



MY FOOD BAG'S **2024 ANNUAL SHAREHOLDERS' MEETING**

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# **NOTICE** *of* **MEETING**

**11.00am, Friday, 16 August 2024**

MUFG Pension & 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 Friday, 16 August 2024 at 11:00am (NZ time) at the offices of our share registry MUFG Corporate Markets (formerly Link Market Services) in Auckland. My Food Bag is also enabling a virtual shareholder meeting option for you via the virtual meeting platform at [www.virtualmeeting.co.nz/mfb24](http://www.virtualmeeting.co.nz/mfb24).

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 MUFG Corporate Markets 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:** Friday, 16 August 2024

**TIME:** 11.00am (NZ time)

**VENUE:** MUFG Pension & Market Services  
Level 30  
PwC Tower  
15 Customs Street West  
Auckland 1010

**ONLINE:** [www.virtualmeeting.co.nz/mfb24](http://www.virtualmeeting.co.nz/mfb24)

If you intend to attend the meeting in person, we kindly ask that you inform us at [ir@myfoodbag.co.nz](mailto: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 2024, including the financial statements and the auditor's report.

**D. Ordinary resolution**

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

***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.

**Other business**

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

By order of the Board



Louise Newsome  
**Chief Financial Officer**

15 July 2024



# EXPLANATORY

## *notes*

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### **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.

The 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 this resolution.

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# IMPORTANT *information*



## Persons entitled to vote

Voting on the resolution at the meeting will be by poll. Voting entitlements for the meeting will be fixed at **11:00am (New Zealand time) on Wednesday, 14 August 2024**. 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/mfb24](http://www.virtualmeeting.co.nz/mfb24). 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 Meeting Guide, which you can obtain online from MUFG Corporate Markets.

## 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 MUFG'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 the 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 the resolution 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 MUFG Corporate Markets), 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 resolution 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 MUFG Corporate Markets 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](http://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 MUFG Corporate Markets, or complete the online appointment, by **no later than 11:00am on Wednesday, 14 August 2024**.

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 by 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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