Notice of Annual General Meeting and Explanatory Notes

Costa Group Holdings Limited
ACN 151 363 129

Date: 19 November 2015

Time: 3:00pm

Place: KMPG Theatrette
Ground Floor
147 Collins Street
Melbourne, Victoria

Notice of Annual General Meeting

Notice is given that the 2015 Annual General Meeting ("**AGM**") of Costa Group Holdings Limited (ACN 151 363 129) ("**Company**") will be held at 147 Collins Street, Melbourne on 19 November 2015 at 3.00pm for the purposes of transacting the business set out in this notice.

Ordinary Business

1 Consideration of Reports

To receive and consider the Financial Report for the Company and its controlled entities, the Directors' Report and the Auditor's Report for the financial year ended 28 June 2015 as set out in the Company's 2015 Annual Report.

There is no vote on this item.

2 Remuneration Report

To consider and if thought appropriate, pass the following resolution as an advisory resolution:

"*That the Remuneration Report (set out in the Directors' Report) for the financial year ended 28 June 2015 be adopted.*"

3 Re-election of Kevin Schwartz as a Director

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

"*That Kevin Schwartz is re-elected as a Director of the Company.*"

4 Re-election of Frank Costa as a Director

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

"*That Frank Costa is re-elected as a Director of the Company.*"

5 **Election of Peter Margin as a Director**

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

"*That Peter Margin is elected as a Director of the Company.*"

6 Election of Tiffany Fuller as a Director

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

"*That Tiffany Fuller is elected as a Director of the Company.*"

7 Re-election of Neil Chatfield as a Director

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

"*That Neil Chatfield is re-elected as a Director of the Company.*"

8 Managing Director's FY16 STI Performance Rights

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

"That the grant of performance rights to the Chief Executive Officer and Managing Director, Mr Harry Debney, as a component of his short term incentive under the Company's equity incentive plan as described in the Explanatory Notes be approved."

By order of the Board.

D Thomas

David Thomas
Company Secretary
16 October 2015

Information regarding voting

1 Entitlement to attend and vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have determined that a shareholder's entitlement to vote at the AGM is as set out in the Company's share register as at 7:00pm (Melbourne time) on 17 November 2015.

Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM.

2 Proxies

(a) ***Proxy form***: A proxy form is included with this Notice of AGM.

(b) ***Appointing a proxy***: If you are entitled to attend and vote at this AGM, you may appoint:

- a person ("person" can be an individual or a body corporate); or
- if the shareholder is entitled to cast two or more votes at the meeting, two persons,

as your proxy or proxies to attend and vote for you at the AGM. A proxy need not be a shareholder.

(c) ***Maximum of two***: You may appoint a maximum of two proxies and may state on the proxy form what proportion or number of your votes each proxy is being appointed to exercise. If you appoint two proxies and do not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of your votes.

(d) ***Deadline for receipt***: The Company must receive at least 48 hours (ie. by 3:00pm (Melbourne time) on 17 November) before the AGM:

- your completed proxy form; and
- if you sign under power of attorney or corporate representative, that power of attorney or corporate representative appointment or a certified copy of it.

Any proxy form received after this deadline (including at the AGM) will be invalid.

(e) ***How to send***: The proxy form (and any authority appointing an attorney or corporate representative) must be:

- sent by post to the Company's registry:

  Costa Group Holdings Limited
  C/ - Link Market Services Limited
  Locked Bag A14
  Sydney South NSW 1235
  Australia

- delivered by hand to the Company's registry:

  Link Market Services Limited
  1A Homebush Bay Drive
  Rhodes NSW 2138

  OR
  Level 12
  680 George Street
  Sydney NSW 2000

- sent by fax to the Company's registry on +61 2 9287 0309; or
- lodged online at www.linkmarketservices.com.au.

(f) **How and when a proxy must vote**: If the appointment of a proxy specifies the way the proxy is to vote on a particular resolution:

- the proxy is not required to vote on a show of hands, but if the proxy does so, the proxy must vote as directed (subject to any applicable voting exclusions);
- if the proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands;
- if the proxy is not the Chairman of the AGM, the proxy need not vote on a poll but if the proxy does so, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the AGM, the proxy must vote on a poll and must vote as directed.

(g) ***Chairman's deemed appointment***: There are now some circumstances where the Chairman of the AGM will be taken to have been appointed as a shareholder's proxy for the purposes of voting on a particular resolution even if the shareholder has not expressly appointed the Chairman of the AGM as their proxy. This will be the case where:

- the appointment of the proxy specifies the way the proxy is to vote on a particular resolution;
- the Chairman of the AGM is not named as the proxy;
- a poll has been called on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the AGM; or
  - the proxy attends the AGM but does not vote on the resolution.

(h) ***Directing proxy votes***: We encourage shareholders who are appointing proxies to direct their proxies how to vote on each resolution by crossing either a "For", "Against", or "Abstain" box before lodging their proxy form so that their proxy will vote on their behalf in accordance with their instructions.

3 Body corporate representative

Any corporation wishing to appoint a person to act as representative at the AGM may do so by providing that person with:

- a "Appointment of Corporate Representative" form which can be obtained from the Company's registry; or
- a letter or certificate authorising the person to act as the corporation's representative in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

4 Questions from shareholders

A shareholder of the Company who is entitled to vote at the AGM may submit a written question to the Chairman or Auditor by sending it to the Company no later than the fifth business day before the AGM is to be held (ie. by 12 November 2015).

Explanatory notes on the business to be transacted at the AGM

Item 2 - Remuneration Report

In accordance with the *Corporations Act 2001* (Cth), the Company is required to present the Company's Remuneration Report to shareholders for consideration and adoption at the AGM.

The Remuneration Report is located on pages 37 to 53 of the Company's 2015 Annual Report and is also available on the Company's website www.costagroup.com.au.

Shareholders will have an opportunity to ask questions and comment on the Remuneration Report at the AGM.

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

Due to the "two strikes rule" in the Corporations Act, votes against this resolution could lead to an extra meeting to elect Directors next year. If 25% or more of votes cast are voted against the adoption of the Remuneration Report at two consecutive AGMs (the first and second "strikes"), a "spill resolution" must be put to shareholders at that second AGM as to whether a further meeting should be held at which all Directors (other than the Managing Director) cease to hold office but may stand for re-election ("**Spill Meeting**"). This will not impact on this year's AGM or director election.

The remuneration framework is designed to attract and retain key talent, reward the achievement of strategic objectives and align reward with the creation of shareholder wealth. The Company obtains independent input to confirm the appropriateness of these arrangements.

Noting that each Director has a personal interest in their own remuneration from the Company as described in the Remuneration Report, the Board recommends that shareholders vote in favour of the resolutions in item 2 and 8.

The Chairman intends to vote undirected proxies able to be voted **in favour** of these resolutions.

Voting Exclusion - Item 2

1 Subject to paragraph 2, a vote must not be cast (in any capacity) on the resolutions in item 2 by or on behalf of a member of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report ("**KMP**") or their closely related parties, whether as a shareholder or as a proxy except that a vote may be cast on the resolution in item 2 by a KMP, or a closely related party of a KMP if:

   (a) the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on the resolution in item 2; and

   (b) the vote is cast on behalf of a KMP or a closely related party of a KMP.

2 If you appoint the Chairman of the AGM as your proxy or the Chairman of the AGM is appointed as your proxy by default[1], and you do not direct your proxy how to vote on the resolution in item 2 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy in favour of the resolution in item 2 even if item 2 is connected directly or 2015 with the remuneration of a member of the KMP, which includes the Chairman of the AGM.

Items 3 to 7 - Election of Directors

The Board undertakes a regular review of its performance, policies and practices. The review includes an assessment of the performance of each director, their experience and skills. This is taken into account by the Board in determining whether to endorse Directors standing for re-election and anyone offering themselves for election as a Director.

The resolutions to appoint these Directors are proposed separately as ordinary resolutions.

Item 3 - Re-election of Kevin Schwartz as a Director

Kevin Schwartz is retiring and is offering himself for re-election as a Director of the Company.

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[1] Due to the failure of your nominated proxy to attend or if no proxy was identified in your lodged proxy form.

Mr. Schwartz is the President of Paine & Partners LLC which he cofounded in 2006. Mr. Schwartz was a Managing Director at the predecessor firm, Fox Paine & Company, which he joined in 2002.

He serves as a director of Verdesian Life Sciences LLC and Sunrise Holdings (Delaware) Inc. He is also a member of the Rush Associates Board of the Rush University Medical Center. Mr. Schwartz has previously served as a director of Icicle Seafoods, Advanta, members of the Stabilus Group of Companies, Seminis, Inc. and on the Board of United American Energy Corp.

During the past three years, Mr. Schwartz has not served as a director of any other listed company.

The Directors (with Mr. Schwartz abstaining and not voting) recommend that you vote in favour of the resolution in item 3.

Item 4 - Re-election of Frank Costa as a Director

Frank Costa is retiring and is offering himself for re-election as a Director of the Company.

Mr. Costa has been at the forefront of developing and building the Costa Group into a major horticultural and logistics company for more than 50 years. Mr. Costa has previously served as President of the Geelong Football Club (1998 - 2010) and tirelessly promotes the development of the City of Geelong and surrounding community. Frank has been honoured with an Order of Australia Medal for his services to youth and the community.

During the past three years, Mr. Costa has not served as a director of any other listed company.

The Directors (with Mr. Costa abstaining and not voting) recommend that you vote in favour of the resolution in item 4.

Item 5 - Election of Peter Margin as a Director

Given that Peter Margin has been appointed as a Director since the last annual general meeting of the Company, he must now be elected in accordance with article 10.8 of the Company's constitution.

Mr. Margin joined the Board on 24 June 2015. Mr. Margin has many years of leadership experience in major Australian and international food companies. Recent roles include Chief Executive of Goodman Fielder Ltd and before that Chief Executive and Chief Operating Officer of National Foods Ltd. Mr. Margin has also held senior management roles in Simplot Australia Pty Ltd, Pacific Brands Ltd, East Asiatic Company and HJ Heinz Company Australia Ltd.

During the past three years, Mr. Margin has served as a director of the following listed companies:
- PACT Group Holdings Ltd* - Non-executive since 2013;
- Huon Aquaculture Ltd* - Non-executive director and Chairman since 2014;
- Ricegrowers Ltd - Non-executive since 2012, resigned August 2015;
- PMP Ltd* - Non-executive since 2012;
- Nufarm Ltd* - Non-executive since 2011; and
- Bega Cheese Ltd* - Non-executive since 2011.

*Denotes current directorship

The Directors (with Mr Margin abstaining and not voting) recommend that you vote in favour of the resolution in item 5.

Item 6 - Election of Tiffany Fuller as a Director

Given that Tiffany Fuller has been appointed as a Director since the last annual general meeting of the Company, she must now be elected in accordance with article 10.8 of the Company's constitution.

Tiffany has held various accounting, corporate finance, financial advisory and management consulting positions with Arthur Anderson in Australia, the United States and in England and subsequently held roles in investment banking with Rothschild Australia. She was a director in the Rothschild private equity group focusing on microcap investments and early stage technology companies in Australia and New Zealand.

Tiffany is currently a non-executive director of ASX listed companies Computershare Ltd and Smart Parking Ltd.

The Directors (with Ms. Fuller abstaining and not voting) recommend that you vote in favour of the resolution in item 6.

Item 7 - Re-election of Neil Chatfield as a Director

Neil Chatfield is retiring and is offering himself for re-election as a Director of the Company.

Mr. Chatfield is an established executive and non-executive director with extensive experience across all facets of company management, and with specific expertise in financial management, capital markets, mergers and acquisitions, and risk management. Mr. Chatfield holds non-executive roles across a range of industries including Transurban Group, Seek and Recall Holdings, all ASX listed companies and was the Chairman of Virgin Australia Holdings Ltd. Mr. Chatfield was previously an executive director and Chief Financial Officer of ASX listed Toll Holdings Ltd, Australia's largest transport and logistics company; a position he held for over 10 years.

Mr. Chatfield has a Masters of Business in Finance and Accounting, and is a Fellow of CPA Australia (FCPA) and Fellow of the Australian Institute of Company Directors (FAICD).

During the past three years, Mr. Chatfield has served as a director of the following listed companies:
- Virgin Australia Holdings Ltd - Non-executive and Chairman until 2015;
- Transurban Group* - Non-executive since 2009;
- Seek Ltd* - Non-executive since 2005 and Chairman since 2012;
- Recall Holdings Ltd* - Non-executive since 2013; and
- Grange Resources Ltd - Non-executive until 2014.

*Denotes current directorship

The Directors (with Mr. Chatfield abstaining and not voting) recommend that you vote in favour of the resolution in item 7.

Item 8 - Managing Director's FY16 STI Performance Rights

Under the ASX Listing Rules, the Company must seek shareholder approval to grant equity securities to any director of the Company.

As outlined in the prospectus issued in connection with the initial public offering of the Company's shares ("**IPO**"), the Company's CEO and Managing Director, Mr Harry Debney, is eligible to participate in the Company's new short term incentive ("**STI**") plan.

Under the STI plan, Mr Debney is entitled to a target STI award equal to 40% of his total fixed remuneration (TFR), with an opportunity to receive a maximum STI award equal to 60% of his TFR. Mr Debney will not participate in the Company's long term incentive plan in FY2016.

The exact amount of the STI award which Mr Debney will receive, if any, will be subject to performance measures linked to the Company's financial performance and Mr Debney's individual performance with the maximum STI award only being realised if a specified stretch target is achieved.

The performance measures will set by the Board each year. For FY2016, the financial performance measures will be based on the Company's earnings before interest and taxes (EBIT) and operating cashflow against Board determined budget levels. The individual performance measures for FY2016 will relate to key business drivers including safety, quality, customer satisfaction and people.

Where Mr Debney becomes entitled to receive an STI award, it will be paid in the following way:

(a) two thirds of the STI award will be paid in cash following the end of the performance year; and

(b) one third of the STI award will be deferred for 12 months in the form of performance rights granted under the Company's equity incentive plan. The equity incentive plan governs all incentive equity issued by the Company whether as a component of a short term incentive award or a long term incentive award.

Terms of the STI performance rights

Each performance right is a right to receive one ordinary share in the Company upon vesting. The performance rights will ordinarily vest on 1 September 2017 however they will automatically lapse if Mr Debney ceases to be an employee and the Board determines that he is not a good leaver.

In addition to conveying a right to receive an ordinary share in the Company, each of the STI performance rights will convey a right to receive cash payments equal to the value of the dividends paid by the Company from time to time on one ordinary share during the period the performance right is held.

The non-executive directors have concluded that the remuneration package for Mr Debney (including the proposed grants of performance rights as a component of his STI award) is reasonable and appropriate having regard to the circumstances of the Company and the duties and responsibilities of Mr Debney.

If shareholders approve the grant of STI performance rights to Mr Debney at this meeting, it is intended that any performance rights granted to Mr Debney will be granted shortly following the release of the Company FY2016 annual results and in any event within 12 months of this meeting. If shareholders do not approve the grant of STI performance rights to Mr Debney at this meeting, it is intended that all of the STI award will be provided in cash.

The non-executive directors of the Company recommend that shareholders vote in favour of the resolution in item 8.

The Chairman intends to vote undirected proxies able to be voted **in favour** of this resolution.

Other information required by the ASX Listing Rules

Maximum number of performance rights that Mr Debney may receive

The maximum number of performance rights that Mr Debney may receive in FY2016 will be performance rights with a value equal up to $190,000 (being one third of his maximum STI award). The exact number of performance rights will be determined by dividing the dollar value of the deferred component of Mr Debney's STI award by an amount equal to the volume weighted average of the selling price of an ordinary fully paid share in the capital of the Company recorded on the ASX over 5 ASX trading days immediately preceding the date on which the value of the performance rights are to be calculated or, if no sale occurred during such period, the last sale price of an ordinary fully paid share in the capital of the Company recorded on the ASX.

Price payable for the performance rights

No monetary payment will be payable by Mr Debney in connection with either the grant or vesting of the STI performance rights.

Prior grants under the Company's equity incentive plan

This will be the first grant of securities to a director under the equity incentive plan and the first grant of securities to a director since the Company listed (other than the issue of Shares under the IPO and the issue of New CEO Options at or around the time of the IPO as described in the IPO prospectus).

Which directors are entitled to participate?

Mr Debney is the only director of the Company who is eligible to participate in the STI plan or the equity incentive plan.

Voting Exclusion - Item 8

Item 8 is a resolution connected directly or indirectly with the remuneration of key management personnel. The following persons may not vote, and the Company will disregard any vote cast by the following persons, on item 8:

(a) any director of the Company who is eligible to participate in any employee incentive scheme and any of their associates. The Company does not need to disregard votes by such a person as proxy for another person who is entitled to vote if:

    (i) the vote is cast in accordance with the directions on the proxy form; or

    (ii) the vote is cast by the Chairman of the meeting as a proxy, in accordance with the direction on the proxy form to vote as the proxy decides; and

(b) any member of the Group's key management personnel (or a closely related party of any such member) that is appointed as proxy where the proxy appointment does not specify the way the proxy is to vote on item 8, unless:

    (i) the proxy is the Chairman of the meeting at which item 8 is voted on; and

    (ii) the proxy appointment expressly authorises the Chairman to exercise the proxy even though item 8 concerns the remuneration of a member of the Group's key management personnel.

Costa Group Holdings Limited
ACN 151 363 129

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Costa Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Costa Group Holdings Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting *(mark box)***

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm on Thursday, 19 November 2015 at the KPMG Theatrette, 147 Collins Street, Melbourne, Victoria** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolutions 2 and 8: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 2 and 8, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
2 Adoption of Remuneration Report			
3 Re-election of Kevin Schwartz as a Director			
4 Re-election of Frank Costa as a Director			
5 Election of Peter Margin as a Director			
6 Election of Tiffany Fuller as a Director			
7 Re-election of Neil Chatfield as a Director			
8 Adoption of Managing Director's FY16 STI Performance Rights			

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the 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 or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Tuesday, 17 November 2015,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE
www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL
Costa Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX
+61 2 9287 0309

BY HAND
delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

or

Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE 2015 ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.