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MARINE PRODUCE AUSTRALIA LIMITED
ACN 091 805 480

NOTICE OF GENERAL MEETING
AND EXPLANATORY NOTES AND PROXY FORM

DATE OF MEETING

MONDAY, 16 APRIL 2018

TIME OF MEETING

9.30AM (WST)

PLACE OF MEETING

34 BAGOT ROAD

SUBIACO, WESTERN AUSTRALIA

This Notice of Meeting is an important document. It should be read in its entirety. If you are in doubt as to how you should vote, please seek advice from your professional advisor prior to voting.

If you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on (+61 8) 9381 4483 or MClements@marineproduce.com.

MARINE PRODUCE AUSTRALIA LIMITED

ABN 70 091 805 480

34 Bagot Road

Subiaco, Western Australia 6008

PO Box 1008 West Perth, Western Australia 6872

Email general@marineproduce.com web marineproduce.com

Tel +61-8 9381 4483 Fax +61-8 9381 5817

VOTING ELIGIBILITY AND HOW TO VOTE

VOTING ELIGIBILITY

All Shareholders may attend the Meeting. The directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that for the purposes of voting at the Meeting, Shareholders will be taken as those who are registered on the Company's register of members as at 9.30AM (WST) on Saturday 14 April 2018.

HOW TO VOTE

You may vote in person (or authorised representative) or by proxy. You may vote on the items of business to be considered at the Meeting, either in person at the Meeting or by completing, signing and returning the Proxy Form enclosed with this Notice.

VOTING IN PERSON (OR BY ATTORNEY)

To vote in person or by attorney, you or your attorney must attend the Meeting on Monday, 16 April 2018 at 34 Bagot Road, Subiaco WA 6008. The Meeting will commence at 9.30AM (WST).

Attorneys should bring to the Meeting an original or certified copy of the power of attorney authorising them to attend and vote at the Meeting.

VOTING BY PROXY

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy may, but need not be, a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

A Proxy Form accompanies this Notice of Meeting.

The Proxy Form must be completed and signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. In the case of Shares held jointly, all joint holders must sign the Proxy Form.

To be effective a completed and signed the Proxy Form must be returned to Security Transfer Australia and be received no later than 9.30AM (WST) on Saturday, 14 April 2018.

Completed and signed Proxy Form may be delivered to the Company's share registry, Security Transfer Australia:

- by email to registrar@securitytransfer.com.au (See the instructions set out on the Proxy Form);
- by posting it to PO BOX 52, Collins Street West, VICTORIA 8007
- by facsimile to +61 (0) 8 9315 2233; or
- by hand to Suite 913, Exchange Tower, 530 Little Collins Street, Melbourne VICTORIA 3000, between 8.00am and 5.00pm Monday to Friday (Sydney time).

You may also lodge your proxy online at www.securitytransfer.com.au and by following the instructions set out on the Proxy Form.

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The representative must bring to the Meeting evidence of his or her appointment unless it has been previously given to the Company's share registry, Security Transfer Australia.

POWERS OF ATTORNEY

A person appearing as an Attorney for a Shareholder should produce a properly executed original (or certified copy) of an appropriate Power of Attorney for admission to the Meeting.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Marine Produce Australia Limited will be held at 9.30AM on Monday, 16 April 2018 at 34 Bagot Road, Subiaco, Western Australia.

The Explanatory Notes and Proxy Form accompanying this Notice of Meeting are incorporated in and form part of this Notice of Meeting.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in the Glossary.

AGENDA**1. RESOLUTION 1 –ISSUE OF SHARES TO DR. DESIREE ALLEN**

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

“That the Shareholders hereby approve the issue and allotment of 400,000 Shares to Dr Desiree Allen, or her nominee, for no cash consideration, subject to the terms and conditions set out and described in the Explanatory Notes accompanying this Notice of Meeting and resolve that this constitutes reasonable remuneration for the purposes of Chapter 2 E of the Corporations Act and hereby authorise the directors to execute such documents and do all such acts and things as shall be necessary or desirable in order to implement and give full effect to this Resolution.”

Voting exclusion statement The Company will disregard any votes cast on this Resolution by Dr Allen and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any votes cast by an associate of such person.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

BY ORDER OF THE BOARD

Mark Clements

Company Secretary

DATE: 26 March 2018

EXPLANATORY NOTES

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the General Meeting of the Company, and provides Shareholders with the information required to be provided to Shareholders by the Corporations Act. Shareholders should read the Notice and these Explanatory Notes carefully before deciding how to vote on the Resolution.

RESOLUTION 1 – ISSUE OF SHARES TO DR DESIREE ALLEN**Background**

It is proposed that the Company issue Shares to Dr Desiree Allen in recognition of her services and contributions to the Company and the significant achievements the Company has attained during her tenure as the Company’s Managing Director which have included leading the Company to its maiden profit in FY 2015, and achieving profitability in the two subsequent years FY 2016 and FY 2017. While there was a loss in the first half of FY 2018, the Company has nevertheless achieved a strong overall profit over the period of Dr Allen’s tenure – further details of which are set out in the Company’s relevant annual and half year reports, which can be found on the Company’s website at www.marineproduce.com. During Dr Allen’s tenure as Managing Director the company has increased its fish biomass from ~700t to ~3,000 tonnes resulting in a 300% increase in biological asset value and over 100% increase in the MPA’s Net Asset Value at end of December 2017.

Table 1 sets out the relevant biological asset values and MPA’s Net Asset Value from 2014 to 2017 inclusive:

Table 1

	June 2014	June 2015	June 2016	June 2017	Dec 2017
Biological Asset Value (\$ million)	6.8	8.7	16.1	28.5	26.5
Net Asset Value (\$ million)	11.4	15.0	23.5	29.0	23.7

The Company last issued shares in FY 2017 at a price of \$0.75 per share

As outlined in the letter of 14 February 2018 to Shareholders, MPA is involved in a process that may lead to Takeover Bid being made to Shareholders. Any Shares issued under this Resolution would be subject to and be able to participate in any Takeover Bid, in the same manner as all existing Shares. Note, however, that a Takeover Bid has not yet been made for Shares in MPA and there is no certainty that any such offer will be made or, if made, would be at a premium to the Company’s net tangible asset backing per Share or be acceptable to Shareholders or successful.

Remuneration of Dr Allen

Dr Allen’s current remuneration from the Company is \$295,000 per annum plus superannuation. The past remuneration that Dr Allen has received from the Company since her appointment as its Managing Director is set out in Table 2.

Table 2

Financial Year	Short Term			Post Employment	Share Based Payments		Total
	Salary & Fees	STI Cash Bonus	Non-Monetary Benefits	Superannuation Benefits (currently 9.5%)	Notional Cost of Options Issued	No. of Options Issued	
	\$	\$	\$	\$	\$		\$
FY2017	282,461	-	-	26,834	71,150	1,000,000 options at \$0.75 each, expiry date 30/11/2018	380,445
FY2016	237,560	-	-	25,241	56,700	500,000 options at \$1.00 each, expiry date 30/11/2020	319,501
FY2015	234,124	-	-	22,241	-		256,365

Dr Allen's employment agreement with the Company contains a remuneration provision that states if either a Takeover Announcement is made in relation to MPA or a merger with MPA occurs at any time during the term of her employment agreement, the total annual remuneration package that is payable to Dr Allen under her employment agreement for a period of 12 months from the date on which the Takeover Announcement is made, calculated at the rate of the annual remuneration package payable to Dr Allen as at the date the Takeover Announcement is made, will, to the fullest extent permitted by law, immediately become due and payable in full by MPA to Dr Allen in advance.

Effect of issue on the Company's Share capital

The Company currently has 36,508,364 Shares on issue. The 400,000 Shares proposed to be issued to Dr Allen would constitute approximately 1.1% of the Company's currently issued Share capital and would increase the Company's total issued Share capital after completion of the issue of those Shares to Dr Allen by less than 1.1%. Any increase in the Company's issued share capital may result in a proportionate reduction in the per share price offered under any potential takeover.

Advantages

Following is a non-exhaustive summary of advantages of voting in favour of the resolution:

- Provides fair reward for Dr Allen's significant efforts and achievements during her tenure as Managing Director, demonstrating that the Company is prepared to provide fair incentive and reward to key personnel, supporting and enhancing trust and loyalty between the Company, its shareholders and its staff.
- Creates a strong incentive for Dr Allen to procure the best outcome for shareholders over the short and longer terms, regardless of whether it be as a result of a successful Takeover Bid or continuing as a stand alone operation.

Disadvantages

Following is a non-exhaustive summary of disadvantages of voting in favour of the resolution:

- Dilutes the percentage of Shares held by other Shareholders by approximately 1.1% which could result in a very slight reduction (circa 1.0%) in the total price received by other Shareholders if a Takeover Bid is made for all the Shares, including those issued to Dr Allen pursuant to this resolution.
- Creates an opportunity cost in terms of funds or other forms of consideration which might otherwise have been received by the Company for the issue of the Shares.

Date of issue

If approved by Shareholders, the Company will issue or agree to issue the Shares to Dr Allen, or her nominee, within three months after the Meeting.

Use of funds

No funds will be raised by the issue of Shares under Resolution 1.

Directors' recommendations

The Board (other than Dr Allen – who abstains on the basis that she has a material personal interest in the matter) recommends that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

GLOSSARY

In the Notice of Meeting and these Explanatory Notes, unless the context otherwise requires, the following expressions have the following meanings:

Board means the board of directors.

Company or **MPA** means Marine Produce Australia Limited ABN 70 091 805 480.

Corporations Act means Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Notes means these explanatory notes.

Meeting or **General Meeting** means the General Meeting of Shareholders convened by this Notice of Meeting.

Notice of Meeting or **Notice** means the notice of the General Meeting of which these Explanatory Notes form part.

Option means an option to acquire a Share in the Company.

Resolution means the resolution referred to in the Notice of Meeting.

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

Shareholder means a shareholder of the Company.

Takeover Announcement means the announcement or making of a Takeover Bid for the Company.

Takeover Bid has the same meaning as in the Corporations Act.

WST means Western Standard Time.

In this Notice and Explanatory Notes, words importing the singular include the plural and vice versa.

MARINE PRODUCE AUSTRALIA LIMITED

ACN: 091 805 480

REGISTERED OFFICE:

34 BAGOT ROAD
SUBIACO WA 6008

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code: **ZZUMPA**

Holder Number: **«HOLDER_NUM**

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 9:30am WST on Monday 16 April 2018 at 34 Bagot Road, Subiaco, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Where I/we have appointed the Chair (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 and vote in accordance with the Chair's voting intentions (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

RESOLUTION

1. Issue of Shares to Dr. Desiree Allen

For Against Abstain*

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:30am WST on Saturday 14 April 2018.

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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)

1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as 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 share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

