

FARM PRIDE FOODS LIMITED

ABN 42 080 590 030

**NOTICE OF ANNUAL GENERAL
MEETING**

Date of Meeting: Monday 22 November 2021

**Time of Meeting: 1.00 pm Australian Eastern Daylight
Time (AEDT)**

**Place of Meeting: Due to Federal and State Government
restrictions regarding gatherings and
COVID-19, the meeting will be held
virtually via web.lumiagm.com/332158784**

This Notice of Annual General Meeting, accompanying Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of the Shareholders of Farm Pride Foods Ltd (the Company) will be held on Monday 22 November 2021 at 1.00pm (AEDT) for the purpose of transacting the items of business as set out below. Registration will open an hour before the meeting at 12.00 pm (AEDT).

IMPORTANT NOTICE REGARDING ATTENDANCE AND THE VIRTUAL MEETING

Due to the global COVID-19 pandemic, the Company has taken steps to ensure all Shareholders can participate in the meeting virtually online while maintaining their health and safety and abiding by Federal and State Government requirements and guidelines regarding COVID-19. Shareholders will not be able to attend the meeting in person.

Shareholders do not need to attend the meeting physically in order to cast their votes or to participate in the meeting. Accordingly, the Company strongly encourages all Shareholders who wish to vote to do so by:

- (a) Returning their completed proxy forms as early as possible prior to the cut-off dates as set out in the Notice;
- (b) Participating in the virtual meeting and casting a vote online; or
- (c) Appointing the Chair as their proxy (and where desired, direct the Chair how to vote on a Resolution) by completing and returning the proxy form.

ATTENDING THE MEETING ONLINE

If you choose to participate online on the day of the meeting you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your vote in real time.

To participate online you will need to visit web.lumiagm.com/332158784 on your smartphone, tablet or computer.

You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

For further instructions on how to participate online please view the online meeting user guide at www.computershare.com.au/virtualmeetingguide.

ITEMS OF BUSINESS

1. Financial Statements

To consider and receive the Financial Report, Directors' Report and Auditors' Report for Farm Pride Foods Ltd and the entities it controlled at the end of, or during, the year ended 30 June 2021.

2. Ordinary Resolution No. 1: Re-election of Directors

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

“That Mr. Peter Bell, a director retiring from office by rotation, being eligible is re-elected as a Director of the Company.”

For information about the candidate for re-election, see the Explanatory Notes.

3. Ordinary Resolution No. 2: Adoption of the Remuneration Report

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

“To adopt the Remuneration Report for the Company for the year ended 30 June 2021”.

Please refer to the instructions in the How to Vote Section of this Notice for important details of how to appoint a proxy for this resolution.

Under the Corporations Act 2001 (Cth), there are restrictions on Farm Pride Foods Ltd Directors and key management personnel voting on the adoption of the Remuneration Report. These are explained in the How to Vote section of this Notice.

Please refer to the accompanying Explanatory Notes which form part of this Notice of Meeting for more information on the proposed resolutions.

By Order of the Board
Farm Pride Foods Limited

Bruce De Lacy
Company Secretary
01 October 2021

Registered Office
551 Chandler Road
Keysborough Victoria 3173

Explanatory Notes on the items of business to be considered at the meeting follow.

Item 1: Financial Statements

The law requires Directors to present the Financial Report, Directors' Report and Auditors Report (collectively The Annual Report) for the last financial year at an Annual General Meeting (AGM) of shareholders. The Annual Report for the Company has been posted on the Farm Pride Foods Ltd website at www.farmpride.com.au

This Item does not require a resolution to be put to the meeting. Shareholders will be provided with a reasonable opportunity to ask questions about, or make comments on, the 2021 Annual Report, Management and the Company.

Item 2 (Resolution 1): Re-election of Director

Peter Bell retires by rotation in accordance with the Company's Constitution and being eligible, offers himself for re-election.

Peter has been involved at all levels of the egg industry for more than 50 years. He continues to be directly involved in the management of commercial egg farms as well as a contributor to industry and regulatory agencies.

He is a director of AAA Egg Company Pty Ltd and its subsidiary West Coast Eggs Pty Ltd, Days Eggs Pty Ltd and Pure Foods Eggs Pty Ltd. These companies are egg producers and marketers in Western Australia, South Australia and Tasmania.

Recommendation:

The Board (excluding Peter Bell) recommends shareholders vote in favor of this item.

Item 3 (Resolution 2): Adoption of the Remuneration Report

Section 205R of the Corporations Act requires a listed company to put a resolution to shareholders to adopt its Remuneration Report for the relevant financial year.

The Directors Remuneration Report is set out on pages 10 to 16 of the Annual Report for the financial year ended 30 June 2021. The Remuneration Report sets out the Company's arrangements for Non-Executive Directors and Key Management Personnel.

The vote on this item is advisory only and will not bind the Directors of the Company. Nevertheless, the Board will take into account the outcome of the vote when considering the Company's future remuneration arrangements.

Recommendation:

The Board recommends that shareholders vote in favour of this item.

How to Vote

Voting Methods

Shareholders can vote in one of the following ways:

- a. by attending the virtual meeting and voting either in person or by attorney or, in the case of corporate shareholders, by corporate representative;
- b. by appointing a proxy to attend and vote on their behalf, using the proxy form enclosed with this Notice; or
- c. by lodging a proxy vote by mail, fax, on-line or in person no later than 48 hours before the commencement of the meeting being 1.00pm (AEDT) on Saturday 20 November 2021;
- d. Online at www.investorvote.com.au
- e. by post at GPO Box 242, Melbourne, Victoria 3001; or
- f. by facsimile: Australia – 1800 783 447, overseas - +61 3 9473 2555; or
- g. Custodian voting – for Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Voting Entitlement Deadline

For the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 1.00pm (AEDT) on Saturday 20 November 2021 or if the meeting is adjourned at least 48 hours before its resumption in relation to the adjourned part of the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person – individuals and corporate representatives

As this year's AGM is being held as a virtual meeting, a company which is a shareholder may appoint an individual to act as its representative. The Proxy holder and Corporate Representative should contact Computershare on (+613) 9415 4024 to receive the relevant access code to allow voting on the day of the virtual meeting.

Proxy Voting

Shareholders are entitled to appoint a proxy to attend the virtual meeting and vote on their behalf.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the appropriate box on the proxy form. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. A proxy need not be a shareholder. Do not write the name of the issuer company or the registered shareholder in the space provided.

Appointment of a second proxy

You are entitled to appoint up to two proxies to attend the virtual meeting and vote on a poll. If you wish to appoint a second proxy an additional proxy form may be obtained by telephoning the Company's Share Registry on (+613) 9415 4024.

To appoint a second proxy you must:

- on each of the first Proxy Form and second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together in the same envelope.

Proxy Votes

Under amendments to the Corporations Act 2001 (Cth) which took effect on 1 August 2011, there will be some changes to the way in which proxy votes are processed:

Directed Proxy Votes

If you appoint someone other than the Chairman of the meeting as your proxy and give them voting instructions, the new legislation provides that the Chairman of the meeting must cast those proxy votes on your behalf if your nominated proxy does not do so.

Undirected Proxy Votes – All Resolutions other than Resolution 2 (Adoption of the Remuneration Report)

The Chair of the Meeting intends to vote undirected proxy votes in favour of all resolutions (subject to the voting exclusions described below).

Shareholders are encouraged to consider how they wish to direct their proxies to vote. Proxies which are not directed how to vote on an item of business, may vote, or abstain from voting, as that proxy thinks fit. Should any resolution be proposed at the meeting, a proxy may vote on that resolution as they think fit.

Proxies in respect of Resolution 2 (Adoption of the Remuneration Report)

The Company will disregard any vote cast on Resolution 2 by, or on behalf of:

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person (Voter) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (d) the Voter is the chair of the meeting and the appointment of the chair as proxy:
 - i. does not specify the way the proxy is to vote on the resolution; or
 - ii. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Shareholders who are entitled to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of Farm Pride Foods Ltd shares for the purposes of the meeting will be those registered holders as at 1.00pm (AEDT) on Saturday 20 November 2021.

LODGE YOUR QUESTIONS

By Email: CompanySecretary@farmpride.com.au

Farm Pride Foods Ltd.

ABN 42 080 590 030

Shareholder
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QUESTIONS FROM SHAREHOLDERS

The Annual General Meeting (AGM) of Farm Pride Foods Ltd will be held virtually on Monday 22 November 2021 at 1.00 pm AEDT via web.lumiagm.com/332158784. Shareholders are invited to register questions for the Chairman in advance if they prefer to do so, or if they are unable to attend the meeting.

Shareholders may also submit written questions to the auditor in relation to:

- The content of the Auditors' Report to be considered at the AGM; or
- The conduct of the audit of the Financial Report to be considered at the AGM.

Any significant questions will be addressed at the meeting, or if there is insufficient time, in a dedicated area on the Company website at www.farmpride.com.au

Please register your questions by:

- Completing and returning this form in the reply paid envelope provided;
- Emailing this form to CompanySecretary@farmpride.com.au

Please note that all shareholder questions must be received by 5.00pm AEDT on Friday 5 November 2021.

QUESTIONS		
My question is for, or relates to, (please mark the most appropriate box):		
<input type="checkbox"/>	Chairman	<input type="checkbox"/>
<input type="checkbox"/>	Farm Pride's Remuneration Report	<input type="checkbox"/>
<input type="checkbox"/>	Auditor	<input type="checkbox"/>
<input type="checkbox"/>	Farm Pride's performance or financial reports	<input type="checkbox"/>
<input type="checkbox"/>	General suggestion	
<input type="checkbox"/>	Other	