



MY FOOD BAG'S **2025 ANNUAL SHAREHOLDERS' MEETING**

NOTICE *of* MEETING

11.00am, Wednesday, 13 August 2025

MUFG Pension & Market Services

Level 30 | PwC Tower

15 Customs Street West | Auckland 1010



YOU *are* INVITED

As a shareholder of My Food Bag Group Limited (**My Food Bag**), you are invited to attend My Food Bag's annual shareholders' meeting. Notice is hereby given that this year's meeting will be held on Wednesday, 13 August 2025 at 11:00am (NZ time) at the offices of our share registrar, MUFG Pension & Market Services in Auckland. My Food Bag is also enabling a virtual shareholder meeting option for you via the virtual meeting platform at www.virtualmeeting.co.nz/mfb25.

If you are attending the meeting in person, please bring your proxy form or your CSN/Holder number with you to help make registration quick and simple with the MUFG Pension & Market Services team. If you are joining the meeting online, you will need your CSN/Holder number for verification purposes. Further instructions on how to participate (including directions to the venue) are outlined in the "Important Information" section of this Notice of Meeting.

DATE: Wednesday, 13 August 2025

TIME: 11.00am (NZ time)

VENUE: MUFG Pension & Market Services
Level 30
PwC Tower
15 Customs Street West
Auckland 1010

ONLINE: www.virtualmeeting.co.nz/mfb25

If you intend to attend the meeting in person, we kindly ask that you inform us at ir@myfoodbag.co.nz. This will help us gauge the likely number of in-person attendees and assist us with preparing the physical venue. For the safety of those attending in person, if you are unwell or are in close contact with someone who is unwell, please attend the meeting online and not in person.

BUSINESS & AGENDA *of meeting*

A. Chairperson's address

B. CEO's update

C. Financial statements

To receive and consider the Annual Report for the financial year ended 31 March 2025, including the financial statements and the auditor's report.

D. Ordinary resolutions

To consider and, if thought fit, to pass the following ordinary resolutions at the meeting:

1. Re-election of Tony Carter

That Tony Carter, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of My Food Bag.

2. Re-election of Cecilia Robinson

That Cecilia Robinson, who retires at the annual meeting and is eligible for re-election, be re-elected as a Director of My Food Bag.

3. Auditor's Remuneration

That the Directors of My Food Bag be authorised to fix the fees and expenses of the auditor of My Food Bag for the ensuing year.

The Board unanimously supports resolutions 1 to 3 and recommends that you vote in favour of them at the meeting.

E. Other business

To consider any other matter raised by a shareholder at the meeting.

By order of the Board



Louise Newsome
Chief Financial Officer

14 July 2025



EXPLANATORY

notes

Each resolution is proposed as an ordinary resolution and, to be passed, requires approval by a simple majority of votes of the shareholders of My Food Bag who are entitled to vote on the resolution and who exercise their right to vote. No person is subject to any voting restriction in relation to any of these resolutions.

Resolutions 1 and 2: Re-election of Tony Carter and Cecilia Robinson

As required by NZX Listing Rule 2.7.1, Tony Carter (Chair) and Cecilia Robinson each retire and, being eligible, offer themselves for re-election. The Board unanimously recommends that shareholders vote in favour of these resolutions. Tony Carter is considered by the Board to be an independent director. The Board has determined that Cecilia Robinson remains a non-independent director having had regard to the non-exhaustive factors set out in the NZX Corporate Governance Code and Cecilia's long association with My Food Bag, including as co-founder. A brief biography for each Director follows.



Tony Carter

Tony joined the Board of My Food Bag in January 2021 and was appointed Chair at that time. He has a broad range of experience in governance across the consumer, industrial services, infrastructure and energy sectors. Tony moved into governance following a successful executive career, where he served as Chief Executive and Managing Director at Foodstuffs for 10 years. Tony is currently Chair of Datacom, TR Group, The Interiors Group and the Skin Institute and also sits on the board of Ravensdown and The Warehouse Group. He was formerly Chair of Air New Zealand for six years, Chair of Fisher & Paykel Healthcare for eight years, a director of Fletcher Building for nine years and a director of ANZ Bank New Zealand for 10 years.

Tony graduated from the University of Canterbury with a Bachelor of Engineering with honours, before completing a Masters of Philosophy at Loughborough University of Technology in the United Kingdom. In 2020, Tony was made a Companion of the New Zealand Order of Merit for services to business governance.



Cecilia Robinson

Cecilia co-founded My Food Bag in 2012, was co-CEO until mid-2018 and served as a director of the company prior to its public listing in 2021. Cecilia has significant institutional knowledge about My Food Bag. Her entrepreneurial background and innovative drive complement the existing skills on the Board, and have helped support My Food Bag through a challenging period and see the business return to growth. Cecilia is also the founder and co-CEO of Tend Health and is a member of the Institute of Directors, a board member of Pie Funds, and a board member and founding trustee of the Prince's Trust Aotearoa, New Zealand.

Cecilia has been recognised for her contributions to business and entrepreneurship with several awards, most recently as the New Zealand Innovator of the Year 2024, Supreme Winner of the 2017 Women of Influence Awards, Next Magazine Businesswoman of the year 2014 and EY Young Entrepreneur of the Year 2013.

Resolution 3: Auditor's remuneration

The current auditor of My Food Bag, EY, will be automatically reappointed as My Food Bag's auditor at the annual meeting in accordance with section 207T of the Companies Act 1993. Under that legislation, the auditor's fees and expenses must be fixed at the annual meeting or in the manner that the company determines at the meeting. Shareholder approval is therefore sought for the Directors of My Food Bag to fix EY's fees and expenses for the ensuing financial year. The Board unanimously supports this resolution and recommends that you vote in favour of it at the meeting.

IMPORTANT *information*

Persons entitled to vote

Voting on the resolutions at the meeting will be by poll. Voting entitlements for the meeting will be fixed at **11:00am (New Zealand time) on Monday, 11 August 2025**. Only persons registered as shareholders at that time will be able to vote at this meeting, and only in respect of the shares held by them at that time.

How to attend the meeting

Shareholders can attend the meeting and vote at the physical venue or virtually through the Virtual Meeting Platform at www.virtualmeeting.co.nz/mfb25. If you attend the meeting virtually, you will still be able to watch the meeting, vote and ask questions online using your smartphone, tablet or computer. It will be your responsibility to make sure that you have a stable internet connection that will enable you to utilise this option. More information regarding virtual attendance at the Annual Meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Meeting Guide, which you can obtain online at https://mail.cm.mpms.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf

Directions

The venue for the meeting is located in the PwC Tower which is part of the Commercial Bay precinct in the Auckland CBD. On arrival in the Sky Lobby via the entry on Customs Street West, please select the lift to Level 30 to access the meeting venue at MUFG Pension & Market Services offices. The building is easily accessed from Britomart and the ferry terminal if you are arriving on public transport. There are also public carparking options available, including the Downtown carpark (closest) and Britomart carpark (short walk).

Proxies and corporate representatives

Any shareholder of My Food Bag who is entitled to attend and vote at the Annual Meeting may appoint a proxy (or a representative in the case of a corporate shareholder) to attend the meeting and vote on their behalf. A proxy need not be a shareholder of My Food Bag.

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give the proxy discretion to vote as he or she sees fit. If you wish to give your proxy discretion, then you should make the appropriate election, either on the proxy form or online, to grant your proxy that discretion. You will be deemed to have given your proxy discretion if you do not make an election in relation to any resolution in this Notice of Meeting. The Chair of the meeting is willing to act as proxy for any shareholder who appoints him for that purpose. If you appoint the Chair of the meeting as your proxy and do not direct him how to vote (or grant him discretion) in the proxy form, the Chair will vote in favour of the resolutions 1 to 3 in this Notice of Meeting.

If, in appointing your proxy, you do not name a person as your proxy (either online or on the proxy form that is lodged with MUFG Pension & Market Services), the Chair of the meeting will be your proxy and may only vote in accordance with your express direction.



If a shareholder has appointed a proxy, that shareholder can still attend the meeting, but they will not be able to vote if a proxy has been appointed to vote on their behalf.

Proxy forms

A proxy form is enclosed with this Notice of Meeting which allows shareholders to vote on the resolutions notified in this Notice of Meeting and to submit questions in advance of the meeting.

Shareholders that wish to appoint a proxy should complete the enclosed proxy form and return it to MUFG Pension & Market Services by email or mail as set out in the proxy form. Alternatively, shareholders can elect to lodge their proxy appointment online by visiting <https://nz.investorcentre.mpms.mufg.com/voting/mfb>. When appointing a proxy online, shareholders will be required to enter their CSN or Holder Number and Authorisation Code (FIN) to complete the online validation process to securely appoint a proxy online.

If you wish to vote by proxy (or corporate representative), please return your proxy form to MUFG Pension & Market Services, or complete the online appointment, by **no later than 11:00am on Monday, 11 August 2025**.

If you are attending the meeting in person, please bring the proxy form with you to the meeting, as the barcode will assist us with your registration prior to the meeting.

Shareholder questions

Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions. To encourage shareholder participation, we also invite those unable to attend in person to submit questions ahead of the meeting. If you would like to submit a question you can do so online or by using the enclosed proxy form. My Food Bag's external auditor, EY, will also be available at the meeting to answer questions from shareholders relevant to the external audit.

Other materials and results

Copies of the Annual Meeting presentation materials will be published and available online shortly before the meeting begins. Results of the voting will be posted on the NZX market announcement platform and at My Food Bag's website following the conclusion of the meeting and finalisation of the voting results.



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