



MY FOOD BAG'S **2023 ANNUAL SHAREHOLDERS' MEETING**

NOTICE *of* MEETING

11.00am, Thursday, 17 August 2023

Link Market Services

Level 30 | PWC Tower

15 Customs Street West | Auckland 1010



YOU *are* INVITED



As a shareholder of My Food Bag Group Limited (My Food Bag), you are invited to attend My Food Bag's annual shareholders' meeting. Notice is hereby given that this year's meeting will be held on Thursday, 17 August 2023 at 11:00am (NZ time) at the offices of Link Market Services in Auckland. My Food Bag is also enabling a virtual shareholder meeting option for you via the Link Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/mfb23

If you are attending the meeting in person, please bring your proxy form or your CSN/Holder number with you to help make registration quick and simple with the Link Market Services team. If you are joining the meeting online, you will need your CSN/Holder number for verification purposes. Further instructions on how to participate (including directions to the venue) are outlined in the "Important Information" section of this Notice of Meeting.

DATE: Thursday, 17 August 2023

TIME: 11.00am (NZ time)

VENUE: Link Market Services
Level 30
PwC Tower
15 Customs Street West
Auckland 1010

ONLINE: www.virtualmeeting.co.nz/mfb23

If you intend to attend the meeting in person, we kindly ask that you inform us at ir@myfoodbag.co.nz. This will help us gauge the likely number of in-person attendees and assist us with preparing the physical venue. For the safety of those attending in person, if you are unwell or are in close contact with someone who is unwell, please attend the meeting online and not in person.

BUSINESS & AGENDA OF *meeting*

A. Chairperson's address

B. CEO's update

C. Financial statements

To receive and consider the Annual Report for the financial year ended 31 March 2023, including the financial statements and the auditor's report.

D. Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions at the meeting:

1. Re-election of Sarah Hindle

That Sarah Hindle, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of My Food Bag.

2. Re-election of Jennifer Bunbury

That Jennifer Bunbury, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of My Food Bag.

3. Election of Mark Powell

That Mark Powell, who retires at the annual meeting and is eligible for election, be elected as a Director of My Food Bag.

4. Auditor's Remuneration

That the Directors of My Food Bag be authorised to fix the fees and expenses of the auditor of My Food Bag for the ensuing year.

The Board unanimously supports resolutions 1 to 4 and recommends that you vote in favour of them at the meeting.

Jon Macdonald has notified the company that he intends to retire as a Director of My Food Bag in December 2023 and, therefore, has not sought re-election at this meeting.

E. Other business

To consider any other matter raised by a shareholder at the meeting.

By order of the Board



Leanne Dekker

Chief Financial Officer

18 July 2023

EXPLANATORY

notes

Each resolution is proposed as an ordinary resolution and, to be passed, requires approval by a simple majority of votes of the shareholders of My Food Bag who are entitled to vote on the resolution and who exercise their right to vote. No person is subject to any voting restriction in relation to any of these resolutions.

Resolutions 1 to 3: Re-election of Sarah Hindle and Jennifer Bunbury and election of Mark Powell

As required by NZX Listing Rule 2.7.1, Sarah Hindle, Jennifer Bunbury and Mark Powell each retire and, being eligible, offer themselves for re-election/election. The Board unanimously recommends that shareholders vote in favour of these resolutions. Each individual is considered by the Board to be an independent director.

Resolution 3 refers to the election of Mark Powell (rather than a re-election), recognising that Mr Powell was appointed as a director of My Food Bag by the Board after last year's annual meeting and therefore stands for election by the shareholders for the first time at this upcoming annual meeting.



Sarah Hindle

Sarah was appointed as a director of My Food Bag in January 2021. She has a broad range of experience in management and governance across the technology and consumer sectors. Sarah is a strategic consultant to New Zealand Trade and Enterprise and prior to this she was most recently the founding general manager of Tech Futures Lab (now AcademyX), where she helped grow New Zealand's most innovative, tech-led learning institute. Previously, Sarah was Global Head of Business Delivery for Direct Wines and Manager of Customer Experience and Digital for KPMG Boxwood in the United Kingdom. Sarah began her career as a solicitor for Minter Ellison Rudd Watts in New Zealand and is enrolled as a barrister and solicitor of the High Court in New Zealand. Sarah holds a Bachelor of Arts and Bachelor of Laws from Victoria University of Wellington, along with an MBA from BI Norwegian Business School of Management.



Jennifer Bunbury (Jen)

Jen was appointed as a director of My Food Bag in January 2021 and is the Chair of the Audit and Risk Committee. She has an extensive background in financial services, including NZX listings, acquisitions, mergers and strategic advisory. Jen was a director in the Investment Banking team at Craigs Investment Partners for nine years, with experience in the horticulture, logistics and energy sectors. Jen's earlier career included investor relations roles at BHP and Publicis in Europe, following four years in the Investment Banking team at ABN Amro in New Zealand. Jen is currently on the board of Oyster Property Group. She is a member of the NZ Institute of Directors and participated in the Future Directors programme with the board of agribusiness Scales Corporation. Jen completed a Bachelor of Commerce majoring in finance, graduating with first-class honours from the University of Canterbury.



Mark Powell

Mark was appointed as a director of My Food Bag by the Board in November 2022. Mark has extensive and diverse experience having worked in a number of different industries in New Zealand and overseas as part of his executive and governance career, including retail, property, logistics, food services, financial services, agriculture and education. Mark moved into governance following a successful executive career, where he established and led Wal-Mart Canada's logistics operations, served as the Logistics Operations Director for Tesco Plc, and spent 13 years at the Warehouse Group, ultimately as Group CEO for five years. Mark is currently a director of ASX listed JB Hi-Fi and Bapcor, Stihl Australia and one of Australia's largest private companies, 7-Eleven Australia. Mark graduated from the University of Wales, UK with a Bachelor of Mining Engineering with honours, before completing a Masters in Logistics at Cranfield and later an MBA at Cardiff Business School, UK. He is a Chartered Member of the NZ Institute of Directors.

Resolution 4: Auditor's remuneration

The current auditor of My Food Bag, EY, will be automatically reappointed as My Food Bag's auditor at the annual meeting in accordance with section 207T of the Companies Act 1993. Under that legislation, the auditor's fees and expenses must be fixed at the annual meeting or in the manner that the company determines at the meeting. Shareholder approval is therefore sought for the Directors of My Food Bag to fix EY's fees and expenses for the ensuing financial year. The Board unanimously supports this resolution and recommends that you vote in favour of it at the meeting.

IMPORTANT *information*

Persons entitled to vote

Voting on the resolutions at the meeting will be by poll. Voting entitlements for the meeting will be fixed at **5:00pm (New Zealand time) on Tuesday, 15 August 2023**. Only persons registered as shareholders at that time will be able to vote at this meeting, and only in respect of the shares held by them at that time.

How to attend the meeting

Shareholders can attend the meeting and vote at the physical venue or virtually through the Virtual Meeting Platform at www.virtualmeeting.co.nz/mfb23. If you attend the meeting virtually, you will still be able to watch the meeting, vote and ask questions online using your smartphone, tablet or computer. It will be your responsibility to make sure that you have a stable internet connection that will enable you to utilise this option. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Annual Meeting Online Portal Guide, which you can obtain online from Link Market Services.

Directions

The venue for the meeting is located in the PwC Tower which is part of the Commercial Bay precinct in the Auckland CBD. On arrival in the SkyLobby via the entry on Customs Street West, please select the lift to Level 30 to access the meeting venue at Link's offices. The building is easily accessed from Britomart and the ferry terminal if you are arriving on public transport. There are also public carparking options available, including the Downtown carpark (closest) and Britomart carpark (short walk).

Proxies and corporate representatives

Any shareholder of My Food Bag who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or a representative in the case of a corporate shareholder) to attend the meeting and vote on their behalf. A proxy need not be a shareholder of My Food Bag.

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you should make the appropriate election, either on the proxy form or online, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any resolution in this Notice of Meeting. The Chair of the meeting is willing to act as proxy for any shareholder who appoints him for that purpose. If you appoint the Chair of the meeting as your proxy and do not direct him how to vote (or grant him discretion) in the proxy form, the Chair will vote in favour of resolutions 1 to 4 in this Notice of Meeting.

If, in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form that is lodged with Link Market Services), the Chair of the meeting will be your proxy and may only vote in accordance with your express direction.



If a shareholder has appointed a proxy, that shareholder can still attend the meeting, but they will not be able to vote if a proxy has been appointed to vote on their behalf.

Proxy forms

A proxy form is enclosed with this Notice of Meeting which allows shareholders to vote on the resolutions notified in this Notice of Meeting and to submit questions in advance of the meeting.

Shareholders that wish to appoint a proxy should complete the enclosed proxy form and return it to Link Market Services Limited by email or mail as set out in the proxy form. Alternatively, shareholders can elect to lodge their proxy appointment online by visiting investorcentre.linkgroup.nz/voting/mfb. When appointing a proxy online, shareholders will be required to enter their CSN or Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

If you wish to vote by proxy (or corporate representative), please return your proxy form to Link Market Services, or complete the online appointment, by **no later than 11:00am on Tuesday, 15 August 2023**.

If you are attending the meeting in person, please bring the proxy form with you to the meeting, as the barcode will assist us with your registration prior to the meeting.

Shareholder questions

Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions. To encourage shareholder participation, we also invite those unable to attend in person to submit questions ahead of the meeting. If you would like to submit a question you can do so online or using the enclosed proxy form. My Food Bag's external auditor, EY, will also be available at the meeting to answer questions from shareholders relevant to the external audit.

Other materials and results

Copies of the Annual Meeting presentation materials will be published and available online shortly before the meeting begins. Results of the voting will be posted on the NZX market announcement platform and at My Food Bag's website following the conclusion of the meeting and finalisation of the voting results.



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