



**COLLINS FOODS LIMITED**

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28 July 2023

ASX Market Announcements Office  
10 Bridge Street  
SYDNEY NSW 2000

**Via ASX Online**

Dear ASX Market Announcements Officer

**ANNOUNCEMENT FOR RELEASE VIA MARKET ANNOUNCEMENTS PLATFORM**

Please find **attached** Collins Foods Limited's updated 2023 Notice of AGM and proxy form for release via the ASX Market Announcements Platform. This announcement replaces the one released by ASX at 9.05am on 28 July 2023.

For further information, please contact:

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By Order of the Board

**Frances Finucan**  
Company Secretary

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



# Notice of Annual General Meeting 2023

COLLINS FOODS LIMITED ACN 151 420 781



## Notice is given that Collins Foods Limited (the 'Company') will hold its 2023 Annual General Meeting at 9.30am (Brisbane time) on Friday, 1 September 2023.

Dear Shareholder

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

The AGM will be held on Friday, 1 September 2023, 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 and will continue to allow shareholders to participate in the AGM online or in person this year. The online platform 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 that are unable to attend the AGM in person 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/agm2023](http://www.collinsfoods.com/agm2023) 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, 25 August 2023.

### 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 their browser: <https://meetnow.global/MAGG6AY>; or
- (b) from their mobile device, by entering the URL in their browser: <https://meetnow.global/MAGG6AY>.

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, 30 August 2023 to be valid for the meeting.

Instructions on how to appoint a proxy are available 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 2023 and Notice of Meeting 2023; 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/agm2023](http://www.collinsfoods.com/agm2023) and ASX for any updates in relation to the AGM.

We look forward to continuing to engage with shareholders at the AGM.

Yours sincerely

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

**Robert Kaye SC**

Chair

28 July 2023

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# Notice is given that Collins Foods Limited (the ‘Company’) will hold its 2023 Annual General Meeting at 9.30am (Brisbane time) on Friday, 1 September 2023.

## 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 30 April 2023.

### 2. Election of Director — Nicki Anderson

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

*“To elect as a Director of the Company Nicki Anderson who was appointed as a Director by the Board on 13 January 2023.”*

### 3. Re-election of Director — Christine Holman

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

*“To re-elect as a Director of the Company Christine Holman who, being a Director of the Company, retires and being eligible, offers herself for re election.”*

### 4. Renewal of shareholder approval for amended LTIP

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

*“That, for the purpose of Listing Rule 7.2, Exception 13 and for all other purposes, the Collins Foods Limited Executive and Employee Incentive Plan (LTIP), the terms of which are summarised in the Explanatory Notes, be approved.”*

### 5. Approve grant of performance rights to Drew O'Malley

To consider and, if thought fit, to pass the following resolution 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.”*

### 6. Adoption of Remuneration Report

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

*“That the Remuneration Report (which forms part of the Directors' Report) in respect of the period ended 30 April 2023 be adopted.”*

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

### 7. Ratification of previous issue of Shares under the Ownership Share Plan

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

*“That for the purpose of Listing Rule 7.4 and for all other purposes, the shareholders ratify the issue of 46,150 fully paid ordinary shares to eligible employees under the Ownership Share Plan, the terms of which are summarised in the Explanatory Notes.”*

## VOTING EXCLUSIONS

### Item 4 (Renewal of shareholder approval for amended LTIP)

The Company will disregard any votes cast in favour of Item 4 by or on behalf of a person who is eligible to participate in the LTIP or any of their Associates, 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 4 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 5 (Approve grant of performance rights to Drew O'Malley)

The Company will disregard any votes cast in favour of Item 5 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 5 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.

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**Item 6 (Adoption of Remuneration Report)**

The Company will disregard any votes cast on Item 6:

- 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.

**Item 7 (Ratification of previous issue of Shares under the Ownership Share Plan)**

The Company will disregard any votes cast in favour of Item 7 by or on behalf of a person who has received shares under the Ownership Share Plan or any of their Associates, unless the vote is cast by:

- a person 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.

Please refer to the ‘Undirected and Directed Proxies — Items 4, 5, 6 and 7’ section of the Explanatory Notes for important information about the appointment of proxies in relation to Items 4, 5, 6 and 7.

**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: 28 July 2023

**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 2023 Annual General Meeting.

The purpose of these Explanatory Notes is to provide shareholders with information they reasonably require in order 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 30 April 2023 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, 25 August 2023).

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

**Item 2 — Election of Director — Nicki Anderson**

Nicki Anderson was appointed as a Director by the Board effective 13 January 2023.

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, Nicki Anderson retires from office and offers herself for election as a Director.

**Nicki Anderson**  
**Independent Non-Executive Director**  
**Member of Audit and Risk Committee and Remuneration and Nomination Committee**

Nicki has over 25 years' experience working in Oceania, Asia, Europe and America and has hands on leadership experience in strategy, sales, marketing, customer experience and innovation within the food, beverage, consumer goods and agribusiness sectors. Her leadership roles include Vice President Innovation at Cadbury Schweppes Americas (Dr Pepper Snapple) based in New York, Marketing & Innovation Director for Coca-Cola Amatil and McCain Foods and CEO for Powerforce, demoplus, Artel and Retail Facts. Nicki is currently a Non-Executive Director & Chair of Remuneration & Nomination Committee for ASX listed Graincorp Limited and Craig Mostyn Group, Deputy Chair & Chair of Nomination Committee for Australian Made Campaign Limited, and Non-Executive Director for both Fred Hollows Foundation and Prostate Cancer Foundation of Australia. She is former Chair & Member of the Monash University Advisory Board for the marketing faculty. Nicki holds an Executive MBA from the University of NSW (AGSM), a Bachelor of Business (marketing major) from the University of Technology Sydney and is a Fellow of the Australian Institute of Company Directors.

**Board Recommendation**

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

The Chair of the meeting intends to vote all available proxies in favour of the election of Nicki Anderson.

**Item 3 — Re-election of Director — Christine Holman**

The Constitution and the Listing Rules require that Directors must not hold office for more than three years without re-election (rotation requirements). The Constitution further requires that one Director (excluding Directors appointed by the Board during the year) must retire at each annual general meeting and that the retiring Director may offer themselves for re-election at that annual general meeting.

Accordingly, Christine Holman retires from office and offers herself for re-election.

**Christine Holman**  
**Independent Non-Executive Director**  
**Chair of Audit and Risk Committee and member of Remuneration and Nomination Committee**

Christine is a professional company director and a Non-Executive Director of three ASX listed boards, AGL Ltd, Metcash Ltd and Collins Foods Limited, The National Intermodal Corporation which is a Federal Government Business Enterprise (GBE) and one private company, Indara Pty Ltd.

Christine also sits on the Boards of not-for-profit organisations, including The Bradman Foundation, The State Library of NSW Foundation, The McGrath Foundation and until March 2023, the ICC T20 Cricket World Cup LOC.

In her previous executive capacity, as both CFO & Commercial Director of Telstra Broadcast Services, Christine brings a deep understanding of legacy and emerging technologies and digital transformations. During her time in private investment management, Christine assisted management and the Board of investee companies on strategy development, mergers & acquisitions, leading due diligence teams, managing large complex commercial negotiations, and developing growth opportunities.

Christine has an MBA and Post-Graduate Diploma in Management from Macquarie University and is a Graduate of the Australian Institute of Company Directors. Christine is a member of Chief Executive Women (CEW) and the International Women's Forum (IWF).

**Board Recommendation**

The Board (with Christine Holman abstaining) recommends that shareholders vote in favour of the re-election of Christine Holman.

The Chair of the meeting intends to vote all available proxies in favour of the re-election of Christine Holman.



## Item 4 — Renewal of shareholder approval for amended LTIP

### Background

The Company's long-term incentive plan, the Collins Foods Limited Executive and Employee Incentive Plan (LTIP) was initially approved by shareholders at the Company's 2013 Annual General Meeting, and again at its 2016, 2019, 2020 and 2021 Annual General Meetings. The LTIP:

- offers long-term incentives to employees, including executive directors, in the form of Performance Rights over Shares; and
- aims to align rewards for performance with the achievement of the Company's growth and strategic objectives for the financial year 2023 and beyond.

### New regulatory regime for employee share schemes (ESS)/ changes to LTIP

On 1 October 2022, a new employee share scheme regime under Division 1A of Part 7.12 of the Corporations Act (**New ESS Provisions**) took effect to replace and expand the previous relief provided by ASIC CO 14/1000 (**Class Order**). The purpose of the New ESS Provisions is to make it easier for companies to access 'regulatory relief' from the Corporations Act requirements in respect of licensing, advertising and hawking, and the design and distribution obligations with a streamlined set of disclosure requirements applying to the ESS.

As a result of those changes, the Company has made some amendments to the LTIP for consistency with the New ESS Provisions and to make some other minor changes. The changes include:

- changes to the persons associated with the Employee ('related persons') who may, if permitted by the Board, accept an offer of Performance Rights, for consistency with the New ESS Provisions;
- changes to the group entities by which an eligible Employee may be employed, for consistency with the New ESS Provisions;
- changes to the limit on Performance Rights which may be issued under the LTIP including to remove the limit for offers of Performance Rights for no monetary consideration, for consistency with the New ESS Provisions;
- clarification about the application of the Rules where a 'related person' of an Employee (rather than the Employee) accepts the offer of Performance Rights; and
- change to the VWAP benchmark from ten trading days either side of the public release of audit financial results to ten trading days either side of the last day of the last financial year of the relevant performance period for new grants.

Given these changes, the Board is seeking to refresh approval of the LTIP, including the issue of securities under the LTIP, for the purposes of ASX Listing Rule 7.2, Exception 13 and for all other purposes.

### ASX Listing Rules

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the company. ASX Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1, one of which (Exception 13) is an issue of securities under an employee incentive scheme if, within three years before the date of issue, the shareholders of the Company approved the issue of securities under the scheme.

If shareholder approval is obtained for the purposes of Listing Rule 7.2, Exception 13, the Company will be able to issue Performance Rights under the LTIP (subject to the maximum number of Performance Rights to be issued under the LTIP as set out below under 'Regulatory Information' below) to eligible participants over a period of three years without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

If shareholder approval is not obtained, the Company will be able to proceed with the issue of Performance Rights under the LTIP (again, subject to the maximum number of Performance Rights to be issued under the LTIP as set out below under "Regulatory Information") to eligible participants, but any issue of Performance Rights will reduce, to that extent, the Company's capacity to issue securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the Performance Rights.

It should be noted that any proposed issue of Performance Rights under the LTIP to a related party (including Directors) will require additional shareholder approval under ASX Listing Rule 10.14 at the relevant time. If such additional shareholder approval for an issue of Performance Rights under the LTIP to a related party is not obtained, then those Performance Rights cannot be issued.

### Regulatory Information

In accordance with the requirements of Listing Rule 7.2, Exception 13(b), the following information is provided:

- A summary of the LTIP rules is set out in Schedule 1 to this Notice of Meeting.
- Since the LTIP was approved by shareholders at the 2021 AGM, 719,017 Performance Rights (0.61% of issued capital) have been granted under the LTIP (as approved by shareholders at the 2021 AGM). Of the 719,017 Performance Rights granted during that period, 91,133 of these have been forfeited or cancelled and 602,711 (0.51% of issued capital) remain on issue. Following the review of vesting Conditions, 85,564 Performance Rights (0.07% of issued capital prior to vesting) have been converted to fully paid ordinary shares in the Company since the LTIP was approved at the 2021 AGM. Prior to vesting, the Company had 116,980,201 Shares on issue.
- The maximum number of Performance Rights proposed to be issued under the LTIP following shareholder approval over three years is approximately 1,800,000 Performance Rights (1.54% of issued capital). This maximum is not intended to be a prediction of the actual number of Performance Rights to be issued under the LTIP but is specified for the purposes of setting a ceiling on the number of Performance Rights approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of Performance Rights under the LTIP would not have the benefit of Exception 13 without a fresh shareholder approval.
- A voting exclusion in respect of this Item 4 has been included in this Notice of Meeting.

### Board Recommendation

The Board recommends that shareholders vote in favour of renewing the approval of the Collins Foods Limited Executive and Employee Incentive Plan. The Chair of the meeting intends to vote all available proxies in favour of the re-approval.

The Performance Rights are otherwise granted on the terms of the LTIP rules summarised in the Schedule to these Explanatory Notes.

**Item 5 — 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 (other than Drew O'Malley) are eligible to participate in the LTIP.

The LTIP was last approved at the Company's 2021 Annual General Meeting. Since the LTIP was last approved by shareholders at the 2021 Annual General Meeting, there have been 549,202 Performance Rights (0.47% of issued capital) issued under the LTIP to employees other than Mr O'Malley.

If this Item 5 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 5 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 5 is 108,108.
- Performance Rights are granted and exercisable 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 FY23 (as disclosed in the FY23 remuneration report) was \$835,295. Total reward includes salary, superannuation, other benefits, short term incentive and long-term incentive.
- As disclosed in the FY23 remuneration report, Mr O'Malley holds 252,089 Performance Rights.
- 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; and
  - 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 \$960,000 (**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

<b>Number of Securities</b>	The number of Performance Rights issued to Mr O'Malley will be 108,108. This has been calculated by dividing Mr O'Malley's FY23 Base Salary of \$960,000 by the volume weighted average price ( <b>VWAP</b> ) of the Company's Shares for the five trading days up to and including the date that the Company's full year 2023 financial results were publicly released and the five trading days after that date (\$8.88). 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.																															
<b>Issue Price</b>	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.																															
<b>Exercise Price</b>	It is a term of the LTIP that Performance Rights have a nil exercise price.																															
<b>Exercise Period</b>	<p>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 <b>Vesting Determination Date</b>).</p> <p>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 LTIP.</p> <p>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 LTIP rules.</p>																															
<b>Performance Period</b>	The three financial periods beginning 30 April 2023 and ending on 3 May 2026.																															
<b>Vesting Conditions</b>	<p>Vesting of the Performance Rights is conditional upon:</p> <ul style="list-style-type: none"> <li>satisfaction of a minimum term of employment of 12 continuous months from the grant date;</li> <li>remaining an eligible participant under the LTIP at all times before vesting; and</li> <li>the compound growth in the Company's EPS achieved over the performance period is equal to or greater than the Minimum EPS Target (<b>Compound EPS Growth</b>) 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 (<b>Relative TSR</b>). The weighting to be applied between these two performance conditions when calculating vesting will be 50% Compound EPS Growth and 50% Relative TSR.</li> </ul> <p>Compound EPS Growth performance will be tested following the determination of the Company's basic EPS for the financial period ended 30 April 2023, compared to the Company's basic EPS for the financial period ending 3 May 2026. If the growth in EPS between the financial period ended 30 April 2023 and the financial period ending 3 May 2026 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:</p> <table border="1"> <thead> <tr> <th>Performance level</th> <th>Annualised EPS growth (CAGR)</th> <th>% of max/stretch/grant vesting</th> </tr> </thead> <tbody> <tr> <td>Stretch/maximum</td> <td>16.5%</td> <td>100%</td> </tr> <tr> <td>Between target and stretch</td> <td>&gt;11%, &lt;16.5%</td> <td>Pro-rata</td> </tr> <tr> <td>Target</td> <td>11%</td> <td>50%</td> </tr> <tr> <td>Between threshold and target</td> <td>&gt;5.5%, &lt;11%</td> <td>Pro-rata</td> </tr> <tr> <td>Threshold</td> <td>5.5%</td> <td>25%</td> </tr> <tr> <td>Below threshold</td> <td>&lt;5.5%</td> <td>0%</td> </tr> </tbody> </table> <p>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).</p> <p>Relative TSR performance will be tested in accordance with the following vesting schedule:</p> <table border="1"> <thead> <tr> <th>Relative TSR of Collins Foods Limited</th> <th>Proportion of performance rights to vest</th> </tr> </thead> <tbody> <tr> <td>Below the 50th percentile</td> <td>0%</td> </tr> <tr> <td>At the 50th percentile</td> <td>25%</td> </tr> <tr> <td>Between the 50th percentile and 75th percentile</td> <td>3% for each 1% &gt;50%, &lt;75%</td> </tr> <tr> <td>At or above the 75th percentile</td> <td>100%</td> </tr> </tbody> </table> <p>Relative TSR will be based on a VWAP benchmark of ten trading days either side of 30 April 2023, being the last day of the first financial year forming part of the Performance Period and measured against the VWAP benchmark ten trading days either side of 3 May 2026 being the last day of the third financial year forming part of the Performance Period.</p>	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%	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%
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																														
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Between the 50th percentile and 75th percentile	3% for each 1% >50%, <75%																															
At or above the 75th percentile	100%																															
<b>Issue Date</b>	The Performance Rights under the LTIP will be granted to Drew O'Malley as soon as practicable after the Annual General Meeting.																															
<b>Loan Terms</b>	There are no applicable loan terms.																															

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**Item 6 — 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 30 April 2023 is set out on pages 11 to 25 of the financial report for the period ended 30 April 2023 released on 27 June 2023, 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 2022 annual general meeting was passed by a poll (with 99.12% 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.

**Item 7 — Ratification of previous issue of Shares under the Ownership Share Plan**

As announced on 30 May 2023, the Company launched a new employee share plan (**Ownership Share Plan**) for certain eligible employees (as described in Schedule 2 to these Explanatory Notes) based in Australia and Europe, including Collins Foods Restaurant General Managers and Restaurant Support Centre employees based in Australia and Europe. On 30 June 2023, 46,150 Shares were issued under the Ownership Share Plan to eligible employees. A summary of the terms of the Ownership Share Plan can be found in Schedule 2.

Listing Rule 7.1 generally restricts ASX listed companies from issuing equity securities in any 12-month period in excess of 15% of the number of issued securities of the company at the beginning of the 12 month period, without prior shareholder approval or under an exception in Listing Rule 7.2.

Listing Rule 7.4 provides that where the holders of ordinary securities in a company subsequently approve a previous issue of, or agreement to issue, securities, those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1 provided the previous issue did not breach Listing Rule 7.1.

This Resolution 7 seeks ratification of the issue of Shares under the Ownership Share Plan on terms as outlined below and in Schedule 2.

The Shares were issued under the Ownership Share Plan on 30 June 2023 pursuant to the Company's 15% placement capacity under Listing Rule 7.1. However, ratification of the Ownership Share Plan is being sought from shareholders pursuant to Listing Rule 7.4 to provide flexibility for the Company to issue further Shares without shareholder approval.

If Resolution 7 is passed, the Shares issued under the Ownership Share Plan will be excluded from the calculation of the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following 30 June 2023.

If Resolution 7 is not passed, the Shares issued under the Ownership Share Plan Shares will be included in the calculation of the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following 30 June 2023.

Pursuant to and in accordance with Listing Rule 7.5, the following information in relation to Resolution 7 is provided to shareholders:

- The Shares were issued to eligible employees (as described in Schedule 2) based in Australia and Europe, including Restaurant General Managers, Area Coaches, and Restaurant Support Centre Level 1 – 3 employees.
- 46,150 fully paid ordinary shares were issued on 30 June 2023.
- The Shares were granted for nil consideration on the basis their grant represents an incentive for future performance.
- The purpose of the issue of Shares under the Ownership Share Plan is to ensure the Company's remuneration practices remain competitive within the Quick Service Restaurant market.
- A summary of the Ownership Share Plan is set out in Schedule 2.
- A voting exclusion statement is included in the Notice of Meeting.

**Board Recommendation**

The Board recommends that shareholders vote in favour of Resolution 7. The Chair of the meeting intends to vote all available proxies in favour of Resolution 7.

## 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 30 August 2023.

### 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 the meeting 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/agm2023](http://www.collinsfoods.com/agm2023). 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, 1 September 2023.

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

- from their computer, by entering the URL in their browser: <https://meetnow.global/MAGG6AY>; or
- from their mobile device, by entering the URL in their browser: <https://meetnow.global/MAGG6AY>.

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/agm2023](http://www.collinsfoods.com/agm2023)

### 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/agm2023](http://www.collinsfoods.com/agm2023).

If you do not specify a proxy in your completed proxy form 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 website.

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 30 August 2023, 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 30 August 2023.

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 4, 5, 6 and 7**

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 4 (Renewal of shareholder approval for amended LTIP), 5 (Approve grant of Performance Rights to Drew O'Malley), 6 (Remuneration Report) and 7 (Ratification of previous issue of Shares under the Ownership Share Plan).

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 4, 5, 6 and 7 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 4, 5, 6 and 7.**

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 4, 5, 6 and 7 you will be authorising and directing the Chair to vote in favour of Items 4, 5, 6 and 7, and the Chair will vote in this way, even though Items 4, 5, 6 and 7 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 if 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, 30 August 2023 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 30 April 2023.
<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): (a) a spouse or child of the member. (b) a child of the member's spouse. (c) a dependent of the member or of the member's spouse. (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. (e) a company that the member controls; or (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>New ESS Provisions</b>	The provisions relating to employee share schemes contained in Division 1A of Part 7.12 of the Corporations Act.
<b>Ownership Share Plan</b>	The Collins Foods Limited employee share plan announced to ASX on 30 May 2023, the terms of which are summarised in Schedule 2 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.

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## SCHEDULE 1

### 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, its related bodies corporate, or any other Associated Entities (as defined in the Corporations Act) of Collins Foods that are bodies corporate and are designated by the Board (<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 (if the Board permits) a 'related person' of the Employee who is approved by the Board (<b>a Participant</b>). 'Related Person' of an Employee is:</p> <p>(i) spouse, parent, child or sibling of the Employee.</p> <p>(ii) another body corporate controlled by the Employee, or a person mentioned in subparagraph (i);</p> <p>(iii) body corporate that is the trustee of a self-managed superannuation fund (within the meaning of the Superannuation Industry (Supervision) Act 1993) where the primary participant is a director of the body corporate.</p> <p>(iv) a person prescribed by the regulations (if any).</p>
<b>Plan limit</b>	<p>If an offer of Performance Rights is to be made for monetary consideration which is to be provided by the Participant either for the issue of the Performance Rights or on their exercise, the offer must comply with the Issue Cap.</p> <p>An offer of Performance Rights under the Plan complies with the <b>Issue Cap</b> if, at the time the offer is made, the Company reasonably believes:</p> <ul style="list-style-type: none"><li>• the total number of Shares that are covered by the Performance Rights that may be issued under the offer; and</li><li>• the total number of Shares that are covered by Performance Rights that have been issued, or may be issued, under offers that were both received in this jurisdiction and made in connection with an employee share scheme (as defined in section 1100L (1) of the Corporations Act) at any time during the 3 year period ending on the day the offer is made,</li></ul> <p>does not exceed the issue cap percentage specified in the Company's constitution (if any), or otherwise 5%, of the number of those Shares issued by the Company (whether in connection with the Plan or otherwise) as at the start of the day the offer is made.</p>
<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.

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## Summary of the key terms of the LTIP

<b>Lapse</b>	<p>Once granted, Performance Rights will lapse on the first to occur of:</p> <ul style="list-style-type: none"><li>• the stated expiry date.</li><li>• the failure to meet the stated Vesting Conditions within the prescribed period.</li><li>• 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):<ul style="list-style-type: none"><li>– for vested Performance Rights, until they are validly exercised under the rules of the Plan; and</li><li>– 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.</li></ul></li></ul> <p>The Participant (or the Employee to whom the offer was made) will be deemed to remain an Employee and therefore eligible at all relevant times for the purposes of the testing of any Vesting Conditions.</p> <ul style="list-style-type: none"><li>• a determination by the Board that the Participant (or the Employee to whom the offer was made) has:<ul style="list-style-type: none"><li>– 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</li><li>– acted fraudulently, dishonestly or in breach of the Participant's obligations to the Company or another Group entity or otherwise engaged in misconduct,</li></ul></li></ul> <p>and the vested and unvested Performance Rights are for that reason to be forfeited;</p> <ul style="list-style-type: none"><li>• if the Participant (or the Employee to whom the offer was made) 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).</li></ul> <p>Notwithstanding the rules of lapse set out in the LTIP, if the Participant (or the Employee to whom the offer was made) has not satisfied the 12 month minimum term of employment, the Performance Rights will lapse regardless of whether they are vested or unvested.</p>
<b>Rights and restrictions of Performance Rights</b>	<p>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.</p> <p>The Company may impose a mandatory holding lock on the Shares, or a Participant may request they be subject to a voluntary holding lock.</p> <p>Shares issued or transferred under the LTIP rank equally in all respects with other Shares on issue.</p> <p>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.</p> <p>Any bonus issue of securities by way of capitalisation of profits, reserves or share capital account will confer on each Performance Right, the right:</p> <ul style="list-style-type: none"><li>• 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</li><li>• to have profits, reserves or share premium account applied in paying up in full those additional Shares and/or other securities.</li></ul> <p>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.</p> <p>Performance Rights will not be quoted on ASX. The Company will apply for quotation of any Shares issued under the LTIP.</p>
<b>Assignability</b>	<p>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.</p>
<b>Administration</b>	<p>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.</p>

## Summary of the key terms of the LTIP

<b>Change of Control</b>	<p>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.</p> <p>Change of Control Event means where:</p> <ul style="list-style-type: none"><li>• 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;</li><li>• 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</li><li>• any other transaction which the Board determines will result in a change in control of the Company.</li></ul>
<b>Amendments</b>	<p>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.</p>
<b>Termination and suspension</b>	<p>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.</p>

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## SCHEDULE 2

### SUMMARY OF OWNERSHIP SHARE PLAN RULES

<b>Plan overview</b>	The Ownership Share Plan is an employee share plan whereby eligible employees will receive rights to obtain Shares ( <b>Rights</b> ) over a five-year period of up to a total value of AUD\$10,000. At the Board's discretion, one fifth of the value of the Rights granted to an eligible employee will vest by 30 June each year during the five-year period, starting in June 2023.
<b>Eligible Employees</b>	<p>Restaurant General Managers (RGM), Area Coaches (AC), and Restaurant Support Centre (RSC) Level 1 – 3 employees who:</p> <ul style="list-style-type: none"><li>• must not already be a participant of another Collins Foods Share Scheme (I.e., Long Term Incentive Scheme);</li><li>• must be permanently appointed to an eligible role (RGM, AC or RSC Level 1 – 3 Role); and</li><li>• must be employed in a permanent capacity either full-time or part-time and have held the role for at least three (3) continuous months prior to the end of the financial year, immediately preceding the first year of the Ownership Share Plan offer.</li></ul> <p>Any employees on fixed term contracts will not be eligible to participate in the Ownership Share Plan. Employee eligibility is reviewed each financial year end in accordance with the plan rules with consideration to an eligible role and employment capacity.</p>
<b>Vesting Conditions</b>	<p>At the Board's discretion, one fifth of the value of the eligible Rights will vest by 30 June each year during the five-year period after receiving the Rights, starting in June 2023.</p> <p>Eligibility for vesting is based on the following criteria:</p> <ul style="list-style-type: none"><li>• must be an eligible employee and otherwise satisfy all requirements of these rules at the time of vesting. For the avoidance of doubt, if an employee transfers into a role that is not an eligible role under the Ownership Share Plan, all unvested Shares will be forfeited.</li><li>• resignation will result in automatic forfeiture of any future unvested Shares unless the employee is deemed a "good leaver" by the Company. In which case the Company may exercise discretion to allow the then current year's unvested Shares to vest. Any Rights or entitlements for future years will be forfeited.</li><li>• if a participant in the Ownership Share Plan is promoted during the 5 year scheme, an adjustment to the number of Rights that vest will be made with the new value calculated for future years; and</li><li>• where an eligible employee commences a secondment, the eligibility for Rights and vesting is based on the substantive role.</li></ul> <p>The vesting date will be determined by the Board at its discretion on a yearly basis but will be no later than 30 June each year.</p>
<b>Number of Rights awarded</b>	The number of Rights awarded under future offers will be determined using the volume weighted average price ( <b>VWAP</b> ) taken from the five trading days before and five trading days after the public release of the Company's annual audited financial reports.
<b>Administration</b>	The Ownership Share Plan is offered by the CEO on behalf of the Board and may be amended to reflect any significant change to operating or economic conditions. The Ownership Share Plan is managed externally by Computershare who is the Company's share plan administrator and manages the Company's share registry. Information is held securely, and each employee is provided a login and password to access the Rights and subsequent Shares, as eligible.
<b>Restrictions</b>	<p>Employees under the Ownership Share Plan are bound by the Company's Group Securities Trading Policy.</p> <p>The restriction of share-trading is subject to trading windows being opened as determined by the Company. During the open trading window, a restricted employee must seek prior written clearance from the Company Secretary before undertaking trading.</p>

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**COLLINS FOODS LIMITED**  
ACN 151 420 781

000001 000 CKF

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:30am (Brisbane time) Wednesday, 30 August 2023.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Collins Foods Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Collins Foods Limited to be held at the offices of Clayton Utz, Level 28, 71 Eagle Street, Brisbane, Queensland and via online at <https://meetnow.global/MAGG6AY> on Friday, 1 September 2023 at 9.30am (Brisbane time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 4, 5, 6 and 7 (except where I/we have indicated a different voting intention in step 2) even though Items 4, 5, 6 and 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4, 5, 6 and 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
2 Election of Director – Nicki Anderson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – Christine Holman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Renewal of shareholder approval for amended LTIP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approve grant of performance rights to Drew O'Malley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of previous issue of Shares under the Ownership Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please consider the environment by updating your communication preferences and voting online via <https://www.investorvote.com.au>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



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