

**ACN 084 800 902**  
**MINUTES OF ANNUAL GENERAL MEETING**  
**HELD ON 23 JULY 2020**  
**VIA A VIRTUAL MEETING PLATFORM at <https://agmlive.link/TFL20>**  
**AT 11AM**

**1. In attendance and Welcome**

The members and other persons listed in the attached register were present.

Mr. Craig Treasure, Non-Executive Chairman of Directors, was Chair of the meeting.

The Chair welcomed shareholders and introduced himself.

**2. Convening the Meeting**

The Chair noted compliance with the relevant requirements for convening the meeting and that a quorum was present and declared the meeting open at 11 am.

**3. Introduction**

The Chair introduced fellow Directors, the Management team, Company Secretary and the Audit partner.

**4. Notice of Meeting**

The notice of meeting was taken as read.

**5. Direct Votes and Proxies**

The Chair noted that all valid direct votes and proxies received have been recorded and audited by Link Market Services and would be reported upon separately for each resolution and advised to the ASX later today. It was noted that open proxies in favour of the Chair would be voted in favour of the resolution.

**6. Confirmation of Minutes of previous AGM**

It was noted that the minutes of the AGM held in 2019 were available for review on the virtual platform screen.

**7. Agenda**

The Chair outlined the agenda for the meeting including that a poll would be held for each resolution. The Chair outlined the means by which shareholders can electronically vote and ask a question and noted that shareholders queries received prior to the meeting will also be answered.

**8. Chairman's Address**

The Chair addressed the meeting. A copy of his address was disclosed to the ASX prior to commencement of the meeting.

There were no questions.

**9. CEO Presentation**

The CEO addressed the meeting using the AGM CEO/Managing Director presentation. A copy of the presentation including the address words were disclosed to the ASX prior to commencement of the meeting.

There were no questions.

## **10. Resolutions**

The Chair outlined the formal business of the meeting, that each resolution would be put to the meeting with the opportunity to ask questions in relation to each resolution, and that each resolution was an ordinary resolution and would be determined on a poll with results announced to the ASX later today.

## **11. Item 1 – Consideration of Financial Statements**

The Annual Financial Report, including the Directors' Report, Directors Declarations and Financial Statements for the year ended 31 December 2019 were received.

The Chair noted that no resolution was required, but invited shareholders and their proxies to comment or ask questions on the reports or the business of the Company including to the auditor.

A question was received and answered by the Auditor.

## **12. Resolution 1 - Adoption of the Remuneration Report**

The Chair outlined the advisory nature of the resolution and the impact if 25% or more votes are cast against it.

It was noted that at the 2019 votes cast against the Remuneration Report did not exceed 25% and accordingly the Company did not receive a No vote or a first strike.

The Chair invited questions or comments from Shareholders on the item and questions were received and answered.

The meeting RESOLVED by advisory resolution of the Company, on a poll, that the remuneration report for the period ended 31 December 2019 be approved and adopted (however more than 25% votes cast were cast against the resolution).

### **Votes**

Total number of votes cast for the resolution: 58,962,892

Total number of votes cast against the resolution: 33,579,035

Total number of votes abstained from the resolution: 2,520,233

### **Proxies and Direct Votes**

For 51,494,936

Against 33,573,930

Open proxies

297,120

Mr Roger McBain took the Chair as the next resolution related to Mr Craig Treasure.

### **13. Resolution 2 – Election of Mr Craig Treasure as a Director**

The Acting Chair explained that the resolution concerned the election of Mr Craig Treasure as a director. It was noted that his fellow directors recommended his election and his credentials are detailed in the Notice of Meeting.

The meeting resolved by ordinary resolution that Mr Craig Treasure, who was appointed as a Director by the Board on 4 June 2020, and retires in accordance with Clause 7.1(e) of the Company's constitution, and being eligible, be elected as a Director.

#### **Votes**

Total number of votes cast for the resolution: 92,879,459

Total number of votes cast against the resolution: 11,382,524

Total number of votes abstained from the resolution: 157,533

#### **Proxies and Direct Votes**

For 84,844,949

Against 11,332,524

Open proxies 858,569

Mr Treasure resumed the Chair.

### **14. Resolution 3 – Election of Mr Ben Swain as a Director**

The Chair explained that the resolution concerned the election of Mr Ben Swain as a director. It was noted that his fellow directors recommended his election and his credentials are detailed in the Notice of Meeting.

A question received regarding the resolution provided prior to the meeting was answered by the Chair.

The meeting resolved by ordinary resolution that Mr Ben Swain, who was appointed as a Director by the Board on 4 June 2020, and retires in accordance with Clause 7.1(e) of the Company's constitution, and being eligible, be elected as a Director.

#### **Votes**

Total number of votes cast for the resolution: 102,548,226

Total number of votes cast against the resolution: 1,658,519

Total number of votes abstained from the resolution: 162,771

### **Proxies and Direct Votes**

|              |            |
|--------------|------------|
| For          | 94,518,821 |
| Against      | 1,653,414  |
| Open proxies | 858,569    |

### **15. General Business**

The Chair moved the meeting to the discussion of General Business.

The Chair and CEO answered various General Business questions posed by shareholders prior to and during the meeting.

### **16. Meeting Close**

The Chair invited further comments and questions and there were none.

The Chair reminded shareholders they can submit their vote online until 5 minutes after the meeting closes and the results of voting will be announced to the ASX later in the day.

The Chair thanked shareholders for attendance and interest in TasFoods and there being no further business, the Chair closed the meeting at 11.57 p.m.