



# NOTICE OF ANNUAL GENERAL MEETING FOOD AND BEVERAGE AUSTRALIA LIMITED (FORMERLY THE FABAL GROUP PTY LTD)

ACN 008 197 206

Notice is hereby given that the Annual General Meeting of the members of Food And Beverage Australia Limited (“FABAL”) will be held in the Ian Edgley Boardroom at **105 King William Street, Kent Town, South Australia** on **Thursday 16<sup>th</sup> December 2021** commencing at **5:30 pm ACDT**.

## ORDINARY BUSINESS FOR THE AGM:

### 1. Annual Financial Report

To receive the annual report, financial statements and the report of the directors for the year ended 30<sup>th</sup> June 2021. A resolution to approve the report is not required.

### 2. Approval of Dividend

After discussion with the directors, to consider payment of a dividend totalling 20.0 cents per ordinary share on 1,100,000 ordinary shares payable out of profits for the year ended the 30 June 2021:

- a. an interim dividend of 9.0 cents per share payable in December 2021; and
- b. a final dividend of 11.0 cents per share payable in April 2022.

**RESOLUTION 1: TO RESOLVE** that the members of Food And Beverage Australia Limited confirm the payment of a dividend of 20 cents per share on 1,100,000 ordinary shares as at a record date of 5<sup>th</sup> October 2021 payable in two instalments being 9.0 cents per share in December 2021 and 11.0 cents per share in April 2022.

### 3. Re-election of directors

Messrs Christopher Day and Bruce Spangler retire by rotation in accordance with clause 11.1(d) of the company’s constitution and, being eligible and having consented to so act, offer themselves for re-election.

**RESOLUTION 2: TO RESOLVE** that the members of Food And Beverage Australia Limited re-elect Christopher Day as director.

**RESOLUTION 3: TO RESOLVE** that the members of Food And Beverage Australia Limited re-elect Bruce Spangler as director.

### 4. Directors’ Remuneration

Pursuant to clause 11.3(a) of the company’s constitution, the total aggregate remuneration of directors is set by the company in general meeting by a simple majority of the shareholders.

**RESOLUTION 4: TO RESOLVE** that the members of Food And Beverage Australia Limited approve the total of director and committee remuneration for the consolidated company to not exceed **\$200,000** per annum.

# NOTICE OF ANNUAL GENERAL MEETING

## 5. Share Issue

As reported in the Annual Report, the board is seeking ratification of the issue of 3,860 ordinary shares at \$9.25/share, bringing the total share capital to 1,210,000 ordinary shares.

**RESOLUTION 5: TO RESOLVE** that the members of Food And Beverage Australia Limited ratify the issue of 3,860 ordinary shares in the company at \$9.25/share, effective 28<sup>th</sup> October 2021.

## 6. Other Business

To deal with any other business that may be brought forward in accordance with the company constitution and the *Corporations Act 2001*.

**By order of the board,**



**Chris Dundon**  
**Secretary**

23<sup>rd</sup> November 2021

### **Voting Entitlements**

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the holding of each member for the purposes of ascertaining the voting entitlements for the annual general meeting will be as it appears in the member register at the close of business on Wednesday 15<sup>th</sup> December 2021.

### **Proxies**

A member has the right to appoint a proxy, who need not be a member of the company. If a member is entitled to cast two or more votes the member may appoint two proxies and may specify the proportional number of votes each proxy is appointed to exercise. The proxy form must be lodged at the office of Food And Beverage Australia Limited:

- by delivery to 105 King William Street, Kent Town, South Australia, 5067; or
- by post to PO Box 2515, Kent Town SA 5071; or
- sent by email to [chris.dundon@fabal.com.au](mailto:chris.dundon@fabal.com.au); or
- sent by facsimile to 08 8132 5599;

to be received no later than 48 hours before the commencement of the meeting.

# NOTES TO THE BUSINESS OF THE ANNUAL GENERAL MEETING

## ITEM 1: ANNUAL REPORT AND FINANCIAL STATEMENTS

The Annual Report, financial statements and the reports of the directors of FABAL for the year ended the 30<sup>th</sup> June 2021 will be sent to you either in hard copy or by email; if you would like a hard copy, please advise the secretary, Chris Dundon (8132-5500 or [chris.dundon@fabal.com.au](mailto:chris.dundon@fabal.com.au)).

You will be provided the opportunity to ask questions about the financial statements at the meeting.

## ITEM 2: DECLARATION OF DIVIDEND

The directors of FABAL have declared a dividend of 20.0 cents per share on 1,100,000 ordinary shares as at a declaration date of 23<sup>rd</sup> September 2021 and a record date of 5<sup>th</sup> October 2021, to be paid in two instalments being 9 cents per share on 8<sup>th</sup> December 2021 and 11.0 cents per share on 13<sup>th</sup> April 2022, subject to the availability of cash flow. The dividends are discussed in the Annual Report.

The declaration of the dividend specifically excludes 50,000 ordinary shares issued on 30<sup>th</sup> September 2021:

- ♦ 10,000 ordinary shares issued to Chris Day Nominees Pty Ltd;
- ♦ 20,000 ordinary shares issued to Armalite Finance Pty Ltd;
- ♦ 20,000 shares issued to Georgiadis Super Pty Ltd;
- ♦ 56,140 shares issued under the Dividend Reinvestment Plan (“DRP”) on 8<sup>th</sup> October 2021; and
- ♦ 3,8960 shares issued on 28<sup>th</sup> October 2021 (see Item 5 below).

While FABAL’s new constitution does not require dividend confirmation at a general meeting (clause 7.1(d)), you will be asked to vote to confirm the declared dividend:

- a. after due consideration at the meeting; and
- b. having the opportunity to ask questions about the dividend and our dividend policy.

## ITEM 3: RE-ELECTION OF DIRECTORS

Pursuant to clause 11.1(d) of FABAL’s new constitution, no director may hold office without re-election beyond the third AGM following the meeting at which the director was last elected or re-elected.

At the 2021 AGM, Christopher Day and Bruce Spangler will retire in accordance with this rotation policy and, being eligible, will offer themselves for re-election.

The experience, qualifications and relevant history of Chris Day and Bruce Spangler (the chair) with FABAL and other businesses is set out in the Annual Report. Further questions of the director may be asked at the meeting.

You will be asked to vote on the resolution to re-elect the existing board member as director:

- a. after due consideration at the meeting; and
- b. having the opportunity to ask questions about the director’s appointment.

## ITEM 4: DIRECTORS’ REMUNERATION

Pursuant to clause 11.3(a) of FABAL’s new constitution, the total aggregate remuneration of directors shall be fixed by the company in general meeting. FABAL has a policy that fees will only be paid to directors who attend the scheduled meetings or can show good cause why they are not able to attend those meetings.

In December 2020, you approved by resolution total directors’ fees of **\$200,000** to five elected directors which includes remuneration for annual committee fees (audit, governance and risk). These fees are for the boards of all FABAL group companies (including the parent board). Management is recommending that the total aggregate remuneration is maintained at **\$200,000** for the year ended 30<sup>th</sup> June 2022.

At the 2021 AGM a vote is required to amend the previously approved remuneration.

## ITEM 5: ISSUE OF SHARES

A total of 56,140 out of an available 60,600 ordinary shares were issued in accordance with the DRP effective on 8<sup>th</sup> October 2021. At the end of October 2021, the board of FABAL decided to issue the balance of 3,860 shares at \$9.25 per share to senior management and directors.

In accordance with best governance, the board is seeking ratification of this issue by the shareholders at the meeting.

## ITEM 6: OTHER BUSINESS

Any other business proposed to be discussed at the meeting will be considered during this part of the meeting.

# NOTES TO THE BUSINESS OF THE ANNUAL GENERAL MEETING

## LIFESIZE VIDEOCONFERENCING FOR THE AGM

We have installed Lifesize video conferencing facilities in the FABAL boardroom at 105 King William Street, Kent Town SA. Lifesize allows multiple callers to log in and attend the AGM remotely.

Shareholders can attend the company's AGM via video link or by dialling in as shown below. The two options to access the meeting are:

### 1. CONNECT OVER VIDEO

You may join the AGM using your desktop computer, laptop, iPad, tablet or mobile phone. Note that if you do not have speakers, camera or a microphone enabled, you may need to dial in to the meeting under the second option below.

For mobile devices, after clicking on the conference link <https://call.lifesizecloud.com/12599931>, you will be prompted to download the 'Lifesize' app when the link pops up after you connect. This is free and simple to load and operate.

For desktop computers, the link <https://call.lifesize.com/otherways/12599931> should direct you straight to the conference via your Wi-Fi or other internet connection.

### 2. CONNECT BY PHONE

Alternatively, you can join the AGM using your phone. To call in, dial any of the numbers below and, when prompted enter the extension followed by the hash key (#).

- ◆ Australia: +61 2 9160 7812 extension 12599931#
- ◆ Australia: +61 1800 952 416 extension 12599931#

If dialling in from overseas, you can find your local number at <https://call.lifesize.com/numbers>.



# FOOD AND BEVERAGE AUSTRALIA LIMITED

ACN 008 197 206

## PROXY FORM FOR ANNUAL GENERAL MEETING

**PROXY FORM FOR ANNUAL GENERAL MEETING**  
to be held on Thursday 16<sup>th</sup> December 2021 at 5:30 pm ACDT

*Instructions on how to complete this form are given overleaf.*

**Appointment of Proxy** - I/we \_\_\_\_\_ being  
*(write here your name/s as it/they appear(s) in the register of members)*  
a member/s of Food And Beverage Australia Limited appoint:

the chair of the meeting  \_\_\_\_\_  
*(write here the name of the person you are appointing if this person is someone other than the chair of the meeting; if you leave this section blank, or your named proxy does not attend the meeting, the chair of the meeting will be appointed as your proxy and vote on your behalf)*

**Appointing a second Proxy** - I/we wish to appoint a second proxy

AND \_\_\_\_\_ with \_\_\_\_\_ %  
*(write here the name of the second person you are appointing and state the % of your voting rights)*

as my/our proxy to vote for me/us on my/our behalf at the annual general meeting of Food And Beverage Australia Limited to be held in the Ian Edgley Boardroom at 105 King William Street, Kent Town, South Australia on Thursday 16<sup>th</sup> December 2021 at 5:30 pm and at any adjournment of that meeting.

**Voting directions to your proxy** - I/we direct my/our proxy to vote as indicated below. If no directions are made the proxy may abstain or vote at his or her discretion. Please note that if the chair of the meeting is appointed as your proxy and thereafter acts as your proxy and no directions are given below, the chair will vote in his discretion.

[please mark  to indicate your directions]

- |  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. To resolve that the members of Food And Beverage Australia Limited confirm the payment of a dividend of 20 cents per share on 1,100,000 ordinary shares as at a record date of 5th October 2021 payable in two instalments being 9.0 cents per share in December 2021 and 11.0 cents per share in April 2022. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To resolve that the members of Food And Beverage Australia Limited re-elect Christopher Day as director.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To resolve that the members of Food And Beverage Australia Limited re-elect Bruce Spangler as director.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To resolve that the members of Food And Beverage Australia Limited approve the total of director and committee remuneration for the consolidated company to not exceed \$200,000 per annum.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To resolve that the members of Food And Beverage Australia Limited ratify the issue of 3,860 ordinary shares in the company at \$9.25/share, effective 28 <sup>th</sup> October 2021.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**Authorised Signature/s** - This section *must* be signed in accordance with the instructions overleaf to ensure your directions are implemented.

Individual/shareholder 1

Sole Director and Sole  
Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Daytime Contact Telephone

\_\_\_\_\_  
Date

# How to complete this Proxy Form

## Your Name

Please write your name as it appears on the share register of FABAL (for example as shown in correspondence previously received from the company). You cannot change ownership of your shares using this form.

## Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the directors of FABAL have determined that the holding of each member for the purposes of ascertaining the voting entitlements for the members' meeting will be as it appears in the register of members at 5:00 pm ACDT on Wednesday 9<sup>th</sup> December 2021.

## Appointment of a Proxy

A member entitled to attend and vote at the general meeting may appoint 1 or 2 persons to attend and vote at the meeting as the member's proxy. A proxy need not be a member. If you wish to appoint the chair of the meeting as your proxy, mark the appropriate box. If the person you wish to appoint is someone other than the chair of the meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the chair of the meeting will be appointed as your proxy and vote on your behalf. If no directions are given to the chair on how to vote on your behalf, the chair will vote in his discretion. The chair has indicated that he will vote all undirected proxies in favour of the resolutions.

## Authorised Signature(s)

You must sign this form as follows in the appropriate spaces provided.

*Individual* – to sign where indicated.

*Joint Holding* – where the holding is in more than one name, all of the holders must sign at Member 1, Member 2 and/or Member 3 as applicable.

*Companies* – a director can sign jointly with another director or a company secretary. A sole director can also sign. Please indicate the office held by signing in the appropriate space. If a representative of the company is to attend the meeting, the appropriate 'Certificate of Appointment of Representative' should be produced prior to admission. A form of the certificate may be obtained from the company.

*Power of Attorney* – to sign under a power of attorney, you must have already lodged it with the company or alternatively, attach a certified photocopy of the power of attorney to this proxy form when you return it.

## Member in attendance

Completion of a proxy form will not prevent individual members from attending the AGM in person if they wish. Where a member completes and lodges a valid proxy form and attends the meeting in person, then your proxy is entitled to speak and vote as your proxy on any resolution considered at the meeting but only so long as you do not speak or vote at the meeting.

## Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received not later than 48 hours before the commencement of the meeting. Facsimiles and emails from members are acceptable if transmitted by the due date and time. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by delivery, mail, email or facsimile to:

### Food And Beverage Australia Limited

105 King William Street  
Kent Town SA 5067

PO Box 2515  
Kent Town SA 5071

Email: [chris.dundon@fabal.com.au](mailto:chris.dundon@fabal.com.au)  
Phone: 08 8132 5500  
Fax: 08 8132 5599