

# Freedom Foods Group Limited

ABN 41 002 814 235

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

**Date of Meeting**

Friday 15 November 2019

**Time of Meeting**

10.00 am

**Place of Meeting**

PwC Sydney, One International Towers, Watermans Quay, Barangaroo, NSW 2000

**A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

# Freedom Foods Group Limited

ABN 41 002 814 235

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Freedom Foods Group Limited ABN 41 002 814 235 ("Company") will be held at 10.00 am on Friday 15 November 2019 at the offices of PwC Sydney, One International Towers, Watermans Quay, Barangaroo, NSW 2000 for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

### AGENDA

#### ITEMS OF BUSINESS

##### Financial Reports

To receive and consider the Financial Report of the Company for the year ended 30 June 2019, together with the Directors Report and the Auditor's Report as set out in the Annual Report.

#### 1. Resolution 1 – Non Binding Resolution to adopt Remuneration Report

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

*"That the Remuneration Report as set out in the Annual Report for the year ended 30 June 2019 be adopted."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote by a Restricted Voter as a proxy if the vote is not cast on behalf of a Restricted Voter and either:

- (a) it is cast by the Restricted Voter as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; or
- (b) it is cast by the Chairman of the meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chairman to vote against Resolution 1 or to abstain from voting.

#### 2. Resolution 2 – Re-election of Ronald Perich as a Director

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

*"That, R. Perich, who retires in accordance with clause 93(3) of the Constitution and, being eligible for re-election, be re-elected as a Director."*

#### 3. Resolution 3 – Re-election of Trevor Allen as a Director

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

*"That, T. Allen, who retires in accordance with clause 93(3) of the Constitution and, being eligible for re-election, be re-elected as a Director."*

#### Resolution 4 – Directors' remuneration pool

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

*"For the purposes of ASX Listing Rule 10.17 and clause 75(1) of the Company's Constitution and for all other purposes, the maximum aggregate fees that may be paid to non-executive directors of the Company be increased from \$750,000 to \$1,050,000 per annum (inclusive of statutory entitlements)."*

##### Voting Exclusion:

The Company will disregard any votes cast on this resolution by a Director or by an associate of a Director.

However, the Company will not disregard a vote if:

- it is cast by a Director (including the Chairman of the meeting) or an associate of a Director, as a proxy for a person entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by the Chairman of the meeting, as a proxy for a person entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a Restricted Voter who is appointed as a proxy will not vote on this resolution unless:

- the appointment specifies the way the proxy is to vote on this resolution; or
- the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected, directly or indirectly, with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chairman intends to vote any undirected proxies in favour of Resolution 4. Shareholders may also choose to direct the Chairman to vote against Resolution 4 or to abstain from voting.

#### OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

**For the purposes of Resolutions 1 – 3, the following definitions apply:**

**Annual Report** means the Annual Report of the Company for the year ended 30 June 2019.

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Freedom Foods Group Limited ABN 41 002 814 235.

**Constitution** means the Company's constitution, as amended from time to time.

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

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Directors** means the directors of the Company.

**Key Management Personnel** has the meaning given in the accounting standards as that term is defined in the Corporations Act.

**Notice** means this Notice of Annual General Meeting.

**Resolution** means a resolution contained in this Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties.

**By order of the Board**



**Campbell Nicholas  
Company Secretary  
2 October 2019**

### How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

### Voting by a Corporation

A shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

### Voting by proxy

- A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1, if the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the shareholder's behalf on the poll and the shares that are

the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.

- To be effective, proxies must be received by the Company Secretary no later than 48 hours before the time for holding the meeting.
- Proxies may be lodged using any of the following methods:

- Voting Online: [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Instructions on voting online will be available on both the proxy form and the email broadcast.

- By returning a completed proxy form in person or by post using the pre-addressed envelope provided with this Notice to:

By Mail:

Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

By Hand:

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

By faxing a completed proxy form to  
+61 2 9287 0309

The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 6pm (Sydney time) on 13 November 2019. If facsimile transmission is used, the power of attorney must be certified.

### Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 6pm on 13 November 2019.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of Freedom Foods Group Limited (the "**Company**").

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

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### **FINANCIAL REPORT**

The first item of the Notice of Annual General Meeting (**AGM**) deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2019 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered. The Company's Annual Report 2019 is available on the ASX's website at [www.asx.com.au](http://www.asx.com.au).

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2019 Annual Report for consideration and adoption.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Report 2019 and is also available on the ASX's website at [www.asx.com.au](http://www.asx.com.au).

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2019 AGM, and then again at the 2020 AGM, the Company will be required to put a resolution to the shareholders at the 2020 AGM, to

approve calling an extraordinary general meeting (**spill resolution**). If more than 50% of shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the 2020 AGM. All of the Directors who were in office when the 2020 Directors' Report was approved by the Board, other than the Managing Director, will immediately before the end of the spill meeting cease to hold office and (if desired) will need to stand for re-election at the spill meeting.

It is noted that at the Company's 2018 AGM, the votes cast against the Remuneration Report were less than 25% and accordingly there will be no need for the Company to put a spill resolution to the shareholders at this AGM even if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and Key Management Personnel and any service agreements and sets out the details of any share based compensation.

### **Voting**

Please refer to the Notice of Meeting for the voting exclusions that apply to Resolution 1.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

### **RESOLUTION 2 – RE-ELECTION OF RONALD PERICH AS A DIRECTOR**

Pursuant to Clause 93(3) of the Company's Constitution and ASX Listing Rule 14.4, Ronald Perich, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Ronald was appointed as a Non-executive Director of the Company in April 2005. He is joint Managing Director of Arrovest Pty Limited, Leppington Pastoral Company, one of Australia's largest dairy producers, and various other entities associated with Perich Enterprises Pty Limited. He is also a property developer, farmer and business entrepreneur and former director of United Dairies Limited.

**What majority of votes is required to pass Resolution 2?**

Resolution 2 is an ordinary resolution which requires it to be passed by a simple majority of the votes cast by shareholders entitled to vote on the Resolution.

**Directors' recommendation**

The Directors recommend you vote in favour of Resolution 2.

**RESOLUTION 3 – RE-ELECTION OF TREVOR ALLEN AS A DIRECTOR**

Pursuant to Clause 93(3) of the Company's Constitution and ASX Listing Rule 14.4, Trevor Allen, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Trevor was appointed as a Non-executive Director of the Company (independent) in July 2013.

Trevor has over 40 years' experience in the corporate and commercial sectors, primarily as a corporate and financial adviser to Australian and international public and privately owned companies. Trevor is an independent Non-executive Director of Peet Limited, where he chairs its Audit and Risk Management Committee and is a member of its Remuneration Committee. He is an independent Non-executive Director of Eclipx Group Limited, where he also chairs its Audit and Risk Management Committee and is a member of its Remuneration Committee. Trevor is also a Non-executive Director of the holding company of Real Pet Food Company, where he chairs its Finance and Audit Committee. During the past 3 years, Trevor was also a director of Brighte Capital Pty Ltd and Yowie Group Limited. Prior to Trevor's Non-executive roles, he had senior executive positions in the investment banking and corporate advisory sector, including Executive Director – Corporate Finance at SBC Warburg (now UBS) for over 8 years, Director at Baring Brothers Australia for one year and as a Corporate Finance Partner at KPMG for nearly 12 years. At the time of his retirement from KPMG in December 2011, he was the lead partner in its National Mergers and Acquisitions group. From 1997 – 2000 he was Director - Business Development for Cellarmaster Wines, having responsibility for the integration and performance of a number of acquisitions made outside Australia in that period.

**What majority of votes is required to pass Resolution 3?**

Resolution 3 is an ordinary resolution which requires it to be passed by a simple majority of the votes cast by shareholders entitled to vote on the Resolution.

**Directors' recommendation**

The directors recommend you vote in favour of Resolution 3.

**RESOLUTION 4 – DIRECTORS' REMUNERATION POOL**

Pursuant to clause 75(1) of the Company's Constitution and ASX Listing Rule 10.17, the Company is seeking approval from shareholders to increase the maximum aggregate amount available for Non-executive Directors' fees from \$750,000 to \$1,050,000 per year, an increase of \$300,000 per year. The current maximum aggregate amount of \$750,000 was approved by shareholders at the Annual General Meeting in

November 2016. This amount includes statutory superannuation contributions but does not include other payments that may be payable to the Non-executive Directors as provided for in the Constitution, such as genuine out of pocket expenses.

Individual Non-executive Director's fees shall be established by the Remuneration and Nomination Committee within the aggregate fees approved by shareholders having regard to matters including internal factors such as the Company's financial performance and external factors such as fees paid by other Australian publicly listed companies.

It is not the Company's intention to use the whole of the new maximum aggregate immediately.

The proposed increase in the maximum aggregate amount will provide flexibility to increase the number of future Board members and allow for transition periods, as part of an active Board renewal and succession planning process. This will ensure that the Company's interests are best served in its next period of growth and development.

The current maximum aggregate cap for Non-executive Directors' fees does not provide sufficient funds for flexibility with regard to the above factors and for any payments to provide for additional independent Non-executive Directors.

Shareholders should note that the proposed increase in Non-executive Directors' fees does not relate to salary paid to the Managing Director in his capacity as an executive of the Company. The Managing Director does not receive remuneration in the form of Directors' fees in addition to his salary.

No securities have been issued to any Non-executive Director under rule 10.11 or 10.14 with the approval of shareholders at any time within the preceding 3 years.

**What majority of votes is required to pass Resolution 4?**

Resolution 4 is an ordinary resolution which requires it to be passed by a simple majority of the votes cast by shareholders entitled to vote on the resolution.

**Voting**

Please refer to the Notice of Meeting for the voting exclusions that apply to Resolution 4.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

**Directors' recommendation**

With the Non-executive Directors noting their interest in the matter, the Board unanimously recommends that shareholders approve the increase in the maximum aggregate amount of Non-executive Director fees.

**GLOSSARY**

**AGM** means Annual General Meeting.

**Board** means the board of Directors of the Company.

**Closely Related Party** has the meaning given in the Corporations Act.

**Company** means Freedom Foods Group Limited ABN 41 002 814 235.

**Constitution** means the constitution of the Company.

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

**Director** means a director of the Company.

**Key Management Personnel** has the meaning given in the accounting standards.

**Meeting** means the Annual General Meeting the subject of the Notice.

**Notice** means the notice of Annual General Meeting which accompanies this Explanatory Memorandum.

**Resolution** means a resolution proposed pursuant to the Notice.

**Restricted Voter** means the Key Management Personnel and their Closely Related Parties.

**LODGE YOUR VOTE**

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
 Freedom Foods Group  
 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

 **ALL ENQUIRIES TO**  
 Telephone: +61 1300 554 474

**PROXY FORM**

I/We being a member(s) of Freedom Foods Group and entitled to attend and vote hereby appoint:

**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 **10:00am on Friday, 15 November 2019 at PwC Sydney, One International Towers, Watermans Quay, Barangaroo, NSW 2000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1 and 4:** 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 1 and 4, 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.**

**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*
1 Non Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Ronald Perich as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Trevor Allen as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Directors' remuneration pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* 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.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
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).



STEP 1

STEP 2

STEP 3

## 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:

- 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
- 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" must 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](http://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 **10:00am on Wednesday, 13 November 2019**, 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](http://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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded free on your mobile device.



#### BY MAIL

Freedom Foods Group  
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

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

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