



20 October 2021

ASX Market Announcements Office  
Australian Securities Exchange Limited

**BY ELECTRONIC LODGEMENT**

**Notice of 2021 Annual General Meeting**

Please see attached the Notice of 2021 Annual General Meeting and the associated Proxy Form for Farmaforce Limited.

-Ends-

Authorised for lodgement by Ron Hollands, Company Secretary.

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**FARMAFORCE LIMITED**  
**ACN 167 748 843**

## **NOTICE OF ANNUAL GENERAL MEETING**

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**NOTICE IS GIVEN** that the 2021 Annual General Meeting of Members of Farmaforce Limited (**Company**) will be held at the time, date and place specified below:

**Time: 9:00AM (AEDT)**

**Date: Friday, 19 November 2021**

**Place: SMC Conference & Function Centre, 66 Goulburn Street, Sydney, NSW 2000**

Members unable to attend the AGM are encouraged to vote by proxy on the resolutions to be considered at the meeting. Explanatory notes and instructions on how to vote (including how to vote by proxy) are set out in the Notice of Meeting.

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# AGENDA

## ITEMS OF BUSINESS

### Item 1 Financial Report, Directors' Report and Auditor's Report

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To receive and consider the Financial Report, the Directors' Report and Independent Auditor's Report for the Company for the financial year ended 30 June 2021.

### Item 2 Adoption of the Remuneration Report

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

*"That the Remuneration Report set out on the pages 8 to 14 of the Annual Reports of the Company for the year ended 30 June 2021 be adopted."*

**Please Note:**

In accordance with section 250R of the *Corporations Act 2001* (Cth) the vote on this resolution is advisory only and does not bind the Company or the Directors.

**Voting Exclusion Statement:**

*Votes cannot be cast on Item 2 (Remuneration Report):*

*by, or on behalf of a member of the Key Management Personnel (KMP) of the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member; or*

- *as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote and:*
  - *for directed proxies, in accordance with the direction specified on the proxy form how to vote; or*
  - *for undirected proxies, by the Chairman in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

### Item 3 Re-election of Director – Con Tsigounis

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

*"That, Con Tsigounis, who is retiring in accordance with ASX Listing Rule 14.4 and Article 16.1 of the Company Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."*

### Item 4 Change of Auditor

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

*"That, pursuant to section 327B of the Corporations Act 2001 (Cth) and for all other purposes, UHY Haines Norton Chartered Accountants to be appointed auditor of the Company with effect from the conclusion of the 2021 Annual General Meeting."*

### Item 5 Approval for issue of shares to former Director<sup>1</sup> – Harry Simeonidis

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

*That approval is given, under ASX Listing Rule 10.14, for the issuance of the following shares:*

<sup>1</sup> As announced to the market Harry Simeonidis resigned from the Board of Directors on 30<sup>th</sup> of August 2021

<i>Name</i>	<i>Entitlement</i>	<i>Period</i>	<i>Minimum Vesting Date</i>	<i>Maximum No of Ord Shares</i>
Harry Simeonidis	As per employment contract under the Employee Share Scheme	Employment for Year Ended 27 <sup>th</sup> March 2019	27 <sup>th</sup> March 2021	50,000

*The shares will be allotted following approval of the resolution.*

#### **Item 6 Confirmation of appointment of Director- Mr. Vincenzo Milazzo**

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

*“That, Mr. Vincenzo Milazzo., in accordance with ASX Listing Rule 14.4 and Rule 13.2 of the Constitution being eligible, is confirmed as being appointed and is elected as a Director of the Company.”:*

#### **Item 7 Confirmation of appointment of Director- Mr. Terence Rego**

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

*“That, Mr. Terence Rego., in accordance with ASX Listing Rule 14.4 and Rule 13.2 of the Constitution being eligible, is confirmed as being appointed and is elected as a Director of the Company.”:*

**BY ORDER OF THE BOARD**

Ron Hollands  
Company Secretary  
18 October 2021

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## NOTES

### Who may vote

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7:00PM (AEDT) on 17 November 2021. This means that any Shareholder registered at 7:00PM (AEDT) on 17 November 2021 is entitled to attend and vote at the Meeting.

### 1. Proxies

A Member entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Member at the Meeting.

- (a) A proxy need not be a Member and may be an individual or a body corporate.
- (b) If the Member is entitled to cast two or more votes at the Meeting, the Member may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Member.
- (c) If the Member appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Member appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (g) If a Member wishes to appoint a proxy, the Member should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Member or his or her attorney duly authorised in writing or, if the Member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by the Company's registry by no later than 9:00am (AEDT) on 19 November 2021.
- (k) The completed Proxy Form may be:
  - Mailed to the address on the Proxy Form;
  - Faxed to Farmaforce Limited, Attention: Company Secretary, on facsimile number +61 2 9290 9655; or
  - Delivered in person to the address on the Proxy Form.

### 2. Corporate Representative

Any corporate Member 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 2001* (Cth) authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

### 3. Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each item of business by marking either "For", "Against" or "Abstain" against each item of business on the proxy form.

**If, however, you appoint the Chairman as your proxy, he will vote undirected proxies on, and in favour of, all of the proposed resolutions.** If you do not want the Chairman to cast your vote in favour of adopting the Remuneration Report, you must direct him to vote against the resolution or to abstain from voting on the resolution. If you have appointed a member of the KMP (other than the Chairman) for the Company or any of their closely related parties as your proxy, you must direct that person how to vote on Item 2 otherwise they will not be able to cast a vote as your proxy on that item.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum (**EM**) forms part of the Notice convening the Annual General Meeting (**AGM**) of Shareholders of Farmaforce Limited (**Company**) to be held at 9:00AM (AEDT) on 19 November 2021 at SMC Conference & Function Centre, 66 Goulburn Street, Sydney, NSW 2000.

This EM is to provide Members with sufficient information to assess the merits of the resolutions and business to be conducted at the 2021 AGM.

You should read the Notice and the EM in their entirety and in conjunction with each other before making any decisions in relation to the items of business.

Members are encouraged to submit any questions in relation to each item of business in advance of the AGM by completing and returning the enclosed AGM Question Sheet.

### Item 1 Financial Report, Directors' Report and Auditor's Report

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The *Corporations Act 2001* (Cth) requires the Financial Report (which includes the Directors' Declaration), Directors' Report and Auditor's Report (Reports) to be received and considered at the AGM.

Neither the *Corporations Act 2001* (Cth) or the Company Constitution requires members to vote on such Reports. Members will be given a reasonable opportunity to ask questions in relation to these Reports at the AGM.

Members will also be given an opportunity to ask a representative of the Company's Auditor – UHY Haines Norton Chartered Accountants – questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

### Item 2 Adoption of the Remuneration Report

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The *Corporations Act 2001* (Cth) requires the Company to put to a vote a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report sets out the Company's remuneration arrangements for KMP of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report of the Company for the financial year ending 30 June 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

### Voting Exclusion Statement

As required by the *Corporations Act 2001* (Cth) the Company will disregard any votes cast on Item 2:

- by or on behalf of any person who is disclosed in the Remuneration Report as KMP (including any Director), or a closely related party of any KMP (including certain family members and dependents of a KMP and companies they control); or
- by a proxy appointed by a person who is a member of the KMP at the date of the AGM or their closely related parties.

The Company need not disregard a vote cast by a person if:

- (a) The Chairman or any other member of the KMP is appointed in writing by a Member who is entitled to vote as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing by a Member who is entitled to vote as a proxy with no specific instructions on how to vote on a resolution to adopt the Remuneration Report, where the Member provides express authorisation for the Chairman to do so.

Members should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Item 2, subject to compliance with the *Corporations Act 2001* (Cth). By signing and returning the proxy form a Member appointing the Chairman as their proxy with no voting direction is expressly authorising the Chairman to vote the proxy in favour of adopting the Remuneration Report the subject of Item 2.

The Directors note that each Director has a personal interest in their own remuneration and therefore they do not consider it is appropriate to make a voting recommendation in relation to Item 2. The Chairman of the Meeting intends to vote all available undirected proxies in favour of the adoption of the Remuneration Report.

### Item 3 Re-election of Director – Con Tsigounis

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In accordance with ASX Listing Rule 14.4 and Article 16.1 of the Company Constitution, at every AGM one-third of the Directors for the time being (other than any Managing Director or equivalent) or, if their number is not a multiple of three, then the whole number nearest to but not less than one-third, must retire from office. A Director (other than any Managing Director or equivalent) must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected.

Con Tsigounis has over 23 years' experience in business and investor relations, specifically in the wholesale and retail sectors. As a member of the Board of The iQ Group Global Ltd since its inception, Con has been responsible for executing the Company's investor relations and capital raising strategy. His experience in shareholder relationship management gives him the necessary skillset to assist the Company attain its corporate objectives.

### Item 4 Change of Auditor

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As announced to the market on 1<sup>st</sup> February 2021, BDO East Coast Partnership ceased to act as auditor of the Company. UHY Haines Norton Chartered Accountants, consented to act as auditor of the Company on the same day. ASIC has also consented to the resignation of BDO East Coast Partnership and the appointment of UHY Haines Norton Chartered Accountants as the auditor.

**The Directors unanimously recommend that the Shareholders vote in favor of Item 4.**

### Items 5 Approval of issue of shares – Harry Simeonidis

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In accordance with ASX Listing Rule 10.14, shareholder approval is to be obtained for the issuance of shares to Harry Simeonidis.

ASX Listing Rule 7.1 restricts the number of equity securities a listed company may issue in any 12 months without the approval of shareholders to 15% of the number of equity securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

The purpose of seeking shareholder approval to the issue of shares in this resolution is to ensure that the issue of shares, if approved, does not reduce the Company's placement capacity under Listing Rule 7.1 ie: the company's 15% placement capacity to issue further equity securities.

If this resolution is approved, it will not impact the company issuing capacity under ASX Listing Rule 7.1 by virtue of ASX Listing 7.2 Exception 14. The Company intends to issue Shares to Harry Simeonidis by virtue of his employment contracts under the Farmaforce Limited Benefits Plan. (A copy of the Farmaforce Limited Benefits Plan is attached to this Notice of Meeting). He has met the contractual criteria to qualify for the shares under the plan.

The rights associated with these shares which may be issued will be identical in all respects to the existing ordinary shares on issue in the Company. No funds will be raised by the issue of any Directors shares and will be issued in lieu of fees owing from time to time to Participating Directors.

In accordance with ASX Listing Rule 10.15 the following further information to be disclosed in relation to the shares under the Employee Incentive Scheme

- a) approval is being sought for shares issued to Mr. Harry Simeonidis as he is a Director of the Company for the purposes of ASX Listing Rule 10.14.1.
- b) the number of shares issued to the Director are noted above.
- c) remuneration of Harry Simeonidis comprises of (also set out within the remuneration report of the FY2021 annual report):
  - Base salary of \$45,442 per annum plus superannuation at the SGC rate (\$50,000 total base and superannuation remuneration) not subject to statutory limits
  - \$50,400 share based payments (comprising \$4,250 for the 50,000 shares which are the subject of this resolution and \$46,150 for 510,000 shares which were approved by shareholders at a shareholder meeting held 29 January 2021). The entitlement to 50,000 shares per annum subject to meeting agreed upon company and personal objectives being met. Shares will vest 3 years after the anniversary date.
- d) no shares have been previously issued to the Director under the employee incentive scheme
- e) the scheme details that the shares will vest 3 years after the anniversary date, which has been satisfied (details of the scheme are attached)
- f) the shares will be issued for nil cash consideration
- g) no loan will be made to Mr. Harry Simeonidis with relation to the issuance of shares
- h) details of shares issued under the scheme will be published in the annual report of the entity relating to the period which they were issued along with a statement that approval for the issue was obtained under listing rule 10.14

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- i) The company intends to issue these shares, if approved, immediately following this meeting but no later than 3 years after receiving approval, if received.
  - j) The shares to be issued, if approved, are ordinary class shares with the same rights as existing shares on issue.
  - k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule
  - l) a voting exclusion statement is included in the Notice of Meeting below

Should this resolution not be passed, the company will settle this obligation with Harry Simeondis in cash. The estimate of this amount is \$2,550 (based on a share price of \$0.051 per share as at 15 October 2021) plus any applicable superannuation.

#### Voting Exclusion Statement

In accordance with the requirements under ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Item 5 by or on behalf of:

- (a) Harry Simeonidis; or
- (b) an associate of Harry Simeonidis.

However, this does not apply to a vote cast in favour of Item 5 by:

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

#### Item 6 and 7 Confirmation of the appointment of Director

Mr Vincenzo Milazzo and Mr Terrance Rego were appointed as a Director of the Company by the board on 17th of June 2021. In accordance with article 13.2 of the Company's Constitution, any Director appointed either to fill a casual vacancy or as an addition to the existing Directors holds office only until the next following general meeting and is then eligible for re-election but must not be taken into account in determining the Directors who are to retire by rotation at the relevant meeting.

Vincenzo brings a wealth of experience with over 30 years of experience within the hospitality industry. The knowledge accrued throughout his career has enabled Vincenzo to achieve excellence in his field, boasting a portfolio of managing multiple award winning leading event venues and events hosting

Terence brings a wealth of experience and business acumen with qualifications in large scale hospitality operations.

**The Directors unanimously recommend that the Shareholders vote in favour of Item 6 and 7.**



## DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission.

"**Board**" means the board of Directors of the Company.

"**Chairman**" means chairman of the Annual General Meeting.

"**closely related party**" has the meaning set out in the *Corporations Act 2001 (Cth)*.

"**Company**" means Farmaforce Limited ACN 167 748 843.

"**Constitution**" means the Company's constitution.

"**Corporations Act**" means the *Corporations Act 2001 (Cth)*.

"**Corporations Regulations**" means the *Corporations Regulations 2001 (Cth)*.

"**Directors**" means the current Directors of the Company.

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the *Corporations Act 2001 (Cth)*.

"**Meeting**" or "**Annual General Meeting**" or "**AGM**" means the annual general meeting convened by this Notice.

"**Member**" means a registered holder of a Share in the Company.

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 19 November 2021 which accompanies this Explanatory Memorandum.

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice.

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2021.

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting

**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

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (AEDT) on Wednesday, 17 November 2021.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/ffcagm2021>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

### 📱 BY SMARTPHONE



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair 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, the Chair of the Meeting will be your proxy. 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. 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:

- complete two Proxy Forms. On each Proxy 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.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. 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 item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item 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.

#### STEP 3 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.**

#### STEP 4 LODGEMENT

Proxy 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 **9:00am (AEDT) on Wednesday, 17 November 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/ffcagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 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.

**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.**

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Farmaforce Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair 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 Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **SMC Conference & Function Centre, 66 Goulburn Street, Sydney, NSW 2000 on Friday, 19 November 2021 at 9:00am (AEDT)** and at any adjournment 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 Item 2 or 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Items even though Item 2 or 5 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 Item 2 or 5). 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.

**STEP 2 VOTING DIRECTIONS**

\* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director – Con Tsigounis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Approval for issue of shares to former Director <sup>1</sup> – Harry Simeonidis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Confirmation of appointment of Director – Mr. Vincenzo Milazzo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 7	Confirmation of appointment of Director – Mr. Terence Rego	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021