MAGGIE BEER HOLDINGS

All correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax +61 2 9290 9655

Online www.boardroomlimited.com.au

By Phone (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FR-3026064-STR002-B001-00001

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (ACDT) Saturday, 28 November 2026.**

TO VOTE ONLINE

BY SMARTPHONE

STEP 1: VISIT https://www.votingonline.com.au/mbhagm2026

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC): 55850341

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

Scan QR Code using smartphone QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: DIRECT VOTING

If you wish to vote directly, you should clearly mark the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. Securityholders, custodians and nominees may identify on the Voting Form the total number of votes in each of the categories "for" and "against" and their votes will be valid. The Chairman's decision as to whether a direct vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of a Second Proxy
You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two forms. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
(b) return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your direct vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any resolution by inserting the percentage or number that you wish to vote in the appropriate box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution for all your securities your vote on that resolution will be invalid.

Proxy which is a Body Corporate
Where a body corporate is appointed as your proxy, the representative of that body corporate attending the Meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

SECTION 4: SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the Securityholder.
Joint Holding: where the holding is in more than one name, all the Securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **11:00am (ACDT) Saturday, 28 November 2026**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting forms may be lodged using the enclosed Reply Paid Envelope or:

Online	https://www.votingonline.com.au/mbhagm2026
By Fax	+61 2 9290 9655
By Mail	Boardroom Pty Limited GPO Box 3993, Sydney NSW 2001 Australia
In Person	Boardroom Pty Limited Level 8, 210 George Street, Sydney NSW 2000 Australia

Attending the Meeting
If you wish to attend the meeting please bring this form with you to assist registration.

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Company Limited
MAGGIE BEER HOLDINGS LIMITED

S00000720836

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.
Please note, you cannot change ownership of your securities using this form.

VOTING FORM

SECTION 1: DIRECT VOTING

☐ I/We being a Securityholder/s of **Maggie Beer Holdings Limited** (Company) and entitled to attend and vote hereby elect to vote directly at the Annual General Meeting of the Company to be held at **991 Stockwell Rd, Vine Vale SA 5353 on Monday, 30 November 2026 at 11:00am (ACDT)** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of **Maggie Beer Holdings Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered Securityholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **991 Stockwell Rd, Vine Vale SA 5353 on Monday, 30 November 2026 at 11:00am (ACDT)** and at any adjournment or of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1,4,5,6 & 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1,4,5,6,& 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1,4,5,6 & 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

SECTION 3: VOTING DIRECTIONS

* If you mark the Abstain box for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report (Non-binding vote)	☐	☐	☐
Resolution 2	Re-election of Maggie Beer as Director	☐	☐	☐
Resolution 3	Appointment of Auditor	☐	☐	☐
Resolution 4	Grant of Options to Managing Director, Mr Chris IIlman	☐	☐	☐
Resolution 5	Issue of Options to Non-Executive Chair, Mr Mark Lindh	☐	☐	☐
Resolution 6	Issue of Options to Non-Executive Director, Ms Maggie Beer	☐	☐	☐
Resolution 7	Issue of Options to Non-Executive Director, Ms Rebecca Tolhurst	☐	☐	☐

SECTION 4: SIGN THE FORM

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name…….. Contact Daytime Telephone……..... Date / / 2026

MAGGIE BEER HOLDINGS LIMITED
ACN 092 817 171

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 30 November 2026

Time of Meeting:
11.00 am (ACDT)

Place of Meeting:
991 Stockwell Rd,
Vine Vale SA 5353

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting of Shareholders of Maggie Beer Holdings Limited (the "Company") will be held at 991 Stockwell Rd, Vine Vale South Australia 5353 on Monday, 30 November 2026 at 11.00 am ACDT ("**Annual General Meeting**" "**AGM**" or "**Meeting**").

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Item 1	**Financial And Related Reports**
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2026.

Item 2 - Resolution 1	**Adoption of Remuneration Report (non-binding vote)**
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2026 Annual Report and is available from the Company's website (www.maggiebeerholdings.com.au). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: *"**THAT** the Remuneration Report for the financial year ended 30 June 2026 included in the Directors' Report of the Annual Report as required under section 300A of the Corporations Act, be adopted by the Company."*
Voting Exclusion	A vote must not be cast on this resolution: (a) in any capacity by or on behalf of a member of the KMP named in the remuneration report for the year ended 30 June 2026, or that KMP's Closely Related Party; (b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution: (i) where the appointment specifies the way that the proxy is to vote on Resolution 1; or (ii) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, which expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 3 - Resolution 2	Re-election of Maggie Beer as Director
Description	Maggie Beer retires as a director of the Company by rotation in accordance with the Constitution of the Company from the close of the Meeting and, being eligible, offers herself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"THAT Maggie Beer, retiring from office in accordance with the Constitution, and being eligible, is re-elected as a director of the Company."*
Voting Exclusion	There are no voting exclusions applying to Resolution 2.

Item 4 - Resolution 3	Appointment of Auditor
Description	ASIC has consented to the resignation of Ernst & Young as auditor of the Company, with effect from the Meeting. The Board has selected RSM Australia Partners to be appointed as the new auditor of the Company and its controlled entities, and RSM Australia Partners has consented to the appointment. Under the Corporations Act, Shareholder approval is required for the appointment of a new auditor to fill the vacancy that will arise on Ernst & Young's resignation.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"THAT, for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, RSM Australia Partners, having been duly nominated in accordance with section 328B(1) of the Corporations Act and having consented in writing to act as auditor, be appointed as the auditor of the Company and its controlled entities with effect from the close of this Meeting."*
Voting Exclusion	There are no voting exclusions applying to Resolution 3.

Item 5 - Resolution 4	Grant of Options to Managing Director, Mr Chris Illman
Description	The Company seeks Shareholder approval for the grant of 10,000,000 Options to the Company's Managing Director, Mr Chris Illman (or his nominee), under the Maggie Beer Holdings Employee Share Option Plan, for the purposes of Listing Rule 10.14 and for all other purposes.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT**, for the purposes of Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant 10,000,000 Options to Mr Chris Illman, Managing Director of the Company (or his nominee), under the Maggie Beer Holdings Employee Share Option Plan, and to issue Shares on the exercise of those Options, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

Voting Exclusion	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of: (a) a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Option Plan (including Mr Illman); or (b) an associate of any such person. However, this does not apply to a vote cast in favour of Resolution 4 by: (c) 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; (d) the Chair of the Meeting 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 (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) 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 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 4 as a proxy by a member of the KMP at the date of the Meeting, or a Closely Related Party of such a member, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 4: (f) where the appointment specifies the way that the proxy is to vote on Resolution 4; or (g) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, which expressly authorises the Chair to exercise the proxy even though Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 6 - Resolution 5	**Issue of Options to Non-Executive Chair, Mr Mark Lindh**
Description	The Company seeks Shareholder approval for the issue of 5,000,000 Options to Mr Mark Lindh, Non-Executive Chair of the Company (or his nominee), for the purposes of Listing Rule 10.11 and for all other purposes.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT**, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 5,000,000 Options to Mr Mark Lindh (or his nominee), and to issue Shares on the exercise of those Options, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*
Voting Exclusion	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

	(a) Mr Mark Lindh (and, if applicable, his nominee) and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) an associate of any such person. However, this does not apply to a vote cast in favour of Resolution 5 by: (c) 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; (d) the Chair of the Meeting 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 (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) 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 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 5 as a proxy by a member of the KMP at the date of the Meeting, or a Closely Related Party of such a member, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 5: (f) where the appointment specifies the way that the proxy is to vote on Resolution 5; or (g) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, which expressly authorises the Chair to exercise the proxy even though Resolution 5 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 7 - Resolution 6	**Issue of Options to Non-Executive Director, Ms Maggie Beer**
Description	The Company seeks Shareholder approval for the issue of 2,500,000 Options to Ms Maggie Beer, Non-Executive Director of the Company (or her nominee), for the purposes of Listing Rule 10.11 and for all other purposes.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT**, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Options to Ms Maggie Beer (or her nominee), and to issue Shares on the exercise of those Options, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*
Voting Exclusion	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

	(a) Ms Maggie Beer (and, if applicable, her nominee) and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) an associate of any such person. However, this does not apply to a vote cast in favour of Resolution 6 by: (c) 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; (d) the Chair of the Meeting 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 (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) 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 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 6 as a proxy by a member of the KMP at the date of the Meeting, or a Closely Related Party of such a member, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 6: (f) where the appointment specifies the way that the proxy is to vote on Resolution 6; or (g) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, which expressly authorises the Chair to exercise the proxy even though Resolution 6 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 8 - Resolution 7	**Issue of Options to Non-Executive Director, Ms Rebecca Tolhurst**
Description	The Company seeks Shareholder approval for the issue of 2,500,000 Options to Ms Rebecca Tolhurst, Non-Executive Director of the Company (or her nominee), for the purposes of Listing Rule 10.11 and for all other purposes.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution: *"**THAT**, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,500,000 Options to Ms Rebecca Tolhurst (or her nominee), and to issue Shares on the exercise of those Options, on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*
Voting Exclusion	In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

	(a) Ms Rebecca Tolhurst (and, if applicable, her nominee) and any other person who will obtain a material benefit as a result of the issue of the Options (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) an associate of any such person. However, this does not apply to a vote cast in favour of Resolution 7 by: (c) 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; (d) the Chair of the Meeting 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 (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: (i) 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 (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way. In addition, in accordance with section 250BD of the Corporations Act, a vote must not be cast on Resolution 7 as a proxy by a member of the KMP at the date of the Meeting, or a Closely Related Party of such a member, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 7: (f) where the appointment specifies the way that the proxy is to vote on Resolution 7; or (g) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form, which expressly authorises the Chair to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the KMP.

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Record Date:** The Company has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that for the purposes of the Annual General Meeting, the Company's shares will be taken to be held by the persons who are registered Shareholders of the Company, as at **7:00 p.m. (ACDT) on Saturday, 28 November 2026**. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Annual General Meeting. Transactions recorded after that time will be disregarded in determining Shareholder entitlements to attend and vote at the Annual General Meeting.

3. **Required majority:** Each Resolution proposed is an ordinary resolution and each will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolution are cast in favour of the Resolution.

4. **Proxies**

a. A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy. A Proxy Form is enclosed with this Notice of Meeting.

b. A proxy may be an individual or a body corporate.

c. A person appointed as proxy need not be a Shareholder.

d. If a Shareholder is a company, it must execute the Proxy Form under its common seal or otherwise in accordance with its constitution or the Corporations Act.

e. Where a Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes (fractions will be disregarded). If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.

g. A proxy must be signed by the Shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and the Corporations Act.

h. To be valid, the Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of any such power of attorney or other authority must be:

i. deposited at the Company's Share Registry, Boardroom Pty Limited, located at **Boardroom Pty Limited** Level 8, 210 George Street Sydney NSW 2000;

ii. received by post to the Company's Share Registry, GPO Box 3993, Sydney NSW 2001;

iii. successfully transmitted by facsimile to the Company's Share Registry on +61 2 9290 9655; or

iv. deposited at or received by post to the registered office of the Company, at 2 Keith Street, Tanunda, South Australia, 5352,

no later than 48 hours before the commencement of the Annual General Meeting. This is no later than 11.00 am (ACDT) on Saturday, 28 November 2026. Any proxy received after that time will not be valid for the scheduled Meeting. Relevant custodians may lodge their Proxy Forms online by visiting https://www.votingonline.com.au/mbhagm2026.

5. **Direct Voting**

a. Direct voting enables Shareholders to vote on resolutions considered at the meeting by lodging their votes directly with the Company prior to the meeting, without needing to attend the meeting or appoint a proxy.

b. Direct online votes can be lodged at https://www.votingonline.com.au/mbhagm2026

c. Direct votes cast by Shareholders will be counted on a poll.

d. A Shareholder who has cast a direct vote may attend the Meeting and vote in person, but this will cancel the direct vote lodged prior to the meeting, unless the Shareholder instructs the Company's Share Registry otherwise.

e. Direct votes must be received by 11.00 am (ACDT) on Saturday, 28 November 2026.

6. **Corporate Representative**

A corporate Shareholder will need to appoint a representative to exercise the powers that the corporate Shareholder may exercise pursuant to section 250D of the Corporations Act. A corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The form of certificate of appointment can be obtained from the Share Registry of the Company, Boardroom Pty Limited: https://boardroomlimited.com.au/investor-forms/.

If a corporate representative is to attend the Meeting, the authority must be sent to the Company and/or Share Registry in advance of the Meeting or produced prior to admission to the Meeting.

7. **Appointing the Chair of the Meeting as Proxy**

The Proxy Form accompanying this Notice contains detailed instructions regarding how to complete the Proxy Form if a Shareholder wishes to appoint the Chair as his or her proxy. You should read those instructions carefully.

By appointing the Chair of the Meeting as your proxy in relation to Resolutions 1 and 4 to 7 you expressly authorise the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company's consolidated entity.

The Chair of the Meeting intends to exercise all available proxies by voting in favour of each Resolution. The Chair of the Meeting has a personal interest in Resolution 5.

8. **Enquiries**

Shareholders are invited to contact the Company Secretary by email at sk@legalc.com.au if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT
TO NOTICE OF 2026 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Explanation	Section 317 of the Corporations Act requires the Company's Financial Report, Directors' report and Auditor's Report for the financial year ended 30 June 2026 to be laid before the Company's 2026 Annual General Meeting. There is no requirement for a formal resolution on this item. The Financial Report contains the financial statements of the consolidated entity consisting of Maggie Beer Holdings Limited and its controlled entities. A copy of the 2026 Financial Report has been sent to all Shareholders who have elected to receive it and is available on the Company's website (*www.maggiebeerholdings.com.au*) and from the Company Secretary (*sk@legalc.com.au*). The Chair of the Meeting will allow a reasonable opportunity at the meeting for Shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's Auditor, Ernst & Young, questions about its Auditor's report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2026, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and its independence in relation to the conduct of the audit.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Explanation	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2026 Annual Report and is available from the Company's website (*www.maggiebeerholdings.com.au*). The Remuneration Report: ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. The vote on this Resolution is advisory only and does not bind the Directors or the Company in accordance with section 250R of the Corporations Act. However, the Board will take into account any discussion on this Resolution and the outcome of the vote when considering the future remuneration policies and practices of the Company.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. RESOLUTION 2 - RE-ELECTION OF MAGGIE BEER

Explanation	Rule 23.10(a) of the Company's Constitution and Listing Rule 14.5 require that an election of Directors be held at each annual general meeting. In addition, Rule 23.10(b) of the Constitution requires that Directors (other than, subject to the Constitution, a Managing Director) not hold office for more than three years or beyond the third annual general meeting following their appointment (whichever is the longer period) without submitting for re-election. Maggie Beer, being the Director (other than the Managing Director) who has been longest in office since her last election (having last been re-elected at the 2024 Annual General Meeting), will retire by rotation at the end of the 2026 Annual General Meeting, consistent with Rule 23.10(d) of the Constitution, so that an election of Directors is held at the Meeting. Maggie Beer, being eligible under Rule 23.10(c) of the Constitution, offers herself for re-election as Director.
About Maggie Beer	Maggie has been a member of the Board since 18 April 2019, having joined the board of the consolidated entity as part of the acquisition of Maggie Beer Products Pty Ltd by the group. Maggie continues to play a pivotal role in the growth and strategy of the Maggie Beer Products business, as well as remaining deeply involved in the development of new products. Maggie's career in the food industry spans over 40 years, beginning as a farmer at the Pheasant Farm in 1979, whereby the fresh, seasonal ingredients produced led to a farm shop in the Barossa, and soon after a nationally acclaimed restaurant, followed by a commercial food production business, Maggie Beer Products. Maggie was Telstra South Australia Business Woman of the Year in 1997, Senior Australian of the Year in 2010, was appointed a Member of the Order of Australia in 2012 and promoted to Officer of the Order of Australia in 2022 and was awarded honorary doctorates by Macquarie University in 2013 and the University of South Australia in 2016 in recognition of her achievements in tourism, hospitality and the promotion of Australian cuisine. Maggie established the Maggie Beer Foundation in 2014 to improve the food experiences of older Australians, particularly those living within aged care homes. Maggie holds no other current directorships and has held no other listed company directorships in the last three years. Maggie is a member of the Company's Remuneration & Nomination Committee. Maggie is not considered by the Board to be independent, as a result of the ambassador agreement she has with the Company under which she is paid a fee to perform brand ambassador services.
Voting Exclusion	There are no voting exclusions applying to Resolution 2.
Board Recommendation	The Board, with Maggie Beer abstaining, unanimously recommends that Shareholders vote in favour of Maggie Beer's re-election.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 2.

4. RESOLUTION 3 - APPOINTMENT OF AUDITOR

Explanation	Under the Corporations Act, Shareholder approval is required for the appointment of a new auditor. Following a tender process overseen by the Audit & Risk Committee, the Board has selected RSM Australia Partners (**RSM**) to be appointed as the new auditor of the Company and its controlled entities. RSM has consented in writing to the appointment in accordance with section 328A(1) of the Corporations Act. The Board considers that the appointment of RSM is in the best interests of the Company having regard to audit quality, capability and cost. Ernst & Young (EY) audited the Company's Financial Report for the year ended 30 June 2026. On 21 October 2026, ASIC consented under section 329(5) of the Corporations Act to EY's resignation as auditor of the Company, with effect from the Meeting. A representative of EY will attend the Meeting and will be available to answer Shareholder questions relevant to the audit of the Company's Financial Report for the year ended 30 June 2026. If Resolution 3 is passed, RSM will be appointed as auditor of the Company with effect from the close of the Meeting, filling the vacancy arising on EY's resignation. If Resolution 3 is not passed, RSM will not be appointed as auditor pursuant to this Resolution. EY's resignation will nevertheless take effect at the Meeting, and the Directors will fill the resulting vacancy in accordance with section 327C of the Corporations Act (in which case the auditor so appointed will hold office until the Company's next annual general meeting).
Nomination of RSM	Section 328B(1) of the Corporations Act requires that written notice of the nomination of a new auditor be given to the Company by a member of the Company. The Company has received a nomination from Mr Chris Illman, a member of the Company, nominating RSM for appointment as auditor of the Company. A copy of the notice of nomination is set out in Annexure D to this Notice, as required by section 328B(3) of the Corporations Act.
Voting Exclusion	There are no voting exclusions applying to Resolution 3.
Board Recommendation	The Board unanimously recommends that Shareholders vote in favour of Resolution 3.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 3.

5. RESOLUTION 4 - GRANT OF OPTIONS TO MANAGING DIRECTOR, MR CHRIS ILLMAN

Background	Mr Chris Illman was appointed Managing Director of the Company with effect from 2 September 2026, having served as a non-executive Director since 26 November 2025. The key terms of Mr Illman's executive employment agreement were announced to ASX on 31 August 2026. As announced, subject to Board approval and Shareholder approval, the Company proposed to grant Mr Illman 10,000,000 Options as his initial long-term incentive, with an exercise price equal to 150% of the volume weighted average market price of Shares over the 20 trading days immediately preceding the date on which the Board resolves to make the grant (**Reference Price**). On 20 October 2026, the Board resolved, subject to Shareholder approval, to grant the Options under the Maggie Beer Holdings Employee Share Option Plan (**Option Plan**). The Reference Price, being the volume weighted average market price of Shares traded on ASX over the 20 trading days from 22 September 2026 to 19 October 2026 (inclusive), is approximately 5.87 cents. 150% of the Reference Price is approximately 8.8 cents, and the

	Board has determined, with Mr Illman's agreement, to round the exercise price up to 9.0 cents ($0.09) per Option. The Board considers that the grant of Options aligns Mr Illman's interests with those of Shareholders by linking a significant component of his remuneration to sustained growth in the value of the Company. With an exercise price more than 50% above the Reference Price, the Options will only deliver value to Mr Illman if the Share price increases substantially and the vesting conditions are satisfied. Resolution 4 seeks Shareholder approval for the grant of the Options for the purposes of Listing Rule 10.14 and for all other purposes.
Listing Rule 10.14	Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of its shareholders: (a) a director of the company (Listing Rule 10.14.1); (b) an associate of a director of the company (Listing Rule 10.14.2); or (c) a person whose relationship with the company or a person referred to above is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3). Mr Illman is a Director of the Company and the proposed grant of Options to him under the Option Plan therefore falls within Listing Rule 10.14.1 and requires Shareholder approval. If approval is obtained under Listing Rule 10.14, approval is not required under Listing Rule 7.1 (by reason of Exception 14 in Listing Rule 7.2). Accordingly, the grant of the Options (and the issue of any Shares on their exercise) will not use any of the Company's 15% placement capacity under Listing Rule 7.1.
Effect of Resolution 4	If Resolution 4 is passed, the Company will be able to proceed with the grant of the Options to Mr Illman. If Resolution 4 is not passed, the Company will not grant the Options to Mr Illman and the Board will consider alternative arrangements to appropriately remunerate and incentivise Mr Illman, which may include a cash-based long-term incentive on equivalent terms.
Chapter 2E of the Corporations Act	Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party (which includes a Director) unless shareholder approval is obtained or an exception applies. The grant of the Options to Mr Illman constitutes the giving of a financial benefit to a related party. The Directors (other than Mr Illman) consider that the grant of the Options forms part of Mr Illman's reasonable remuneration as Managing Director, having regard to the circumstances of the Company and Mr Illman's role and responsibilities, and accordingly that the exception in section 211 of the Corporations Act applies. Shareholder approval is therefore not being sought for the purposes of section 208 of the Corporations Act.
Recipient and category (LR 10.15.1 and 10.15.2)	The Options will be granted to Mr Chris Illman (or his nominee). Mr Illman is a Director of the Company and falls within Listing Rule 10.14.1. If the Options are granted to a nominee of Mr Illman, that nominee will be an associate of Mr Illman falling within Listing Rule 10.14.2.
Number and class (LR 10.15.3)	10,000,000 unquoted Options, each exercisable to acquire one Share. If all of the Options vest and are exercised, Mr Illman (or his nominee) would be issued 10,000,000 Shares, representing approximately 2.2% of the Company's issued Shares on an undiluted basis (based on 447,988,952 Shares on issue as at the date of this Notice).

Current remuneration (LR 10.15.4)	Mr Illman's current total remuneration package as Managing Director comprises: (a) a base salary of $390,000 per annum, plus statutory superannuation; (b) a short-term incentive opportunity of up to 50% of base salary (being up to $195,000 per annum), subject to the achievement of financial and non-financial performance conditions determined by the Board; and (c) subject to Shareholder approval, the Options the subject of Resolution 4. Mr Illman does not receive separate Director's fees while employed as Managing Director.
Securities previously issued (LR 10.15.5)	No securities have previously been issued to Mr Illman under the Option Plan.
Terms of the Options and why Options are used (LR 10.15.6)	A summary of the material terms of the Options is set out in Annexure A. The Board has chosen Options because, with an exercise price set at a 50% premium to the Reference Price, they reward Mr Illman only for the creation of significant Shareholder value, provide an incentive without an upfront cash cost to the Company, and reflect the terms agreed with Mr Illman on his appointment as Managing Director.
Value of the Options (LR 10.15.6)	The Company attributes a value of approximately $0.0168 per Option ($168,000 in aggregate for the 10,000,000 Options), determined by independent valuer PKF Melbourne Corporate Pty Ltd (**PKF**) using a binomial option pricing model incorporating the Hull-White adjustment for early exercise, as at an assumed grant date of 22 October 2026, and the following key assumptions: • underlying Share price $0.055 (being the volume weighted average price of Shares over the 30 trading days to 22 October 2026); • exercise price $0.09; vesting three years after grant; term to expiry five years; • volatility 50%; • risk-free rate 4.961%; • early exercise assumed when the Share price reaches 1.5 times the exercise price; and dividend yield nil. The valuation assumes that all Options vest and does not take into account the continued employment vesting condition.
Date of grant (LR 10.15.7)	The Options will be granted as soon as practicable after, and in any event within one month of, the Meeting.
Issue price and exercise price (LR 10.15.8)	The Options will be granted for nil cash consideration, as part of Mr Illman's remuneration package. No funds will be raised from the grant of the Options. Each Option will have an exercise price of $0.09, being 150% of the Reference Price rounded up to the nearest cent. The Reference Price is 5.87 cents, being the volume weighted average market price of Shares traded on ASX over the 20 trading days from 22 September 2026 to 19 October 2026 (inclusive). If all of the Options are exercised, the Company would receive $900,000, which it intends to apply to working capital.
Summary of the Option Plan (LR 10.15.9)	A summary of the material terms of the Option Plan is set out in Annexure C.
Loan (LR 10.15.10)	No loan will be made to Mr Illman in relation to the grant or exercise of the Options.

Annual report disclosure and further participants (LR 10.15.11)	Details of any securities issued under the Option Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Option Plan after Resolution 4 is approved and who were not named in this Notice will not participate until approval is obtained under that rule.
Voting Exclusion	A voting exclusion statement applies to this Resolution, as set out in the Notice.
Board Recommendation	The Directors (other than Mr Illman, who has a material personal interest in the outcome of Resolution 4 and makes no recommendation) recommend that Shareholders vote in favour of Resolution 4.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 4.

6. RESOLUTIONS 5 TO 7 - ISSUE OF OPTIONS TO DIRECTORS (OTHER THAN THE MANAGING DIRECTOR)

Background	Resolutions 5 to 7 seek Shareholder approval for the issue of Options to each of the Company's Directors other than the Managing Director, as follows: (a) Resolution 5 – Mr Mark Lindh (Non-Executive Chair): 5,000,000 Options; (b) Resolution 6 – Ms Maggie Beer: 2,500,000 Options; and (c) Resolution 7 – Ms Rebecca Tolhurst: 2,500,000 Options, being 10,000,000 Options in aggregate (**Director Options**). Each of Resolutions 5 to 7 is a separate resolution and is not conditional on any other Resolution. Non-Executive Director fees have not been reviewed since 1 July 2021, when they were set at the lower end of the benchmark range for comparable ASX-listed companies. The Board considers that the issue of the Director Options provides an appropriate means of recognising the contribution of these Directors and aligning their interests with those of Shareholders, without increasing the Company's cash costs. The Director Options will have the same exercise price ($0.09) and expiry period (five years) as the Options proposed to be granted to the Managing Director under Resolution 4, and will vest subject to three years' continued service as a Director. The Director Options will be issued as a standalone issue and not under the Option Plan.
Listing Rule 10.11	Listing Rule 10.11 provides that, unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party of the company (Listing Rule 10.11.1), or to an associate of a related party (Listing Rule 10.11.4), without the approval of its shareholders. Each Non-Executive Director is a Director and therefore a related party of the Company. The issue of the Director Options falls within Listing Rule 10.11.1 (or, if issued to a nominee, Listing Rule 10.11.4) and none of the exceptions in Listing Rule 10.12 applies. Shareholder approval is therefore required under Listing Rule 10.11. If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1 (by reason of Exception 14 in Listing Rule 7.2). Accordingly, the issue of the Director Options (and the issue of any Shares on their exercise) will not use any of the Company's 15% placement capacity under Listing Rule 7.1.
Effect of Resolutions 5 to 7	If a Resolution is passed, the Company will be able to issue the relevant Director Options within one month after the Meeting.

	If a Resolution is not passed, the Company will not issue the relevant Director Options and the Board may consider alternative arrangements to appropriately remunerate the relevant Director, which may include a review of Director fees.
Chapter 2E of the Corporations Act	The issue of the Director Options constitutes the giving of a financial benefit to related parties of the Company. The Directors consider that the issue of the Director Options to each relevant Director forms part of that Director's reasonable remuneration, having regard to the circumstances of the Company, the responsibilities of the Director, the fact that Non-Executive Director fees have not been reviewed since 1 July 2021, and the value of the Director Options, and accordingly that the exception in section 211 of the Corporations Act applies. Shareholder approval is therefore not being sought for the purposes of section 208 of the Corporations Act. Each Director abstained from the Board's consideration of the issue of Director Options to that Director.
ASX Corporate Governance Principles	The Board notes that the commentary to Recommendation 8.2 of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations states that non-executive directors generally should not receive equity-based remuneration with performance hurdles attached. The Board considers that the Director Options to be issued to the Non-Executive Directors (Mr Lindh, Ms Beer and Ms Tolhurst) are appropriate in the Company's circumstances for the reasons set out above, including the preservation of cash. The Company will report on this matter in its Corporate Governance Statement.
Name and category (LR 10.13.1 and 10.13.2)	The Director Options will be issued to Mr Mark Lindh, Ms Maggie Beer and Ms Rebecca Tolhurst (or their respective nominees). Each of them is a Director and therefore a related party of the Company, falling within Listing Rule 10.11.1. If Director Options are issued to a nominee of a Director, that nominee will be an associate of the Director falling within Listing Rule 10.11.4.
Number and class (LR 10.13.3)	10,000,000 unquoted Options in aggregate, each exercisable to acquire one Share, allocated as set out above. If all of the Director Options vest and are exercised, 10,000,000 Shares would be issued, representing approximately 2.2% of the Company's issued Shares on an undiluted basis. Together with the Options proposed to be granted under Resolution 4, this would represent 20,000,000 Shares, or approximately 4.5% of the Company's issued Shares on an undiluted basis (based on 447,988,952 Shares on issue as at the date of this Notice).
Terms of the Director Options (LR 10.13.4)	A summary of the material terms of the Director Options is set out in Annexure B.
Value of the Director Options	The Company attributes a value of approximately $0.0168 per Director Option, determined by PKF using the same methodology and assumptions as the Options the subject of Resolution 4 (and likewise assuming that all Director Options vest, without regard to the continued service vesting condition), being an aggregate value of $84,000 for Mr Lindh and $42,000 for each of Ms Beer and Ms Tolhurst ($168,000 in aggregate for the 10,000,000 Director Options).
Date of issue (LR 10.13.5)	The Director Options will be issued as soon as practicable after the Meeting and, in any event, no later than one month after the date of the Meeting.
Issue price and exercise price (LR 10.13.6)	The Director Options will be issued for nil cash consideration, as part of the relevant Directors' remuneration. Each Director Option will have an exercise price of $0.09, the same as the Options the subject of Resolution 4.
Purpose of the issue (LR 10.13.7)	The purpose of the issue is to remunerate the relevant Directors and to align their interests with those of Shareholders, as described above. No funds will be raised from the issue of

	the Director Options. If all of the Director Options are exercised, the Company would receive $900,000, which it intends to apply to working capital.
Current remuneration (LR 10.13.8)	The current total annual remuneration (inclusive of superannuation) of each relevant Director is: (a) Mr Mark Lindh – $110,000, being the fee for the Chair of the Board, inclusive of participation in all Board committees (including as Chair of the Remuneration & Nomination Committee); (b) Ms Maggie Beer – $65,000 in Director fees. In addition, Ms Beer is paid $13,092 per month ($157,104 per annum) for brand ambassador services under an ambassador agreement with the Company, the terms of which have not changed since it was entered into in 2019; and (c) Ms Rebecca Tolhurst – $75,000, including $10,000 as Chair of the Audit & Risk Committee. In each case, the Director's remuneration will also include the Director Options the subject of the relevant Resolution, if approved.
Agreement (LR 10.13.9)	The Director Options are not being issued under an agreement.
Voting Exclusion	A voting exclusion statement applies to each of Resolutions 5 to 7, as set out in the Notice.
Board Recommendation	As each of Mr Lindh, Ms Beer and Ms Tolhurst has a personal interest in the outcome of one of Resolutions 5 to 7, the Board does not make a recommendation to Shareholders in relation to Resolutions 5 to 7.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of each of Resolutions 5 to 7. The Chair of the Meeting has a personal interest in Resolution 5.

Annexure A – Terms of Options to be granted to Mr Chris Illman

Options – Mr Chris Illman

The Options will be granted under, and are subject to, the rules of the Option Plan and the invitation issued to Mr Illman. The key terms of the Options are:

TERM/KEY CONCEPTS	DETAIL
Entitlement	Each Option entitles the holder to subscribe for one Share upon vesting and exercise of the Option and payment of the Exercise Price.
Number	10,000,000 Options.
Issue price	Nil. The Options are granted as part of Mr Illman's remuneration.
Exercise Price	9.0 cents ($0.09) per Option, being 150% of the Reference Price, rounded up to the nearest cent. Reference Price means the volume weighted average market price of Shares traded on ASX over the 20 trading days from 22 September 2026 to 19 October 2026 (inclusive), being the 20 trading days immediately preceding 20 October 2026, the date on which the Board resolved to make the grant.
Vesting conditions	The Options will vest on the third anniversary of the date of grant, subject to Mr Illman remaining employed by the Group until that date. The Board may, in its absolute discretion, waive any vesting condition.
Expiry Date	Five (5) years after the date of grant. Any Option not exercised by the Expiry Date will automatically lapse.
Exercise	Vested Options may be exercised before the Expiry Date by notice to the Company and payment of the Exercise Price, in accordance with the Option Plan. Options may not be exercised during the blackout periods set out in the Option Plan (including the six weeks before the release of the Company's half-year and full-year results) or in breach of the insider trading provisions of the Corporations Act.
Cessation of employment	As provided in the Option Plan: if Mr Illman is determined by the Board to be a Bad Leaver, his Options lapse on cessation of employment; if he is a Good Leaver or other Leaver, his Options lapse 6 months after cessation of employment, unless the Board determines that some or all of them lapse on a later date.
Change of control	On a Change of Control Event (as defined in the Option Plan), the Board may determine the manner in which the Options will be dealt with, so that Mr Illman remains in a financial position as near as possible to that which existed before the Change of Control Event.
Malus and clawback	The Board may determine that unvested or vested Options lapse or are forfeited, or that Shares issued on exercise are clawed back, in circumstances including fraud, dishonesty, material misstatement, misconduct, serious risk failure or other circumstances determined by the Board, in accordance with Mr Illman's executive employment agreement.
Transfer, hedging and quotation	The Options are not transferable without the prior written consent of the Board and will not be quoted on ASX. Mr Illman must not enter into any arrangement that limits the economic risk of holding unvested Options.
Shares issued on exercise	Shares issued on exercise of the Options will rank equally with all other Shares on issue. The Company will apply for quotation of those Shares on ASX.
Dividends, voting and new issues	The Options do not carry any right to dividends or to vote at general meetings, and do not entitle the holder to participate in new issues of Shares without first exercising the Options.
Capital reconstructions, bonus and rights issues	The number of Options, the Exercise Price and/or the number of Shares to be issued on exercise will be adjusted in accordance with the Option Plan in the event of a reorganisation of capital, bonus issue or pro rata issue, in a manner consistent with the Listing Rules.
Taxation	Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) (deferred taxing point) applies to the Options, subject to the requirements of that Act.

Annexure B – Terms of Options to be issued to Mr Lindh, Ms Beer and Ms Tolhurst

Director Options – Resolutions 5 to 7

The Director Options will be issued as a standalone issue (and not under the Option Plan) on the following terms. In this Annexure, the relevant Director means the Director to whom, or to whose nominee, the Director Options are issued:

TERM/KEY CONCEPTS	DETAIL
Entitlement	Each Director Option entitles the holder to subscribe for one Share upon vesting and exercise of the Director Option and payment of the Exercise Price.
Number	5,000,000 Director Options to Mr Mark Lindh, and 2,500,000 Director Options to each of Ms Maggie Beer and Ms Rebecca Tolhurst (or their respective nominees).
Issue price	Nil.
Exercise Price	9.0 cents ($0.09) per Director Option.
Vesting conditions	The Director Options will vest on the third anniversary of the date of issue, subject to the relevant Director remaining a Director until that date, whether the Director Options are held by the relevant Director or by the relevant Director's nominee. The Board may, in its absolute discretion, waive any vesting condition.
Expiry Date	Five (5) years after the date of issue. Any Director Option not exercised by the Expiry Date will automatically lapse.
Exercise	Vested Director Options may be exercised before the Expiry Date by notice to the Company and payment of the Exercise Price for each Director Option exercised, subject to the Company's Securities Trading Policy and the insider trading provisions of the Corporations Act.
Issue of Shares on exercise	Within 5 Business Days after a valid exercise, the Company will issue the Shares, apply for their quotation on ASX and, if required, give ASX a notice under section 708A(5)(e) of the Corporations Act so that the Shares may be freely traded.
Cessation of office	If the relevant Director ceases to be a Director before the Director Options vest, the unvested Director Options will lapse, unless the Board determines otherwise. Vested Director Options may be exercised until the earlier of the Expiry Date and 12 months after the relevant Director ceases to be a Director, after which they lapse.
Change of control	If a change of control event occurs (including a takeover bid that becomes unconditional or a scheme of arrangement that becomes effective), the Board may determine that some or all unvested Director Options vest.
Malus and clawback	The Board may determine that unvested or vested Director Options lapse or are forfeited, or that Shares issued on exercise are clawed back, in circumstances including fraud, dishonesty, material misstatement or serious misconduct.
Transfer, hedging and quotation	The Director Options are not transferable without the prior written consent of the Board and will not be quoted on ASX. Neither the relevant Director nor any nominee may enter into any arrangement that limits the economic risk of holding unvested Director Options.
Shares issued on exercise	Shares issued on exercise of the Director Options will rank equally with all other Shares on issue.
Dividends, voting and new issues	The Director Options do not carry any right to dividends or to vote at general meetings, and do not entitle the holder to participate in new issues of Shares without first exercising the Director Options.
Bonus and pro rata issues	If the Company makes a bonus issue of Shares, the number of Shares over which each unexercised Director Option is exercisable will be increased by the number of Shares the holder would have received had the Director Option been exercised before the record date. If the Company makes a pro rata issue (other than a bonus issue), the Exercise Price will be reduced in accordance with the formula in Listing Rule 6.22.2.
Reorganisation	In the event of a reorganisation of the capital of the Company, the rights of the holder will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
Taxation	Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth) (deferred taxing point) applies to the Director Options, subject to the requirements of that Act.

Annexure C – Summary of the Maggie Beer Holdings Employee Share Option Plan

The following is a summary of the key terms of the Option Plan:

TERM/KEY CONCEPTS	DETAIL
Purpose	The purpose of the Option Plan is to provide an incentive to reward, retain and motivate participants, to recognise their contribution to the performance and success of the Group, and to give them the opportunity to acquire or increase their ownership interest in the Company.
Eligibility	The Board may invite full-time or part-time employees of the Company or its associated bodies corporate (and the Chair of the Board) to participate. With the Board's approval, Options may be held by certain associates of an eligible employee, such as a family member or an entity controlled by the employee.
Invitations and grant	Options are granted by written invitation from the Board specifying, among other things, the number of Options, the issue price (if any), the exercise price or manner of determining it, the exercise period, any vesting conditions (Relevant Requirements) and any restriction period. In the event of inconsistency, the rules of the Option Plan prevail over the invitation.
Entitlement	Each Option entitles the holder to acquire one fully paid ordinary Share. No brokerage, commission or stamp duty is payable by participants on the grant of Options.
Exercise Price and exercise period	The exercise price is determined by the Board and specified in the invitation. Unless the Board determines otherwise, the exercise period is 5 years from grant, and in any event may not exceed 10 years from grant.
Exercise	Subject to satisfaction (or Board waiver) of any vesting conditions, Options may be exercised by notice to the Company and payment of the exercise price. Options may not be exercised during specified blackout periods (including the six weeks before the release of half-year and full-year results and the two weeks before the annual general meeting) or in breach of insider trading laws. The Board may make a cash payment in lieu of issuing Shares where it considers that issuing Shares is not appropriate for taxation, legal, regulatory or compliance reasons.
Individual and plan limits	The number of Options granted to an individual must not exceed the lesser of 5% of the Shares on issue and the number of Options approved by Shareholders for issue under the Option Plan. Invitations are also subject to an overall limit of 5% of the Shares on issue (calculated over a rolling 3-year period, and excluding offers that do not require disclosure under the Corporations Act) and to any limits under the Corporations Act and the Listing Rules.
Restrictions on dealing	Options may not be transferred or otherwise dealt with without the consent of the Board, and participants must not hedge unvested Options. Shares issued on exercise may be subject to a restriction period specified in the invitation.
Lapse	Options lapse on the earliest of expiry of the exercise period; an unauthorised dealing; insolvency of the participant; the participant ceasing employment as a Bad Leaver (immediately), a Good Leaver or other Leaver (6 months after cessation, or 12 months in the case of death, subject to Board discretion to extend); and certain insolvency events affecting the Company.
Forfeiture of Shares	Shares issued on exercise that remain subject to a restriction period may be forfeited if the participant ceases employment as a Bad Leaver or Leaver (subject to Board discretion), or pro rata as a Good Leaver, or if any vesting condition cannot be satisfied. Forfeited Shares may be bought back or transferred in accordance with the Option Plan, the Constitution, the Corporations Act and the Listing Rules.
Change of control	On a Change of Control Event (including a takeover resulting in a change of control, the sale of the whole or substantially the whole of the Company's business, a Group company ceasing to be part of the Group, or any other event the Board considers to be a change of control), the Board may determine how Options are to be dealt with so that participants remain in a financial position as near as possible to that which existed beforehand.
Capital reconstructions and new issues	On a reorganisation of capital, the Board may adjust the number of Options, the exercise price and the number of Shares to be issued on exercise in accordance with the Listing Rules. On a pro rata bonus issue, the number of Shares to be issued on exercise is increased. On a pro rata rights issue, the exercise price is reduced in accordance with the formula in the Option Plan, consistent with the Listing Rules. Options do not otherwise carry a right to participate in new issues without exercise.
Shares issued on exercise	Shares issued on exercise rank equally with all other Shares. The Company will apply for quotation of those Shares on ASX. The Board may satisfy exercises by issuing new Shares or procuring the transfer of existing Shares, including through a plan trustee.
Administration and amendment	The Option Plan is administered by the Board, which may delegate its powers, appoint a plan trustee and make regulations for its operation. The Board may amend the Option Plan at any time, but not so as to materially reduce participants' existing rights without consent (other than for specified reasons such as compliance with law or the Listing Rules), and subject to the Listing Rules. The Board may suspend or terminate the Option Plan without prejudice to participants' accrued rights.

Annexure D – Nomination of Auditor

28 October 2026

The Company Secretary

Maggie Beer Holdings Limited

2 Keith Street

Tanunda SA 5352

Dear Company Secretary

MAGGIE BEER HOLDINGS LIMITED – NOMINATION OF AUDITOR

In accordance with section 328B(1) of the Corporations Act 2001 (Cth), I, Chris Illman, being a member of Maggie Beer Holdings Limited, hereby nominate RSM Australia Partners for appointment as auditor of the Company.

Please distribute copies of this notice of nomination as required by sections 328B(3) and (4) of the Corporations Act 2001 (Cth).

Yours sincerely

Chris Illman

GLOSSARY

The following terms have the following meanings in this Notice and Explanatory Statement:

"$" means Australian Dollars;

"Annual General Meeting" or **"AGM"** has the meaning given in the introductory paragraph of the Notice;

"Annual Report" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2026;

"ASIC" means the Australian Securities and Investments Commission;

"ASX" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"Auditor" means Ernst & Young, the Company's auditor as at the date of this Notice;

"Auditor's Report" means the Auditor's report on the Financial Report;

"Board" means the Directors acting as the board of Directors of the Company;

"Chair" means the person appointed to chair the Meeting of the Company convened by the Notice;

"Closely Related Party" has the meaning given in section 9 of the Corporations Act;

"Company" means Maggie Beer Holdings Limited ACN 092 817 171;

"Constitution" means the constitution of the Company as at the date of the Meeting;

"Corporations Act" means the Corporations Act 2001 (Cth);

"Director" means a director of the Company;

"Directors' Report" means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"Explanatory Statement" means the explanatory statement which forms part of the Notice;

"EY" means Ernst & Young;

"Financial Report" means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

"Group" means the Company and its wholly owned subsidiaries;

"Key Management Personnel" or **"KMP"** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"Listing Rules" means the Listing Rules of the ASX;

"Meeting" has the meaning given in the introductory paragraph of the Notice;

"Director Options" has the meaning given in the Explanatory Statement for Resolutions 5 to 7;

"Non-Executive Director" means each of Mr Mark Lindh, Ms Maggie Beer and Ms Rebecca Tolhurst;

"Notice" means this Notice of Meeting including the Explanatory Statement;

"Option" means an option to acquire a Share;

"Option Plan" means the Maggie Beer Holdings Employee Share Option Plan, a summary of which is set out in Annexure C;

"Proxy Form" means the proxy form attached to this Notice;

"Reference Price" has the meaning given in Annexure A;

"Remuneration Report" means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 30 June 2026 and which is set out in the Annual Report;

"Resolution" means a resolution referred to in this Notice;

"RSM" means RSM Australia Partners ABN 36 965 185 036;

"Share" means a fully paid ordinary share in the capital of the Company;

"Shareholder" means a registered holder of a Share.

QUESTIONS FROM SHAREHOLDERS

Your questions are important to us. Please use this form to submit any questions about Maggie Beer Holdings Limited that you would like us to respond to at the Annual General Meeting. Your questions should relate to matters that are relevant to the business of the Annual General Meeting.

Questions will be collated and we will respond to as many of the more frequently asked questions as possible at the Annual General Meeting. Please note that we will not be able to reply individually.

Shareholder's name: .....

Address: .....

.....

Securityholder Reference Number (SRN) or Holder Identification Number (HIN):
.....

A. Question for Auditor

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B. Other Questions

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This form should be received by the Company's Share Registry, Boardroom Pty Ltd, in the reply envelope provided or emailed to sk@legalc.com.au by 5.00pm on Friday, 20 November 2026 to assist in a considered response at the Annual General Meeting.