



**COLLINS FOODS LIMITED**

ACN 151 420 781 | ABN 13 151 420 781

PO Box 286 Lutwyche QLD 4030  
Level 3, KSD1, 485 Kingsford Smith Drive  
Hamilton QLD 4007 Australia  
T +61 7 3352 0800 | F +61 7 3352 0894

25 July 2022

ASX Market Announcements Office  
10 Bridge Street  
SYDNEY NSW 2000

**Via ASX Online**

Dear Sir/ Madam

**COLLINS FOODS LIMITED (COLLINS FOODS) - ANNOUNCEMENT FOR RELEASE VIA MARKET ANNOUNCEMENTS PLATFORM**

Please find **attached** Collins Foods Limited's 2022 Notice of AGM for release via the ASX Market Announcements Platform.

**For further information, please contact:**

Drew O'Malley  
Managing Director & CEO  
P: +61-7 3352 0800

Ronn Bechler  
Investor Relations - Market Eye  
P: +61-400 009 774  
E: [ronn.bechler@marketeye.com.au](mailto:ronn.bechler@marketeye.com.au)

Tristan Everett  
Media – Market Eye  
P: +61-403 789 096  
E: [tristan.everett@marketeye.com.au](mailto:tristan.everett@marketeye.com.au)

By Order of the Board

Frances Finucan  
Company Secretary

[www.collinsfoods.com](http://www.collinsfoods.com)



**Sizzler**

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# Notice of Annual General Meeting 2022

COLLINS FOODS LIMITED ACN 151 420 781



## Notice is given that Collins Foods Limited (the 'Company') will hold its 2022 Annual General Meeting at 9.30am (Brisbane time) on Friday, 2 September 2022.

Dear Shareholder

On behalf of the Board of Directors, we are pleased to provide the Notice of Annual General Meeting for Collins Foods Limited (Collins Foods or Company), a copy of which accompanies this letter.

This year, the AGM will be held on Friday, 2 September 2022, commencing at 9.30am (Brisbane time) at the offices of Clayton Utz, Level 28, 71 Eagle Street, Brisbane, Queensland.

The Company recognises and respects the importance of the AGM to shareholders. We have again adopted measures to allow shareholders to participate in the AGM online this year using an online platform which will include the facility for shareholders to ask questions in relation to the business of the meeting and to vote in real time at the meeting. These processes are set out in this notice of meeting.

The Directors encourage shareholders to participate in the meeting via the online platform. Whilst shareholders will be able to vote online during the meeting, shareholders are encouraged to lodge a proxy ahead of the meeting, even if they are participating online or choose to attend in person. If you are unable to attend, please lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au).

We invite shareholders to submit questions in advance of the meeting. Questions may be submitted by completing an online shareholder question form on the Company's website at [www.collinsfoods.com/agm2022](http://www.collinsfoods.com/agm2022) or submitting an online question when voting online at [www.investorvote.com.au](http://www.investorvote.com.au). Questions relevant to the business of the meeting should be submitted five business days before the meeting, by 5.00pm (Brisbane time) on Friday, 26 August 2022.

### How to participate in the AGM online

Shareholders can participate in the AGM using one of the following methods:

- (a) from their computer, by entering the URL in the browser: <https://meetnow.global/MPQXNPF>; or
- (b) from their mobile device by either entering the URL in their browser: <https://meetnow.global/MPQXNPF>.

The online platform will allow shareholders to view the meeting, vote and ask questions in real-time.

### How to submit your vote in advance of the meeting

Proxy votes must be received by 9.30am (Brisbane time) on Wednesday, 31 August 2022 to be valid for the meeting.

Instructions on how to appoint a proxy are on the online voting website, [www.investorvote.com.au](http://www.investorvote.com.au).

Your proxy may be appointed in a variety of ways as described in the notice of meeting under the heading 'Voting by Proxy'.

Please review the Collins Foods Limited website for the following documents:

- a link from the 'Shareholder Services' page to our share registry to register your email address in order to receive all shareholder information and to obtain standard shareholder forms, including a direct dividend advice, a change of address advice and a request to consolidate holdings;
- the Collins Foods Limited Annual Report 2022 and Notice of Meeting 2022; and
- copies of news releases and financial presentations.

Given the ongoing environment where circumstances may change quickly and without notice, we encourage shareholders to plan to vote by proxy and participate in the meeting using our online platform rather than attending in person.

Shareholders are encouraged to check the Company's website regularly at [www.collinsfoods.com/agm2022](http://www.collinsfoods.com/agm2022) and ASX for any updates in relation to the AGM.

We look forward to continuing to engage with shareholders using this meeting technology, and I hope that you will participate in the meeting online.

Yours sincerely

A handwritten signature in black ink, appearing to read 'Robert Kaye', with a horizontal line underneath.

**Robert Kaye SC**  
Chair

25 July 2022

# Notice is given that Collins Foods Limited (the ‘Company’) will hold its 2022 Annual General Meeting at 9.30am (Brisbane time) on Friday, 2 September 2022.

## BUSINESS

### 1. Financial and Other Reports

To receive and consider the Financial Report, Directors’ Report and Auditor’s Report of the Company and its controlled entities for the financial period ended 1 May 2022.

### 2. Election of Director — Mark Hawthorne

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

*“To elect as a Director of the Company Mark Hawthorne who was appointed as a Director by the Board on 23 December 2021.”*

### 3. Approve grant of performance rights to Drew O’Malley

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

*“That, for the purpose of Listing Rule 10.14 and for all other purposes, approval is given for the grant, to the Managing Director & CEO of the Company, Drew O’Malley, of Performance Rights under the LTIP as a long-term incentive on the terms set out in the Explanatory Notes, and for the issue of Shares upon exercise of those Performance Rights.”*

### 4. Adoption of Remuneration Report

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

*“That the Remuneration Report (which forms part of the Directors’ Report) in respect of the period ended 1 May 2022 be adopted.”*

Note: This resolution is advisory only and does not bind the Directors or the Company.

## VOTING EXCLUSIONS

### Item 3 (Approve grant of performance rights to Drew O’Malley)

The Company will disregard any votes cast in favour of Item 3 by or on behalf of Drew O’Malley and any Associate of Drew O’Malley, unless the vote is cast by:

- a person acting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast on Item 3 as a proxy by any member of Key Management Personnel or any Closely Related Party of such a member, unless the vote is cast by a person as proxy for a person who is entitled to vote on the resolution:

- in accordance with directions on the proxy form to vote on the resolution in that way; or
- by the Chair in accordance with an express authorisation to vote on the resolution as the Chair decides.

### Item 4 (Adoption of Remuneration Report)

The Company will disregard any votes cast on Item 4:

- by or on behalf of any member of Key Management Personnel whose remuneration details are included in the Remuneration Report or any Closely Related Party of such a member; or
- as a proxy by any member of Key Management Personnel or any Closely Related Party of such a member,

unless the vote is cast by a person as proxy for a person who is entitled to vote on the resolution:

- in accordance with directions on the proxy form to vote on the resolution in that way; or
- by the Chair in accordance with an express authorisation to vote on the resolution as the Chair decides.

Please refer to the ‘Undirected and Directed Proxies — Items 3 and 4’ section of the Explanatory Notes for important information about the appointment of proxies in relation to Items 3 and 4.

## ADDITIONAL INFORMATION

The Explanatory Notes and Voting Notes sections of this Notice of Meeting provide further information on each of the items of business and voting entitlements and methods.

By Order of the Board



**Frances Finucan**  
Company Secretary

Dated: 25 July 2022

## EXPLANATORY NOTES

The following Explanatory Notes have been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2022 Annual General Meeting.

The purpose of these Explanatory Notes is to provide shareholders with information they reasonably require to decide how to vote upon the resolutions. The Board recommends that shareholders read these Explanatory Notes before determining how to vote on a resolution.

### Item 1 — Financial and Other Reports

The Financial Report, Directors' Report and Auditor's report for the Company for the financial period ended 1 May 2022 will be tabled at the meeting.

There is no requirement for shareholders to approve these reports. The Chair of the meeting will, however, allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the reports and management of the Company at the meeting.

Shareholders will also be given a reasonable opportunity to ask a representative of the Company's auditor, PricewaterhouseCoopers (PwC), questions relevant to:

- a) the conduct of the audit;
- b) the preparation and content of the auditor's report;
- c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

As a shareholder, you may submit a written question to the auditor prior to the meeting provided that the question relates to:

- the content of the auditor's report; or
- the conduct of the audit.

Shareholders can submit their questions to the auditor in advance of the meeting in a number of ways:

- by completing an online shareholder question form on the Company's website at [www.collinsfoods.com/agm2022](http://www.collinsfoods.com/agm2022); or
- by submitting an online question when voting online prior to the meeting at [www.investorvote.com.au](http://www.investorvote.com.au).

To be considered in advance of the meeting, the written questions must be received not later than five business days prior to the meeting (by 5.00pm (Brisbane time) on Friday, 26 August 2022).

The Annual Report is available on the Company's website: [www.collinsfoods.com](http://www.collinsfoods.com)

### Item 2 — Election of Director — Mark Hawthorne

Mark Hawthorne was appointed a Director by the Board effective 23 December 2021.

ASX Listing Rule 14.4 and the Company's constitution requires that a Director appointed by the Board must retire at the next annual general meeting occurring after that appointment and is eligible for election at that meeting.

Accordingly, Mark Hawthorne retires from office and offers himself for election as a Director.

#### **Mark Hawthorne** **Independent Non-Executive Director** **Member of Audit and Risk Committee and Remuneration and Nomination Committee**

Mark brings more than 25 years' of retail and franchising experience gained as an executive leading franchisee centric brands. Most recently, he was the CEO & Executive Director of Guzman y Gomez (GyG) from 2015 to 2020. Prior to that, Mark led McDonalds in various markets including the United Kingdom, New Zealand and the Middle East and Africa over a period of 10 years.

In his previous executive capacity, Mark developed and implemented strategic plans that turned the profitability of poor performing markets, increased the profitability of established, high growth markets and led the GyG brand with its founders from start-up to a brand that, at the time of his retirement, had more than doubled its number of restaurants, employees, franchisees and revenue.

#### **Board Recommendation**

The Board (with Mark Hawthorne abstaining) recommends that shareholders vote in favour of the election of Mark Hawthorne.

The Chair of the meeting intends to vote all available proxies in favour of the election of Mark Hawthorne.

### Item 3 — Approve grant of performance rights to Drew O'Malley

It is proposed that the Company's Managing Director & CEO, Mr Drew O'Malley, be granted Performance Rights under the Company's LTIP.

In accordance with ASX Listing Rule 10.14, securities cannot be issued to a Director under an employee incentive scheme without first obtaining shareholder approval. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1 for a proposed grant of Performance Rights to Drew O'Malley, Managing Director & CEO, under the LTIP, as part of his long-term incentive arrangements.

The Board considers that the proposed grant represents reasonable remuneration for Mr O'Malley in his role as Managing Director & CEO of the Company.

The only Director eligible to participate in the LTIP is Drew O'Malley. Non-Executive Directors are not eligible to participate in the LTIP, and therefore none of the current Directors are eligible to participate in the LTIP.

The LTIP was approved at the Company's 2013, 2016, 2019, 2020 and 2021 Annual General Meetings. Since the LTIP was last approved by shareholders at the 2021 Annual General Meeting, there have been 222,447 Performance Rights (0.19% of issued capital) issued under the LTIP to employees other than Mr O'Malley.

If this Item 3 is not approved by shareholders, the Board will consider alternative arrangements to appropriately remunerate and incentivise the Managing Director & CEO, including a cash-based incentive.

#### Information for shareholders

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information in relation to Item 3 is provided to shareholders:

- The Director is Mr Drew O'Malley (being the Managing Director and Chief Executive Officer of the Company).
- Mr O'Malley is a director for the purposes of ASX Listing Rule 10.14.1.
- The number and material terms of the Performance Rights proposed to be granted to Mr O'Malley are summarised elsewhere in this Notice of Meeting. The Performance Rights are otherwise issued on the terms of the LTIP rules summarised in Schedule 1 to these Explanatory Notes.
- The specific number of Performance Rights to be issued to Mr O'Malley under this Item 3 is 95,810.
- Performance Rights are granted for nil consideration on the basis their grant represents an incentive for future performance, and will be subject to Vesting Conditions.

- The total reward received by Mr O'Malley in FY22 (as disclosed in the FY22 remuneration report) was \$1,687,030. Total reward includes salary, superannuation, other benefits, short term incentive and long term incentive.
- Since the LTIP was last approved by shareholders at the 2021 Annual General Meeting, 74,005 Performance Rights have been issued to Mr O'Malley in line with the calculation methods set out in the 2021 remuneration report.
- It is intended that the Performance Rights will be issued as soon as practicable after the date of the Annual General Meeting, if approved by shareholders, and in any event, no later than 3 years after the Annual General Meeting.
- Performance Rights are used under the LTIP:
  - to offer long-term incentives to employees;
  - with the aim of aligning rewards for performance with the achievement of the Company's growth and strategic objectives.
- The value of the performance rights has been determined with reference to Mr O'Malley's salary and superannuation of \$918,825 (**Base Salary**) which was determined with reference to independent remuneration benchmarking. The maximum value of Mr O'Malley's long-term incentive award is equivalent to 100% of Mr O'Malley's Base Salary where stretch performance is achieved (refer to 'Grant Terms: Number of Securities' below for further detail).
- No loans will be granted to Mr O'Malley in relation to his participation in the LTIP.
- Details of any securities issued under the LTIP will be published in each annual report of the Company relating to the period in which those securities have been issued, and a statement that approval for the issue of securities was obtained from shareholders. Any Directors or other persons covered by ASX Listing Rule 10.14 who become entitled to participate in the LTIP after the resolution is approved and who were not named in the Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.
- A voting exclusion statement is included in the Notice of Meeting.

#### Board Recommendation

The Board recommends that shareholders vote in favour of the proposed grant of Performance Rights to Drew O'Malley under the LTIP. The Chair of the meeting intends to vote all available proxies in favour of the proposed grant of Performance Rights to Drew O'Malley.

## Grant terms

**Number of Securities** The number of Performance Rights issued to Mr O'Malley will be 95,810. This has been calculated by dividing Mr O'Malley's FY23 Base Salary of \$918,825 by the volume weighted average price (VWAP) of the Company's Shares for the five trading days up to and including the date that the Company's full year 2022 financial results were publicly released and the five trading days after that date (\$9.59). The offer will be made to Drew O'Malley as soon as practicable following the Annual General Meeting. Each Performance Right is exercisable, subject to the Vesting Conditions and during the applicable period for exercise, for one Share.

**Issue Price** The Performance Rights will be granted for nil consideration on the basis their grant represents an incentive for future performance, and will be subject to Vesting Conditions.

**Exercise Price** It is a term of the LTIP that Performance Rights have a nil exercise price.

**Exercise Period** Unless the Board determines otherwise in its discretion, the Performance Rights will automatically vest on the Business Day after the Vesting Conditions have all been satisfied in accordance with the terms of the Plan (the Vesting Determination Date).

If the Performance Rights vest while the Company is in a Trading Window, the Performance Rights will automatically exercise upon vesting and the Company must issue or procure the transfer of Shares or pay the Cash Equivalent Value to the Participant in accordance with the terms of the Plan.

If the Performance Rights vest while the Company is outside a Trading Window, the Performance Rights will automatically exercise upon the first day of the next Trading Window following the Vesting Determination Date and the Company must issue or procure the transfer of Shares or pay the Cash Equivalent Value to the Participant in accordance with the terms of the Plan Rules.

**Performance Period** The three financial periods beginning 2 May 2022 and ending on 27 April 2025.

**Vesting Conditions** Vesting of the Performance Rights is conditional upon:

- satisfaction of a minimum term of employment of 12 continuous months from the grant date;
- remaining an eligible participant under the LTIP at all times before vesting; and
- the compound growth in the Company's EPS achieved over the performance period is equal to or greater than the Minimum EPS Target (**Compound EPS Growth**) and growth of relative TSR compared to an appropriate ASX200 index which is sufficiently broad to measure relativity from the state of the performance period (**Relative TSR**). The weighting to be applied between these two performance conditions when calculating vesting will be 50% Compound EPS Growth and 50% Relative TSR.

Compound EPS Growth performance will be tested following the determination of the Company's basic EPS for the financial period ended 1 May 2022, compared to the Company's basic EPS for the financial period ending 27 April 2025. If the growth in EPS between the financial period ended 1 May 2022 and the financial period ending 27 April 2025 is above the Minimum EPS Target and the other vesting conditions are satisfied, the proportion of Performance Rights that will vest will be as follows:

| Performance level            | Annualised EPS growth (CAGR) | % of max/stretch/grant vesting |
|------------------------------|------------------------------|--------------------------------|
| Stretch/maximum              | 16.5%                        | 100%                           |
| Between target and stretch   | >11%, <16.5%                 | Pro-rata                       |
| Target                       | 11%                          | 50%                            |
| Between threshold and target | >5.5%, <11%                  | Pro-rata                       |
| Threshold                    | 5.5%                         | 25%                            |
| Below threshold              | <5.5%                        | 0%                             |

EPS is calculated with reference to the disclosed EPS in the Company's annual audited financial reports. The Board retains a discretion to adjust the EPS performance condition to ensure that participants are not penalised nor provided with a windfall benefit arising from matters outside of management's control that affect EPS (for example, excluding one-off non-recurrent items or the impact of significant acquisitions or disposals).

Relative TSR performance will be tested at the same time as Compound EPS Growth in accordance with the following vesting schedule:

| Relative TSR of Collins Foods Limited           | Proportion of performance rights to vest |
|---|--|
| Below the 50th percentile                       | 0%                                       |
| At the 50th percentile                          | 25%                                      |
| Between the 50th percentile and 75th percentile | 3% for each 1% >50%, <75%                |
| At or above the 75th percentile                 | 100%                                     |

Relative TSR will be based on a VWAP benchmark of ten trading days either side of the public release of audited financial results for the period ended 1 May 2022 and measured against the VWAP benchmark ten days either side of the public release of audited financial results in June 2025.

**Issue Date** The Performance Rights under the LTIP will be granted to Drew O'Malley as soon as practicable after the Annual General Meeting.

**Loan Terms** There are no applicable loan terms.

#### Item 4 — Adoption of Remuneration Report

The Corporations Act requires that where a resolution requires the Remuneration Report to be adopted, it must be put to vote at the Company's Annual General Meeting.

The Remuneration Report for the financial period ended 1 May 2022 is set out on pages 10 to 26 of the financial report for the period ended 1 May 2022, which can be found on the Company's website: [www.collinsfoods.com](http://www.collinsfoods.com).

The Remuneration Report outlines the remuneration framework and remuneration arrangements in place for Directors and Key Management Personnel of the Company and its controlled entities, detailing:

- the principles and objectives underlying the remuneration framework;
- specified details of the components of Directors' and senior executives' remuneration, including performance conditions; and
- the relationship between remuneration structures and Company performance.

It is noted that the shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company.

The resolution to approve the remuneration report at the Company's 2021 annual general meeting was passed by a poll (with 99.19% of votes cast in favour of the remuneration report).

The Corporations Act provides for a 'two strikes rule' in relation to voting on the Remuneration Report.

In summary, the rule gives shareholders the opportunity to require a general meeting to be held to re-elect the Board if the Remuneration Report receives two 'strikes' (a strike occurs when at least 25% of the votes cast on the resolution are against adoption) at two consecutive annual general meetings.

Following consideration of the Remuneration Report, the Chair will give shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

#### Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board recommends that shareholders vote in favour of adopting the Remuneration Report.

The Chair of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

## VOTING NOTES

### Voting Entitlement

The Company has determined that, for the purpose of voting at the Annual General Meeting, all Shares will be taken to be held by those persons recorded in the Company's register of members as at 7.00pm (Sydney time) on 31 August 2022.

### Participating in the Meeting online

The Directors encourage shareholders to participate in the meeting via the Computershare online meeting platform. Whilst shareholders will be able to vote on the resolutions online during the meeting in real time, shareholders are encouraged to lodge a proxy ahead of the meeting, even if they are participating online. If you are unable to attend, please lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au).

Shareholders participating in the meeting using the Computershare online platform will be able to vote between the commencement of the meeting and the closure of voting as announced by the Chair during the meeting.

By participating in the meeting online you will be able to:

- hear and view meeting slides;
- submit questions at the appropriate time whilst the meeting is in progress; and
- vote during the meeting.

Instructions on how to log on to ask questions during the meeting are outlined below and available on the Company's website at [www.collinsfoods.com/agm2022](http://www.collinsfoods.com/agm2022). Please note, only shareholders may ask questions online and only once they have been verified. It may not be possible to respond to all questions raised during the meeting. Shareholders are therefore encouraged to lodge questions prior to the AGM, as outlined on page 1.

If you choose to participate in the meeting online, registration will open at 8.30am (Brisbane time) on Friday, 2 September 2022.

To participate in the meeting online, you can log in to the meeting in the following ways:

- (a) from their computer, by entering the URL in the browser: <https://meetnow.global/MPQXNPF>; or
- (b) from their mobile device by either entering the URL in their browser: <https://meetnow.global/MPQXNPF>.

Once you have selected one of the options above, shareholders will need the following information to participate in the AGM in real-time:

1. Your username, which is your SRN/HIN; and
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the Online Meeting Guide (link below) for their password details.

Further information regarding participating in the AGM online, including browser requirements, is detailed in the AGM Online Meeting Guide available on the Company's website: [www.collinsfoods.com/agm2022](http://www.collinsfoods.com/agm2022)

### **Voting by Proxy**

If you are entitled to attend and vote at the meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company and may be an individual or a body corporate. A personalised proxy form is enclosed with this Notice of Meeting.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form.

Shareholders are encouraged to notify an appointed proxy of their appointment to enable them to participate in the meeting online and to exercise your voting instructions. Appointed proxies will need to contact the Company's share registry, Computershare Investor Services to obtain a username and password to vote online. Further details are available in the online meeting guide available at [www.collinsfoods.com/agm2022](http://www.collinsfoods.com/agm2022).

If you do not specify a proxy in your completed proxy vote or if the person you appoint does not participate in the AGM, the Chair of the meeting will be taken to be your proxy by default. In accordance with the Corporations Act 2001, any directed proxies that are not voted as directed on a poll at the meeting will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

### **LODGEMENT OF PROXY FORMS**

Completed proxy forms can be lodged:

- **Online** — at Computershare Investor Services' website: [www.investorvote.com.au](http://www.investorvote.com.au). Please note that you will be taken to have signed your proxy form if you lodge your votes via the registry's website.
- **By Mail** — Collins Foods Limited  
c/- Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne Vic 3001
- **By Facsimile** — 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia).

### **Online lodgement of proxy forms**

Shareholders who elected to receive their notice of meeting and proxy form electronically or have provided the Company with their email address will have received an email with a link to the Computershare site.

You will need a specific six digit Control Number to vote online. This number is located on the front of your letter.

In order to take effect, your completed proxy form (and any necessary supporting documentation) must be received by Computershare Investor Services no later than 9.30am (Brisbane time) on 31 August 2022, being 48 hours before the commencement of the meeting.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Computershare Investor Services by 9.30am (Brisbane time) on 31 August 2022.

You can arrange to receive shareholder information electronically by contacting Computershare on 1800 676 061 (within Australia) or +61 3 9415 4033 (outside Australia) or at [www.computershare.com.au](http://www.computershare.com.au) (Investor Centre).

### **Undirected and Directed Proxies — Items 3 and 4**

The Corporations Act places certain restrictions on the ability of Key Management Personnel (including the Chair of the Meeting) and their Closely Related Parties to vote as proxy for another shareholder on Items 3 (Approve grant of Performance Rights to Drew O'Malley) and 4 (Remuneration Report).

To ensure that your votes are counted when appointing a proxy who is a member of Key Management Personnel or a Closely Related Party of such a member, you are encouraged to direct your proxy as to how to vote on Items 3 and 4 by indicating your preference by completing any of the 'For', 'Against' or 'Abstain' boxes on the proxy form.

### **The Chair intends to vote all undirected proxies in favour of Items 3 and 4.**

If you appoint the Chair of the Meeting as your proxy but you do not direct the Chair how to vote in respect of Items 3 and 4, you will be authorising and directing the Chair to vote in favour of Items 3 and 4 and the Chair will vote in this way, even though Items 3 and 4 are connected with the remuneration of Key Management Personnel.

### **ALL RESOLUTIONS WILL BE BY POLL**

The Chair intends to call a poll on each of the resolutions set out in this Notice of Meeting.

### **FORMAL LOCATION**

The formal location of the meeting will be at the offices of Clayton Utz, Level 28, 71 Eagle Street, Brisbane, Queensland. However, as outlined above, shareholders are invited and encouraged to participate in the meeting via the online platform or by lodging a proxy ahead of the meeting.

### **TECHNICAL DIFFICULTIES**

Technical difficulties may arise during the course of the AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, shareholders are encouraged to lodge a proxy by 9.30 am (Brisbane time) on Wednesday, 31 August 2022 even if they plan to attend online.



## GLOSSARY OF TERMS

|                                 |  |
|---------------------------------|--|
| <b>Annual Report</b>            | The annual report of the Company for the financial period ended 1 May 2022.  |
| <b>Associates</b>               | The meaning given in the Listing Rules.  |
| <b>Article</b>                  | An article in the Constitution.  |
| <b>ASX</b>                      | ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.  |
| <b>Board</b>                    | The board of Directors of the Company.   |
| <b>Chair</b>                    | The person appointed to chair the Meeting.   |
| <b>Closely Related Party</b>    | of a member of Key Management Personnel means (as defined in the Corporations Act):<br>(a) a spouse or child of the member;<br>(b) a child of the member's spouse;<br>(c) a dependent of the member or of the member's spouse;<br>(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;<br>(e) a company that the member controls; or<br>(f) a person described as such by the <i>Corporations Regulations 2001</i> (Cth). |
| <b>Company</b>                  | Collins Foods Limited ACN 151 420 781.   |
| <b>Constitution</b>             | The constitution of the Company.   |
| <b>Corporations Act</b>         | <i>Corporations Act 2001</i> (Cth).  |
| <b>Directors</b>                | The directors of the Company from time to time (each a <b>Director</b> ).  |
| <b>Directors' Report</b>        | The section of the Annual Report entitled 'Directors' Report'.   |
| <b>Key Management Personnel</b> | A person having authority and responsibility for planning, directing and controlling the activities of the Company and its subsidiaries, directly or indirectly, including any Director (whether executive or otherwise) of the Company or any of its subsidiaries.  |
| <b>Listing Rules</b>            | The official listing rules of ASX.   |
| <b>LTIP</b>                     | Collins Foods Limited Executive and Employee Incentive Plan, the terms of which are summarised in the Schedule to these Explanatory Notes.   |
| <b>Performance Right</b>        | A right to acquire or to be transferred a Share in accordance with the terms of which they are granted by the Board, at its discretion, and the rules of the LTIP.   |
| <b>Remuneration Report</b>      | The section of the Directors' Report entitled 'Remuneration Report', dealing with remuneration of Directors and Key Management Personnel.  |
| <b>Shares</b>                   | Fully paid ordinary shares in the capital of the Company (each a <b>Share</b> ).   |
| <b>Trading Window</b>           | The meaning given in the Group Securities Trading Policy of the Company.   |
| <b>Vesting Condition</b>        | The performance hurdles or other conditions (including as to time and satisfaction of a minimum 12 month term of employment) as determined by the Board, that must be satisfied before Performance Rights can vest.  |

## SCHEDULE

### SUMMARY OF COLLINS FOODS LIMITED EXECUTIVE AND EMPLOYEE INCENTIVE PLAN (LTIP) RULES

#### Summary of the key terms of the LTIP

|                           |   |
|---------------------------|---|
| <b>Plan overview</b>      | The Board may, from time to time, in its absolute discretion, offer to grant Performance Rights as part of its long-term incentive strategy to an Employee under the LTIP.  |
| <b>Eligible Employees</b> | <p>Any permanent, full-time or part-time employee (including any executive director) of Collins Foods and its related bodies corporate (<b>Group</b>) (<b>Employee</b>) is eligible to participate in the LTIP and to be offered Performance Rights if they satisfy the criteria or other performance conditions that the Board determines from time to time.</p> <p>Performance Rights may be granted, and Shares, upon the exercise of Performance Rights, may be granted or transferred to Employees or such other persons (including without limitation, any person's legal personal representative or trustee in bankruptcy) as the Board in its discretion determines to be eligible to participate in the LTIP (a <b>Participant</b>).</p>   |
| <b>Plan limit</b>         | <p>In accordance with ASIC Class Order 14/1000, when making an offer of Performance Rights under the LTIP, the Company must have reasonable grounds to believe that the maximum number of Shares that have been or may be issued as a result of offers made in the previous 3 years under the LTIP (and any other employee incentive scheme or similar arrangement covered by ASIC's incentive plan relief) will not exceed 5% of the Shares of the Company on issue.</p> <p>For the purposes of calculating this 5% limit, ASIC includes:</p> <ul style="list-style-type: none"><li>unissued Shares over which Performance Rights, rights or other options (which remain outstanding) have been granted pursuant to offers made under this LTIP and any other Group employee incentive scheme in the last 3 years, where there are reasonable grounds to believe that the offer will result in an issue of Shares; and</li><li>the number of Shares issued as a result of offers made during the previous 3 years pursuant to an employee incentive scheme,</li></ul> <p>but excluded from the 5% limit are:</p> <ul style="list-style-type: none"><li>any offers which are received outside of Australia;</li><li>offers made under a disclosure document or product disclosure statement;</li><li>offers that do not require disclosure under section 708 of the Corporations Act (eg offers to investors under a 20/12 offer, sophisticated or professional investors and 'senior managers' where a senior manager is a person who is concerned in, or takes part in, the management of the body (regardless of the person's designation and whether or not the person is a director or secretary of the body); and</li><li>Performance Rights over Shares where the relevant Performance Right has lapsed.</li></ul> |
| <b>Vesting Conditions</b> | <p>The Board will determine whether any performance hurdles or other conditions (including as to time and satisfaction of a minimum 12 month term of employment) will be required to be met (<b>Vesting Conditions</b>) before the Performance Rights which have been granted under the Plan can vest.</p> <p>Performance Rights will automatically vest on the business day after the Board determines the Vesting Conditions have all been satisfied (<b>Vesting Determination Date</b>).</p> <p>The Performance Rights will automatically exercise on the Vesting Determination Date unless the Vesting Determination Date occurs outside a trading window permitted under the Collins Foods Securities Trading Policy, in which case the Performance Rights will exercise upon the first day of the next trading window following the Vesting Determination Date. Upon exercise of the Performance Rights, the Company must issue or procure the transfer of Shares, or alternatively may in its discretion elect to pay the Cash Equivalent Value to the Participant.</p> <p><b>Cash Equivalent Value</b> means, for each Share to be issued or transferred to a Participant, the volume weighted average price at which Shares have traded on ASX over the five trading days prior to the date at which the obligation to issue or transfer the Share to a Participant under the LTIP arose.</p>  |
| <b>Issue price</b>        | Unless otherwise determined by the Board in its discretion, Performance Rights are to be granted for nil consideration to Employees under the Plan. Performance Rights may otherwise be granted for nominal cash consideration.   |
| <b>Exercise price</b>     | The exercise price for Performance Rights, or the method of calculation of the exercise price, is as determined by the Board at the time of grant and stated in the letter of offer. The exercise price for a Performance Right will be nil (including where no exercise price is stated in the letter of offer) unless the Board determines otherwise and states the price in the letter of offer.   |
| <b>Exercise period</b>    | The terms for exercise, including the exercise period, are stated in the offer letter and any Performance Rights may not be exercised outside of a trading window prescribed in the Collins Foods Securities Trading Policy.  |

## Summary of the key terms of the LTIP

### Lapse

Once granted, Performance Rights will lapse on the first to occur of:

- the stated expiry date;
- the failure to meet the stated Vesting Conditions within the prescribed period;
- if the Participant (or the Employee to whom the offer was made) ceases to be an Employee due to death, permanent illness or permanent physical or mental incapacity (as certified by a medical practitioner who is approved in writing by the Board), retirement or redundancy (or any other reason as determined by the Board):
  - for vested Performance Rights, until they are validly exercised under the rules of the Plan; and
  - for unvested Performance Rights and provided the Participant satisfies the minimum 12 month term of employment, unless the Board otherwise determines (eg including determining whether the number of unvested Performance Rights should be reduced pro-rata to reflect the period of the performance period that has elapsed between the date of grant and the date of cessation of employment), they will remain subject to the terms in the letter of offer and Performance Rights certificate until they are vested or lapse. The Participant will be deemed to remain an Employee and therefore eligible at all relevant times for the purposes of the testing of any Vesting Conditions.
- a determination by the Board that the Participant has:
  - been dismissed or removed from office as an Employee for any reason which entitles the Company or the Group entity to dismiss the Participant without notice; or
  - acted fraudulently, dishonestly or in breach of the Participant's obligations to the Company or another Group entity or otherwise engaged in misconduct,

and, the vested and unvested Performance Rights are for that reason to be forfeited;

- if the Participant ceases to be an Employee due to resignation (or any other reason as determined by the Board), the date of cessation of employment (or such longer period as the Board determines); and
- notwithstanding the rules of lapse set out in the LTIP, if the Participant has not satisfied the 12 month minimum term of employment, the Performance Rights will lapse regardless of whether they are vested or unvested.

### Rights and restrictions of Performance Rights

Performance Rights are not entitled to receive a dividend. Any Shares issued or transferred to a Participant upon vesting of Performance Rights are only entitled to dividends if they were issued on or before the relevant dividend entitlement date.

The Company may impose a mandatory holding lock on the Shares or a Participant may request they be subject to a voluntary holding lock.

Shares issued or transferred under the LTIP rank equally in all respects with other Shares on issue.

In the event of a reconstruction of the Company (consolidation, subdivision, reduction, cancellation or return), the terms of any outstanding Performance Rights will be amended by the Board to the extent necessary to comply with the Listing Rules at the time of reconstruction.

Any bonus issue of securities by way of capitalisation of profits, reserves or share capital account will confer on each Performance Right, the right:

- to receive on exercise or vesting of those Performance Rights, not only an allotment of one Share for each of the Performance Rights exercised or vested but also an allotment of the additional Shares and/or other securities the Employee would have received had the Employee participated in that bonus issue as a holder of Shares of a number equal to the Shares that would have been allotted to the Employee had they exercised those Incentives or the Performance Rights had vested immediately before the date of the bonus issue; and
- to have profits, reserves or share premium account, as the case may be, applied in paying up in full those additional Shares and/or other securities.

Subject to a reconstruction or bonus issue, Performance Rights do not carry the right to participate in any new issue of securities including pro-rata issues.

Performance Rights will not be quoted on ASX. The Company will apply for quotation of any Shares issued under the LTIP.

## Summary of the key terms of the LTIP

**Assignability** An Employee cannot sell, assign, transfer or otherwise dispose of a Performance Right without the prior written consent of the Board. This does not prevent the exercise of the Performance Right by the estate of a deceased Participant.

**Administration** The LTIP is administered by the Board, which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules, including any waiver granted by ASX) in addition to those set out in the LTIP.

**Change of Control** If, in the opinion of the Board, a Change of Control Event has occurred, or is likely to occur, the Board may declare a Performance Right to be free of any Vesting Conditions and, if so, the Company must issue or transfer Shares in accordance with the LTIP rules. In exercising its discretion in determining the vesting outcome, the Board will consider whether measurement of Vesting Conditions (on a pro-rata basis) up to the date of the Change of Control Event is appropriate in the circumstances.

Change of Control Event means where:

- a takeover bid is made and a person obtains voting power (as defined under the Corporations Act) of more than 50% and the takeover bid has become unconditional;
- a court has sanctioned a compromise or arrangement (other than for the purpose of, or in connection with, a scheme for the reconstruction of the Company); or
- any other transaction which the Board determines will result in a change in control of the Company.

**Amendments** Subject to the Listing Rules, the Board may amend the LTIP at any time, but may not do so in a way which reduces the rights of Employees' existing rights without their consent, unless the amendment is to comply with the law, to correct an error or similar.

**Termination and suspension** The LTIP may be terminated or suspended at any time by resolution of the Board but any such suspension or termination will not affect nor prejudice rights of any Employee holding Performance Rights at that time.

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