prior issue of Placement Shares – Listing Rule 7.1A	A person who participated in the issue or is a counterparty to the agreement being approved (namely, the Placement Participants) or an associate of that person or those persons.
Resolution 3 – Approval to issue Placement Options	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 Company) (namely, the Placement Participants or an associate of that person (or those persons)).
Resolution 5 - Approval to issue Lead Manager Options	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 Company) (namely, the Lead Manager (or its nominee/s) or an associate of that person (or those persons)).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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
- (c) 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 the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Hybrid Meeting Format

Please note the Company is providing the option for Shareholders to participate in the Meeting in person or by virtual meeting facility.

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.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting online via virtual meeting facility

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "View" when this appears
4. Click on "Register" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "Refresh" to be taken to the voting screen
7. Select your voting direction and click "confirm" to submit your vote. Note that you cannot amend your vote after it has been submitted.

You may still attend the meeting and vote in person or at the virtual Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Meeting will not revoke your proxy appointment unless you actually vote at the Meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9389 3170.

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. BACKGROUND TO RESOLUTIONS

1.1 Placement

On 31 March 2022, the Company announced that it had received firm commitments to raise \$1,000,000 under a placement to unrelated professional and sophisticated investors through the issue of 200,000,000 Shares at an issue price of \$0.005 per Share (**Placement Shares**) (**Placement**). The Company has agreed, subject to obtaining Shareholder approval, to issue participants in the Placement (**Placement Participants**), one free attaching Option for every two Placement Shares subscribed for and issued under the Placement (being, 100,000,000 Options) (**Placement Options**).

The Placement Options are exercisable at \$0.01 each, on or before the date that is three years from the date of issue. The full terms and conditions of the Placement Options are set out in Schedule 1

On 6 April 2022, the Company issued 122,050,754 Placement Shares pursuant to the Company's existing placement capacity under Listing Rule 7.1 and 77,949,246 Placement Shares pursuant to the Company's existing placement capacity under Listing Rule 7.1A. Accordingly, the Company is seeking Shareholder approval to ratify the issues of Placement Shares pursuant to Listing Rule 7.4 under Resolutions 1 and 2.

In addition, the Company is seeking Shareholder approval for the issue of the Placement Options under Listing Rule 7.1 to the Placement Participants pursuant to Resolution 3.

Peak Asset Management (**Peak**) has been engaged as lead manager and corporate advisor to the Placement (**Lead Manager**). In consideration for its services to the Company, Peak will receive the following fees:

- (a) a capital raising fee of 6% of the total amount raised under the Placement (plus GST); and
- (b) subject to Shareholder approval, the issue of 30,000,000 Options on the same terms and conditions as the Placement Options (the **Lead Manager Options**).

The full terms and conditions of the Lead Manager Options are set out in Schedule 1. The Company is seeking Shareholder approval for the issue of the Lead Manager Options to Peak pursuant to Resolution 5.

1.2 Share Purchase Plan

In order to provide Eligible Shareholders (defined below) with the ability to participate in the Company's capital raising activities, the Company is offering eligible shareholders with a registered address in Australia or New Zealand (each an **Eligible Shareholder**) an opportunity to subscribe for new Shares (**SPP Shares**) by way of a share purchase plan to raise up to a further \$500,000, with the ability to accept oversubscriptions of up to further \$300,000 (**SPP or Share Purchase Plan**).

Under the SPP, Eligible Shareholders who were recorded as holders of Shares at 5.00pm (AWST) on 30 March 2022 (the **SPP Record Date**) may apply SPP Shares up to the value of \$30,000 at an issue price of \$0.005 each (being the same issue price as the Shares issued under the Placement). In addition, and subject to Shareholder approval, Eligible Shareholders who participate in the SPP will also be issued one Option for every two SPP Shares subscribed for and issued (being, up to 80,000,000 Options assuming the full oversubscription is raised) (**SPP Options**). The SPP Options will be issued on the same terms as the Placement Options. The full terms and conditions of the SPP Options are set out in Schedule 1. The SPP Options and the SPP Shares are together referred to as the **SPP Securities**.

The issue of the SPP Shares and SPP Options is subject to Shareholder approval being obtained pursuant to Resolution 4. If Shareholder approval is not granted, the issue of the SPP Shares and SPP Options under the SPP will not proceed.

The Company has chosen to make the issue of the SPP Securities subject to Shareholder approval to allow Eligible Shareholders the opportunity to participate in the SPP at the same price as the Placement.

Whilst the Company intends to raise \$500,000 under the SPP, the Company reserves the right to either accept additional applications of up to a further \$300,000 subject to Shareholder demand and compliance with the ASX Listing Rules or scale back applications.

In addition, the Company notes that the SPP will not be underwritten and any shortfall from the SPP may be placed at the discretion of the Directors.

The Company has obtained a waiver from ASX Listing Rule 10.11 to allow the Directors of the Company (or their respective nominees) to participate in the SPP without prior Shareholder approval under that Listing Rule, on the basis that the Directors are participating on the same terms as unrelated party Eligible Shareholders (the issue is equal and considered fair) and subject to Shareholder approval being obtained pursuant to Resolution 4.

Further detail regarding the SPP will be set out in a prospectus to be lodged with the ASIC in late May 2022 (**Prospectus**). The Company notes that the offer of the Placement Options, the SPP Securities and the Lead Manager Options will be made pursuant to the Prospectus.

1.3 Use of Funds

The funds raised under the Placement and SPP are intended to be used to bolster the Company balance sheet as it seeks strategic opportunities, toward its Marine Collagen project, and as additional working capital. Please refer to the Prospectus for further detail regarding the use of funds raised under the Placement and SPP.

1.4 Indicative Timetable

Event	Date
Record Date for SPP	5.00pm (AWST) on 30 March 2022
Announcement of Placement and SPP and lodge Appendix 3B with ASX (prior to commencement of trading)	31 March 2022
Issue of Shares under the Placement, and lodge Appendix 2A and Cleansing Notice with ASX	6 April 2022
Lodgement of Prospectus for issue of Placement Options, SPP Securities and Lead Manager Options	31 May 2022
Opening date of offers under Prospectus (including SPP)	31 May 2022
Closing Date of offers under Prospectus (including SPP)	20 June 2022
General Meeting held to approve issue of Placement Options, SPP Securities and Lead Manager Options	21 June 2022
Announcement of results of SPP	22 June 2022
Issue of Securities under the Prospectus, lodgement of Appendix 2A for SPP Shares, Placement Options, SPP Options and Lead Manager Options	23 June 2022
Quotation of Securities on ASX	24 June 2022

**The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date of the SPP, close the SPP early or extend the date of issue of the Placement Options, the SPP Securities and/or the Lead Manager Options without notice.*

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULES 7.1 AND 7.1A

2.1 General

As set out in Section 1 above, on 6 April 2022, the Company issued 200,000,000 Placement Shares at an issue price of \$0.005 per Placement Share to the Placement Participants under the Placement to raise \$1,000,000.

122,050,754 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 and 77,949,246 Placement Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 25 November 2021.

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, 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 shares it had on issue at the start of that period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The Company obtained approval to increase its limit to 25% at the annual general meeting held on 25 November 2021.

The issue of the Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively utilises part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Placement Shares.

2.3 Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 1 and 2 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

2.4 Technical information required by Listing Rule 14.1A

If Resolutions 1 and 2 are passed, the Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 1 and 2 are not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

2.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 1 and 2:

- (a) the Placement Shares were issued to sophisticated and professional investor clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.4 of ASX Guidance Note 21, the Company confirms that none of the recipients were:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company (other than Peter Win, a member of Key Management Personnel, employee and a substantial holder who was issued 10,000,000 Shares under the Placement and holds an interest of 5.31% in the Company post completion of the Placement), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company (other than 10 Bolivianos Pty Ltd issued 13,000,000 Shares being 1.3% of Shares on issue as at the date of this Notice and Tag Investments Australia Pty Ltd 12,000,000 Shares being 1.2% of Shares on issue as at the date of this Notice);
- (c) 200,000,000 Placement Shares were issued on the following basis:
 - (i) 122,050,754 Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 1); and
 - (ii) 77,949,246 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2);
- (d) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Placement Shares were issued on 6 April 2022;
- (f) the issue price was \$0.005 per Placement Share under both issues of Placement Shares pursuant to Listing Rules 7.1 and 7.1A. The Company has not and will not receive any other consideration for the issue of the Placement Shares;
- (g) the purpose of the issue of the Placement Shares was to raise \$1,000,000, which the Company intends to apply on the basis set out in Section 1.3;
- (h) the Placement Shares were not issued under an agreement.

3. RESOLUTION 3 – APPROVAL TO ISSUE PLACEMENT OPTIONS

3.1 General

As set out in Section 1 above, the Company is seeking Shareholder approval to issue the Placement Participants one Placement Option for every two Placement Shares subscribed for and issued under the Placement.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Placement Options to the Placement Participants.

As summarised in Section 2.2 above, 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 shares it had on issue at the start of that period.

The proposed issue of the Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options. In addition, the issue of the Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Placement Options.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Placement Options.

3.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Placement Options will be issued to sophisticated and professional investor clients of the Lead Manager who participated in the Placement. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company (other than Peter Win, a member of the Company's Key Management Personnel and a substantial holder who was issued 5,000,000 Placement Options and holds an interest of 5.31% in the Company- following completion of the Placement), advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company (other than 10 Bolivianos Pty Ltd issued 13,000,000 Shares and 6,700,000 Placement Options being 1.3% of Shares on issue as at the date of this Notice and Tag Investments Australia Pty Ltd 12,000,000 Shares and 6,000,000 Placement Options being 1.2% of Shares on issue as at the date of this Notice);
- (c) the maximum number of Placement Options to be issued is 100,000,000. The terms and conditions of the Placement Options are set out in Schedule 1
- (d) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Placement Options will occur on the same date;
- (e) the Placement Options will be issued at a nil issue price as the Placement Options will be issued free attaching with the Placement Shares issued under the Placement on a one to two basis;
- (f) the Placement Options are not being issued under an agreement; and

- (g) the Placement Options are not being issued under, or to fund, a reverse takeover.

4. RESOLUTION 4 – APPROVAL TO ISSUE SPP SECURITIES

4.1 General

As set out in Section 1 above, the Company is offering Eligible Shareholders an opportunity to subscribe for new Shares by way of a share purchase plan to raise \$500,000, with the ability to accept oversubscriptions of up to a further \$300,000.

Under the SPP, Eligible Shareholders who are recorded as holders of Shares at the SPP Record Date may apply for SPP Shares up to a value of \$30,000 at an issue price of \$0.005 each (being the same price as the Placement Shares). In addition, and subject to Shareholder approval, Eligible Shareholders who participate in the SPP will also be issued one SPP Option for every two SPP Shares subscribed for and issued (being, up to 80,000,000 Options). The Company notes that any shortfall from the SPP will be placed at the discretion of the Directors and subject to the Listing Rules.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 160,000,000 SPP Shares and up to 80,000,000 SPP Options (together, the **SPP Securities**).

As summarised in Section 2.2 above, 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 shares it had on issue at the start of that period.

The proposed issue of the SPP Securities does not fall within any of the exceptions set out in Listing Rule 7.2 for the reason set out above and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The Company notes that the issue price of Shares to be issued under the SPP does not satisfy the second element of Exception 5 of ASX Listing Rule 7.2, being that the issue price of Shares offered under the SPP must be at least 80% of the volume weighted average price (VWAP) of Shares calculated over the last 5 days on which sales in Shares were recorded before the day on which the SPP was announced (with the VWAP of the Shares before the day on which the issue is made obviously not presently known). However, the Company wishes to provide Shareholders with the opportunity to participate on the same terms as the Placement which was completed in April 2022 and as such, is seeking Shareholder approval pursuant to this Resolution 4.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the SPP Securities. In addition, the issue of the SPP Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the SPP Securities.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the SPP Securities.

4.3 ASX Waiver

The Company has been granted a waiver from the requirements of Listing Rule 7.3.9 to the extent necessary to permit the Company to not include a voting exclusion statement in the Notice that excludes Shareholders who were invited to participate in the SPP from voting on Resolution 4, on condition that the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast on that resolution by any proposed underwriter or sub-underwriter of the SPP.

4.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the SPP Securities will be issued to Eligible Shareholders who elect to participate in the SPP (the **SPP Participants**);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the SPP Participants who will receive SPP Securities under this Resolution 4 will be:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company,

however, the Company notes it has obtained a waiver from Listing Rule 10.11 to allow the Directors of the Company (or their respective nominees) to participate in the SPP without prior Shareholder approval under that Listing Rule, on the basis that the Directors are participating on the same terms as unrelated party Eligible Shareholders (the issue is equal and considered fair) and subject to Shareholder approval being obtained pursuant to this Resolution 4;

- (c) the maximum number of SPP Shares to be issued is 160,000,000 and the maximum number of SPP Options to be issued is equal to 50% of the number of SPP Shares to be issued (being approximately 80,000,000 SPP Options) as the SPP Options will be issued free attaching with the SPP Shares on a one for two basis;
- (d) the SPP Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the SPP Options will be issued on the terms and conditions set out in Schedule 1
- (f) the SPP Securities will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the SPP Securities will occur on the same date;

- (g) the issue price will be \$0.005 per SPP Share and nil per SPP Option as the Options will be issued free attaching with the SPP Shares on a one for two basis. The Company will not receive any other consideration for the issue of the SPP Securities (other than in respect of funds received on exercise of the SPP Options);
- (h) the purpose of the issue of the SPP Securities is to raise up to \$800,000 (assuming full oversubscriptions are raised by the Company). The Company intends to apply the funds raised in the manner set out in Section 1.3;
- (i) the SPP Securities are not being issued under an agreement; and
- (j) the SPP Securities are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 5 – APPROVAL TO ISSUE LEAD MANAGER OPTIONS

5.1 General

As set out in Section 1.1 above, the Company is proposing to issue 30,000,000 Lead Manager Options in part consideration for services provided to the Company by Peak as Lead Manager to the Placement.

As summarised in Section 2.2 above, 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 shares it had on issue at the start of that period.

The proposed issue of the Lead Manager Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options. If this occurs, the Company will make a cash payment of \$30,000 to Peak in lieu of the Lead Manager Options.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Lead Manager Options.

5.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Lead Manager Options will be issued to Peak (or its nominee/s) as Lead Manager;
- (b) the maximum number of Lead Manager Options to be issued is 30,000,000. The terms and conditions of the Lead Manager Options are set out in Schedule 1;

- (c) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Lead Manager Options will occur on the same date;
- (d) the Lead Manager Options will be issued at a nil cash issue price, in part consideration for services provided by Peak to the Company as Lead Manager of the Placement;
- (e) the purpose of the issue of the Lead Manager Options is to satisfy part of the Company's obligations under the lead manager mandate entered into with Peak (**Lead Manager Mandate**), a summary of which is set out in Section 1.1; and
- (f) the Lead Manager Options are not being issued under, or to fund, a reverse takeover.

6. RESOLUTION 6 – REPLACEMENT OF CONSTITUTION

6.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 6 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted in 13 June 2019.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating references to bodies or legislation which have been renamed; and
- expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the registered office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 9389 3170). Shareholders are invited to contact the Company if they have any queries or concerns.

6.2 Summary of material proposed changes

Restricted Securities (clause 2.12)

The Proposed Constitution complies with the recent changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

Minimum Shareholding (clause 3)

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

Fee for registration of off market transfers (clause 8.4(c))

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a "reasonable fee" for registering paper-based transfers, sometimes referred to "off-market transfers".

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

Direct Voting (clause 13, specifically clauses 13.35 – 13.40)

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for

the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

Use of Technology (clause 14)

The Proposed Constitution includes a new provision to permit the use of technology at general meetings (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Closing date for Director Nominations (clause 15.3)

On 19 December 2019, ASX amended Listing Rule 3.13.1 to provide that companies must release an announcement setting out the date of its meeting and the closing date for nominations at least 5 business days before the closing date for the receipt of such nominations. The closing date period under clause 15.3 of the Proposed Constitution has been amended to at least 25 business days to allow the Company time to issue the required notification for director nominations prior to circulating the notice of meeting.

Dividends (clause 22)

Section 254T of the Corporations Act was amended effective 28 June 2010.

There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

Partial (proportional) takeover provisions (new clause 36)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

The Company is currently in the process of undertaking due diligence on an Australian based seafood wholesale exporter (**Target**) in respect of a potential acquisition transaction, under which the vendors of the Target may acquire a substantial holding in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (d) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (e) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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.

Placement Participants means sophisticated and professional investors who participated in the Placement.

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.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

SPP has the meaning set out in Section 1.2 of the Explanatory Statement.

SPP Participants means Eligible Shareholders participating in the SPP.

SPP Securities means the SPP Shares and SPP Options to be offered under the SPP.

SCHEDULE 1 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS, SPP OPTIONS AND LEAD MANAGER OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (a), the amount payable upon exercise of each Option will be \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **4.00pm (WST) on Sunday, 19 June 2022**, 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 enter 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 KMR.

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/#/login>

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.



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