

ASX Announcement | 1 November 2022

Seafarms Group Limited (ASX: SFG)

SFG ASX Announcement No: 740

Notice of Annual General Meeting

Seafarms Group Limited (ASX:SFG) (**Seafarms** or the **Company**) advises that the Company will be holding an Annual General Meeting to be held at Level 6, 123 St Georges Terrace Perth WA 6000 and via webcast live online at 10.00am (Perth time), 30 November 2022 (the **Meeting**).

The Company invites shareholders to attend in person or to participate online. Securityholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/MW7GUTA> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.



Click on 'Join Meeting Now'.

1. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
2. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
3. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

We invite shareholders to submit questions also in advance of the meeting. Questions may be sent via email to agmquestions@seafarms.com.au by no later than 5:00pm on Thursday 20th January 2022.

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Act), the notice of meeting, accompanying explanatory statement and annexures (including an online meeting guide and proxy form) (Meeting Materials) are being made available to shareholders electronically, unless you have requested to receive a hard copy since the Act has come into force. This means that:

-  You are able to access the Meeting Materials online at the Company's website at: www.seafarms.com.au/seafarms-group-agm/
-  A complete copy of the Meeting Materials have been posted on the Company's ASX market announcements page.

Seafarms Group Limited
ABN 50 009 317 846

Level 6,66 Smith Street
Darwin NT 0800 Australia

PO Box 252
Spring Hill QLD 4004

T + 61 8 8923 7900
E info@seafarms.com.au
W seafarms.com.au

- ☛ If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the proxy voting form.

In addition, shareholders may lodge a proxy form online at www.investorvote.com.au by entering:

- ☛ the following 6 digit control number: 186250; and
- ☛ that shareholders' HIN/SRN and postcode to logon.

If you are unable to access the Meeting Material online, please contact our office between 9.00am and 5.00pm AWST Monday to Friday, to arrange a copy.

As a valued shareholder in the Company, we look forward to your participation in the Meeting.

Approved and authorised for release by Seafarms' Disclosure Committee.

Approved and authorised for release by the Board of Seafarms.

Ends.

For further information, please contact:

Seafarms Group

Mr. Harley Whitcombe
Company Secretary
P: +61 8 8923 7924

Media / Investor Enquiries

John Fergusson
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E: info@seafarms.com.au

About Seafarms Group

Seafarms Group Limited (ASX: SFG) is a sustainable aquaculture company, producing the premium Crystal Bay® Prawns and developing the Project Sea Dragon prawn aquaculture project in northern Australia.

SEAFARMS GROUP LIMITED

ABN 50 009 317 846

Notice of 2022 Annual General Meeting

10.00am (Perth time), 30 November 2022

Held at the offices of Corrs Chambers Westgarth, Level 6, 123 St Georges Terrace, Perth
WA 6000 and via webcast live online

Seafarms Group Limited

NOTICE OF MEETING

An Annual General Meeting of

Seafarms Group Limited (the **Company**)

will be held at Level 6, 123 St Georges Terrace Perth WA at 10.00am WST and via webcast live online.

Dear Shareholder

I am pleased to invite you to attend the 2022 Annual General Meeting (the **Meeting**) of the Company, to be held at Level 6, 123 St Georges Terrace Perth WA 6000 and via webcast live online at 10.00am (Perth time), 30 November 2022.

To facilitate Shareholder participation, the Meeting will be a hybrid meeting, held both physically and via webcast live online. If you choose to participate via the live online webcast, please register on the Company website www.seafarms.com.au.

By registering for the webcast of the Meeting, Shareholders will be able to listen to the proceedings, ask questions relevant to the business of the Meeting, and vote on the resolutions to be considered at the Meeting, online.

The Meeting is an ideal opportunity for you to meet the Company's board (**Board**) and senior management team and I encourage you to participate in the Meeting.

Instructions on how to join the webcast, submit questions and vote on the resolutions via the online platform are set out in the Online Meeting Guide (**Online Meeting Guide**) available on the Company's website <http://seafarms.com.au/seafarms-group-agm/>. Please note the meeting ID is MW7GUTA.

The complete Meeting materials and Proxy Forms are located on www.seafarms.com.au/seafarms-group-agm/.

The Meeting will only consist of the items of business set out in this notice of meeting (**Notice**). There will be a presentation by the Chairman.

Voting on all resolutions will be conducted by a poll.

Company's 2022 Annual Report

As announced on 29 September 2022, the Company is in the process of finalising its 2022 Annual Report which was delayed due to the Company receiving a claim in late September 2022 relating to a cancelled construction contract. The Board notes that the claim does not impact the Company's ability to pay its debt when they become due and payable.

A copy of the 2022 Annual Report will be provided to Shareholders in the manner elected by them as soon as possible. A copy of the Company's 2022 Annual Report will also become available on the Company's website: www.seafarms.com.au as soon as it's finalised.

The following pages contain details on the items of business to be conducted at the Meeting. Your Directors believe that each of the resolutions is in the best interests of the Company and its Shareholders. Voting on the resolutions at the Meeting is important and if you are not able to attend I encourage you to nominate a proxy by returning the enclosed Proxy Form.

If you nominate a proxy, please carefully consider the proxy comments in this Notice. Please ensure you forward the manual Proxy Form to the Company's Share Registry, Computershare Investor Services Pty Limited, so that it is received by 10.00am (Perth time), 28 November 2022.

Your Board and senior management team look forward to engaging with you at the Meeting.

Yours faithfully



Ian Trahar

Non-Executive Chairman

1 November 2022

The following pages contain details on the items of business to be conducted at the Meeting.

Seafarms Group Limited

NOTICE OF MEETING

Items of Business		Resolution	Approval	Further Details
ORDINARY BUSINESS				
A.	DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS	To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022.	Not applicable	Page 6
1.	REMUNERATION REPORT	To adopt the Remuneration Report for the year ended 30 June 2022.	Non-binding	Page 6
2.	ELECTION OF DIRECTOR – MR RODNEY DYER	That, for the purposes of Listing Rule 14.4, rule 11.3 of the Company's Constitution and for all other purposes, Mr Rodney Dyer (who was appointed as a Director of the Company by the Board on 20 May 2022) be confirmed as a Director of the Company.	Ordinary resolution	Page 6
3.	ELECTION OF DIRECTOR – MR HARLEY WHITCOMBE	That, for the purposes of Listing Rule 14.4, rule 11.3 of the Company's Constitution and for all other purposes, Mr Harley Whitcombe (who was appointed as a Director of the Company by the Board on 20 May 2022) be confirmed as a Director of the Company.	Ordinary resolution	Page 6
4.	ELECTION OF DIRECTOR – MR TERUTAKA KURAISHI	That, for the purposes of Listing Rule 14.4, rule 11.3 of the Company's Constitution and for all other purposes, Mr Terutaka Kuraishi (who was appointed as a Director of the Company by the Board on 31 August 2022) be confirmed as a Director of the Company.	Ordinary resolution	Page 7
SPECIAL BUSINESS				
5.	APPROVAL TO AMEND THE CONSTITUTION	That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the Company approve the amendment of the Constitution of the Company in the manner set out in the Explanatory Notes, with effect from the close of the Meeting.	Special resolution	Page 7
6.	APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS	That for the purposes of section 648G of the Corporations Act and for all other purposes, the proportional takeover provisions set out in Schedule 1 to the Explanatory Notes of this Notice be renewed for a period of three years, with effect from the date of this Meeting.	Special resolution	Page 8
7.	ADDITIONAL CAPACITY TO ISSUE SECURITIES	That, for the purposes of Listing Rule 7.1A and for all other purposes, the Company approve the issue of up to that number of equity securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Notes.	Special resolution	Page 9

Capitalised terms are defined in the attached Explanatory Notes.

Seafarms Group Limited

NOTICE OF MEETING

VOTING

Notice Record Date

The Company's shareholders (**Shareholders**) recorded on the Company's register of members at 5.00pm (Perth time) on Friday, 28 October 2022 (**Notice Record Date**) will be entitled to receive this Notice.

Voting Entitlement

Shareholders recorded on the Company's register of members at 5.00pm (Perth time) on Monday, 28 November 2022 (**Voting Entitlement Date**) will be entitled to vote on Items at the Company's Meeting.

Becoming a Shareholder

Persons who become registered Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should call 1300 798 306 (within Australia) or +61 3 9415 4830 (outside Australia) and request an additional personalised voting form.

Persons who become beneficial Shareholders between the Notice Record Date and the Voting Entitlement Date, and wish to vote at the Meeting by proxy should contact their broker or intermediary for instructions on how to do so.

Voting Procedure

Under the Company's constitution (**Constitution**), any poll will be conducted as directed by the chair of the Meeting (the **Chair**). All voting will be conducted by poll.

To facilitate shareholder participation, Shareholders will be able to attend the Meeting physically and the Company will webcast the Meeting live online. Shareholders can vote on the resolutions to be considered at the Meeting, either at the Meeting, via the online platform or by appointing a proxy to vote on their behalf.

Instructions on how to join the webcast and vote on the resolutions via the online platform are set out in the Online Meeting Guide which can be found on the Company's website <http://seafarms.com.au/seafarms-group-agm/>. The Meeting ID is MW7GUTA.

If you elect to attend the meeting online, Shareholders can participate by logging in and entering the following URL <https://meetnow.global/MW7GUTA> on your computer, tablet or smartphone.

Online registration will open 30 minutes before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.

4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

Voting Restrictions

The voting exclusions under the ASX Listing Rules (**Listing Rules**) for each Item are set out in the Explanatory Notes to this Notice.

PROXY FORMS

Proxy Form

Enclosed with this Notice is a personalised proxy form (**Proxy Form**). The Proxy Form allows Shareholders who are not attending the Meeting to appoint a proxy to vote on their behalf.

If you hold fully paid ordinary shares in the capital of the Company (**Shares**) in more than one capacity, please complete the Proxy Form that is relevant to each holding.

Appointing proxies

Shareholders, who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf.

A proxy need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote can appoint up to two proxies, and should specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. If you wish to appoint two proxies please call 1300 798 306 (within Australia) or +61 3 9415 4830 (outside Australia) and request an additional Proxy Form.

We encourage Shareholders who intend to appoint a proxy to submit their Proxy Forms as early as possible. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in this Notice and on the Company's website.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

Undirected proxies

Any proxy given to:

- a member of the Company's key management personnel (the Company's directors (**Directors**) and other executives) (**Key Management Personnel**), other than the Chair; or
- their closely related parties (including a spouse, dependent or other close family members, as well as any companies they control) (**Closely Related Parties**),

for Item 1 will not be counted unless Shareholders specify how the proxy is to vote.

Any undirected proxy given to the Chair for Item 1 by a Shareholder entitled to vote on Item 1 will be voted by the Chair in favour of the Item, in accordance with the express authorisation on the Proxy Form.

The Chair intends to vote all valid undirected proxies for all other Items in favour of those Items.

Power of attorney and corporate representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate member may elect to appoint a representative, rather than appoint a proxy. Where a body corporate appoints a representative, written proof of the representative's appointment must be lodged with, or presented to the Company before the Meeting.

A body corporate appointed as a proxy must also lodge a certificate of appointment of a corporate representative.

LODGING PROXY FORMS

Deadline

Proxy Forms must be received by 10.00am (Perth time) on 28 November 2022.

Seafarms Group Limited

NOTICE OF MEETING

How to lodge Proxy Forms

You can lodge your Proxy Form with the Company by:

Online lodgement: at www.investorvote.com.au

Mail: to GPO Box 242, Melbourne, Victoria 3001.

Delivery: to Level 11, 172 St Georges Terrace, Perth, Western Australia 6000.

Facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Custodian: For Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

Further details on how to lodge your Proxy Form can be found on the reverse side of the Proxy Form.

SHAREHOLDER QUESTIONS

Shareholders will be able to ask questions relevant to the business of the Meeting, at the Meeting. Instructions on how to submit questions via the online platform are set out in the Online Meeting Guide and can also be found on the Company's website (www.seafarms.com.au).

Shareholders who are unable to attend the Meeting may submit written questions by emailing agmquestions@seafarms.com.au. Questions must be received by 10.00am (Perth time) 28 November 2022. The more frequently raised Shareholder issues will be addressed by the Chair during the course of the Meeting. However, there may not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.

ENQUIRIES

If you have any questions about this Notice or your Proxy Form please contact the Company's share registry, Computershare Investor Services Pty Ltd, at 1300 798 306 (within Australia) or +61 3 9415 4830 (outside Australia).

By order of the Board of Directors



Ian Trahar

Non-Executive Chairman

1 November 2022

EXPLANATORY NOTES

ITEM A DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), Shareholders will have a reasonable opportunity to ask questions or make comments on the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2022 (**2022 Annual Report**).

The Company's auditor, Deloitte Touche Tohmatsu, will be available at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the independence of the auditor.

The auditor will also respond to any written questions, provided these are submitted to the Company no later than five business days prior to the Meeting.

There is no requirement for Shareholders to approve the Company's Financial Report, Directors' Report and Auditor's Report.

Finalising Company's 2022 Annual Report

As announced on 29 September 2022, the Company is in the process of finalising its 2022 Annual Report which was delayed due to the Company receiving a claim in late September 2022 relating to a cancelled construction contract. The Board notes that the claim does not impact the Company's ability to pay its debt when they become due and payable.

A copy of the 2022 Annual Report will be provided to Shareholders in the manner elected by them as soon as possible. A copy of the Company's 2022 Annual Report will also become available on the Company's website: <http://www.seafarms.com.au> as soon as it's finalised.

ITEM 1 REMUNERATION REPORT

Background

The Remuneration Report for the financial year ended 30 June 2022 is included in the Company's Annual Report and sets out the Company's remuneration arrangements for Key Management Personnel.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting. Shareholders will then be asked to vote on the Remuneration Report.

The vote is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

No spill resolution

If at least 25% of votes that are cast are voted against the adoption of the Company's Remuneration Report at two consecutive annual general meetings, Shareholders must vote on whether the Board should go up for re-election.

At the Company's 2021 annual general meeting, less than 25% of the votes cast on the resolution to adopt the 2021 Remuneration Report were voted against the resolution. Accordingly no spill resolution will be held at this Meeting.

Board recommendation

The Board unanimously recommends that Shareholders vote **in favour** of the adoption of the Remuneration Report.

The Chair intends to vote undirected proxies in favour of Item 1 in accordance with the express authorisation on the Proxy Form.

Voting prohibition statement

In accordance with the Corporations Act, the Company will disregard any votes cast on Item 1:

- by or on behalf of a member of Key Management Personnel (details of whose remuneration are included in the Remuneration Report), or their Closely Related Parties, regardless of the capacity in which the votes are cast; or
- by a person who is a member of the Key Management Personnel at the date of the Meeting, or their Closely Related Parties, as a proxy.

However, votes will not be disregarded if they are cast as a proxy for a person entitled to vote on Item 1:

- in accordance with a written direction specifying the way the proxy is to vote on the resolution; or
- by the Chair pursuant to an express authorisation to exercise the proxy even if this Item is connected directly or indirectly with the remuneration of the Key Management Personnel.

ITEM 2 ELECTION OF DIRECTOR

Mr Rodney Dyer was appointed to the Board on 20 May 2022.

In accordance with Listing Rule 14.4 and rule 11.3 of the Constitution, the Board is seeking confirmation of Mr Dyer's appointment as a Director at this Meeting. His relevant skills and experience are summarised below.

Mr Rodney Dyer

Term	Appointed 20 May 2022.
Independent	No.
Skills and experience	Mr Dyer has served on the Boards of a number of infrastructure companies and has held executive positions in both small and large companies. He has had accountability for delivering both project and the business outcomes for greenfield and brownfield projects across a wide range of industries. Previously Mr Dyer held the position of Chief Projects Officer for Seafarms Group and Project Director for Project Sea Dragon from 2017 to 2021.
Other directorships	None.
Special responsibilities	None.
Interests in the Company	None.

Board recommendation

The Board (other than Mr Dyer who has an interest in the resolution) believe that the appointment of Mr Dyer to the Board is in the best interests of the Company and unanimously recommend that Shareholders vote **in favour** of the appointment of Mr Dyer.

The Chair intends to vote undirected proxies in favour of Item 2.

ITEM 3 ELECTION OF DIRECTOR

Mr Harley Whitcombe was appointed to the Board on 20 May 2022.

In accordance with Listing Rule 14.4 and rule 11.3 of the Constitution, the Board is seeking confirmation of Mr Whitcombe's appointment as a Director at this Meeting. His relevant skills and experience are summarised below.

EXPLANATORY NOTES

Mr Harley Whitcombe

Term	Appointed 20 May 2022.
Independent	No.
Skills and experience	Mr Whitcombe has many years' of commercial and finance experience, providing company secretarial services to publicly listed companies. He is a member of the Australian Institute of Company Directors. Mr Whitcombe was a director of the Company between 12 November 2001 and 29 October 2021.
Other directorships	None.
Special responsibilities	None.
Interests in the Company	19,680,984 Shares 403,635 unlisted options with an exercise price of \$0.0975 expiring 13 August 2024.

Board recommendation

The Board (other than Mr Kuraishi who has an interest in the resolution) believe that the appointment of Mr Kuraishi to the Board is in the best interests of the Company and unanimously recommend that Shareholders vote **in favour** of the appointment of Mr Kuraishi. The Chair intends to vote undirected proxies in favour of Item 4.

ITEM 5 APPROVAL TO AMEND THE CONSTITUTION

Background

The Company's Constitution was last amended in November 2016. In anticipation of certain recent and potential changes to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, it is proposed that certain amendments be made to the Constitution. A summary of the principal amendments to the Constitution are set out below. As it is a summary, it is not exhaustive.

A copy of the Constitution with the proposed amendments will be made available to Shareholders on request and will be available on the Corporate Governance section of the Company's website at www.seafarms.com.au.

Summary of Proposed Changes

(a) Hybrid Meetings

The Constitution already contemplates general meetings being held at a physical location, or at two or more locations using technology to facilitate attendance by Shareholders online (**Hybrid Meetings**).

If Item 5 is approved, the amended Constitution will provide greater flexibility and clarity around how the Company may conduct Hybrid Meetings.

More specifically, the amended Constitution will confirm the ability of the Company to hold meetings using or with the assistance of any technology approved by the Directors or in any manner permitted by law (subject to it being a Hybrid Meeting).

Consequential provisions are also included to provide clarity around procedural matters associated with virtual participation, including to ensure that 'online' attendees are treated as being present at the meeting and are counted for a quorum, and to confirm that the Directors may prescribe the detailed procedures by which meetings held with technological assistance may be conducted.

The amendments do not permit wholly "virtual" online meetings.

The proposed amendments to the Constitution also:

- confirm that Shareholders can return instruments appointing a proxy, attorney, or corporate representative to the Company in any manner specified by the Directors for that purpose in the notice of meeting;
- confirm that Board meetings may be convened and held in any manner permitted by law;
- confirm that documents can be distributed electronically by emailing shareholders (who have not elected to receive hard copies) a notice of access document which provides access via a URL link; and
- reflect the new requirements under the Corporations Act for substantive resolutions to be decided by a poll.

(b) Increase to maximum joint holders of shares

It is also proposed that the Constitution be amended to address changes that are expected to take effect in the near future regarding the replacement of the current Australian Clearing House Electronic Subregister System (**CHES**) with a new system that uses distributed ledger technology (e.g., 'blockchain' technology), to be known as the ASX Clearing and Settlement Platform (**CSP**). It is currently anticipated that the CSP will be operative in late 2024.

Board recommendation

The Board (other than Mr Whitcombe who has an interest in the resolution) believe that the appointment of Mr Whitcombe to the Board is in the best interests of the Company and unanimously recommend that Shareholders vote **in favour** of the appointment of Mr Whitcombe. The Chair intends to vote undirected proxies in favour of Item 3.

ITEM 4 ELECTION OF DIRECTOR

Mr Terutaka Kuraishi was appointed to the Board on 31 August 2022.

In accordance with Listing Rule 14.4 and rule 11.3 of the Constitution, the Board is seeking confirmation of Mr Kuraishi's appointment as a Director at this Meeting. His relevant skills and experience are summarised below.

Mr Terutaka Kuraishi

Term	Appointed 31 August 2022.
Independent	No.
Skills and experience	Mr Kuraishi has many years of commercial experience with Nissui's international business. He has lead growth strategies for Nissui's overseas business including several M&A transactions. He has an MBA from the IE Business School (Madrid, Spain).
Other directorships	None.
Special responsibilities	None.
Interests in the Company	Mr Kuraishi is an employee of Nissui which is a party to various agreements with the Company including supply and marketing agreements and a shareholder rights agreement, details of which have been previously disclosed on the ASX.

EXPLANATORY NOTES

In preparation for the CSP, ASX has recommended that listed companies change their constitutions to enable the registration of up to four joint holders as permitted to be registered under CSP.

Accordingly, if Item 5 is approved, the amended Constitution will allow the Company to register the maximum number of joint holders permitted under the ASX Settlement Operating Rules. This will ensure that the Company's Constitution authorises the maximum number of joint holders to be registered once the CSP becomes operative.

Amendments in best interest of Shareholders

The Board considers the proposed amendments are in the best interests of Shareholders because they provide flexibility, clarity, and efficiency in relation to the manner in which meetings can be convened and held.

In light of certain amendments (both past and anticipated) to the Corporations Act, ASX Listing Rules and ASX Settlement Operating Rules, the proposed amendments align the Constitution with the requirements of the current regulatory regime and will prepare the Company for the implementation of the CSP.

Relationship between Items 5 and 6

This Item does not encompass the proposed insertion of proportional takeover provisions into the Constitution, which is the subject of Item 6 and requires separate approval independent of the outcome of this Item. In other words, if this Item 5 were to be passed, these amendments to the Constitution would take effect irrespective of the outcome of Item 6.

Special Resolution

For Item 5 to be passed, it must be approved by a Special Resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of approving the amendments to the Constitution the subject of Item 5.

The Chair intends to vote undirected proxies in favour of Item 5.

ITEM 6 APPROVAL OF PROPORTIONAL TAKEOVER PROVISIONS

Background

Under the Corporations Act, a company may include provisions in its constitution to enable it to refuse to register shares acquired under a proportional takeover bid unless a resolution approving the bid is passed by shareholders. Such provisions cease to apply three years after they were inserted into a company's constitution or last renewed by shareholders.

The Company last renewed the proportional takeover provisions in its existing constitution at the 2019 annual general meeting on 28 November 2019. Accordingly, if Item 6 is not approved, the proportional takeover provisions (Rule 5) in the Company's Constitution will cease to apply on 27 November 2022.

The Company proposes to renew the proportional takeover provisions (as set out in Schedule 1) (**Provisions**). If Item 6 is approved by the Shareholders, the Provisions will apply until 29 November 2025.

Where the approval of Shareholders is sought to include proportional takeover provisions in a constitution, the Corporations Act requires the Company to provide Shareholders with an explanation of the proposed proportional takeover approval provisions. That information is set out below so that Shareholders may make an informed decision on whether to support or oppose Item 6.

What is a proportional takeover bid?

A proportional takeover bid is a takeover offer sent to all shareholders, but only in respect of a specified portion of each shareholder's shares.

Accordingly, if a shareholder accepts in full the offer under a proportional takeover bid, the shareholder will dispose of the specified portion of their shares in a company and retain the balance of the shares.

Effect of the Provisions to be inserted

If the Provisions are inserted, in the event that a proportional takeover offer is made to Shareholders of the Company, the Board will be required to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover offer. That meeting must be held at least 15 days before the offer under the proportional takeover bid closes.

The resolution shall be taken to have been passed if a majority of Shareholders voted at the meeting, excluding the Shareholders of the bidder and its associates, vote in favour of the resolution. The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if no resolution is voted on before the end of the 15th day before the close of the offer, the resolution will be deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of Shares resulting from accepting the offer will be registered provided they otherwise comply with the Corporations Act, the Listing Rules, the ASX Settlement Operating Rules and the Company's constitution. If the resolution is rejected then, in accordance with the Corporations Act, the offer will be deemed to be withdrawn.

In accordance with the Corporations Act, the Provisions will cease to operate three years after their adoption (i.e. on 29 November 2025) unless members resolve by special resolution to renew them in accordance with statutory procedure.

The proportional takeover approval provisions do not apply to full takeover bids.

Reasons for proposing the resolutions

The Directors consider that Shareholders should have the opportunity to include the Provisions in the new constitution. Without the inclusion of the Provisions, a proportional takeover bid for the Company may enable effective control of the Company to be acquired without Shareholders having the opportunity to dispose of all of their shares to the bidder. Accordingly, Shareholders risk passing control to the bidder without payment of an adequate control premium for all their Shares, whilst at the same time being left as part of a minority interest in the Company.

The Provisions deal with this possibility by providing that if a proportional takeover bid is made for Shares in the Company, Shareholders must vote on whether or not a proportional takeover bid should be permitted to proceed.

The benefit of the Provisions is that Shareholders are able to decide collectively whether the proportional offer is acceptable in principle. Further, the Provisions may ensure that any partial offer is appropriately priced.

Potential advantages and disadvantages for the directors and shareholders of the Company

The inclusion of the Provisions will enable the Directors to formally ascertain the views of Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that insertion of the Provisions has no potential advantages or potential disadvantages for them personally as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The Directors consider that the Provisions will benefit all Shareholders in that they will have an opportunity to consider a proportional takeover bid and then attend, or be represented by proxy at, a meeting of Shareholders called specifically to vote on the proposal. Accordingly, Shareholders will be able to prevent a proportional takeover bid proceeding if there is sufficient support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid. The Provisions may also help Shareholders avoid being locked in as a minority with one majority Shareholder. In addition, and as stated above, increasing the bargaining

EXPLANATORY NOTES

power of Shareholders may ensure that any partial offer is adequately priced. Furthermore, knowing the view of Shareholders assists each individual Shareholder to assess the likely outcome of the proportional takeover bid and whether to accept or reject that bid.

As to the possible disadvantages to Shareholders of inserting the Provisions, it may be argued that the proposal makes a proportional takeover bid more difficult and that such proportional takeover bids will therefore be discouraged. The chance of a proportional takeover bid being successful may be reduced. In turn, this may reduce the opportunities which Shareholders may have to sell all or some of their Shares at a premium to persons seeking control of the Company and may reduce any takeover speculation element in the Company's Share price. Such a provision may also be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares.

On balance, the Directors consider that the possible advantages outweigh the possible disadvantages such that insertion of the Provisions is in the interests of Shareholders.

Knowledge of acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Special Resolution

For Item 6 to be passed, it must be approved by a Special Resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of Item 6.

The Chair intends to vote undirected proxies in favour of Item 6.

ITEM 7 ADDITIONAL CAPACITY TO ISSUE SECURITIES

Background

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities (as defined below) that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a Special Resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25% (**Additional 10% Capacity**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately A\$63 million, based on the closing price of Shares on 28 September 2022 (the trading day just prior to SFG entering voluntary suspension), being A\$0.013.

An equity security includes a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security. Any equity securities issued under the Additional 10% Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being Shares.

Purpose of approval

Item 7 seeks Shareholder approval by way of a Special Resolution for the Company to have the Additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Item 7 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Item 7 is not passed, the Company will not be able to access the Additional 10% Capacity to issue equity securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1, which may limit the Company's ability to take advantage of opportunities to raise equity capital.

Details of the Additional 10% Capacity

Minimum issue price The Company will not issue securities under the Additional 10% Capacity at a price less than 75% of the volume weighted average price for the securities in the same class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within 10 trading days of the date in the paragraph above, the date on which the securities are issued.

Date of issue The Additional 10% Capacity will commence on the date of this Meeting and expire on the earlier of:

- the date that is 12 months after the date of the Meeting;
- the time and date of the Company's next annual general meeting; or
- the time and date Shareholders approve a significant change to the nature or scale of the Company's activities or a disposal of the Company's main undertaking under Listing Rules 11.1.2 or 11.2.

Use of funds Securities must be issued for cash consideration. The funds raised may be used to fund the development of PSD (depending on the outcome of the project review), for the growth of the Company's aquaculture business, for general working capital or to acquire new assets or investments.

The Company will comply with its disclosure obligations under Listing Rule 7.1A.4 in relation to any issue of securities under the Additional 10% Capacity.

Allocation policy The identity of allottees will be determined on a case-by-case basis having regard to factors which may include:

- the methods of raising funds which are available to the Company;
- the effect of an issue on the control of the Company; and
- advice from corporate, financial and broking advisers.

As at the date of this Notice, the allottees have not been determined. They may, however, include substantial Shareholders and/or new Shareholders, but will not include related parties of the Company (or their associates).

Risk of dilution

There is a risk of economic and voting dilution to the Shareholders, including that:

- the market price for the equity securities may be significantly lower on the date of the issue than it is on the date of the Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

The table below sets out:

EXPLANATORY NOTES

- the economic and voting dilution based on 100%, 150% and 200% of the Company's current issued share capital; and
- the capital raised by an issue of securities at the current market rate, at a 50% reduction and at a 100% increase to the current market rate.

Shares on Issue	Shares Issued	Capital raised (\$)		
	10% voting dilution (Shares)	At 50% decrease in market price \$0.0065	At current market price \$0.013	At 100% increase in market price \$0.026
Current 4,836,599,179	483,659,917	\$3,143,789	\$6,287,579	\$12,575,158
50% increase 7,254,898,768	725,489,876	\$4,715,684	\$9,431,368	\$18,862,737
100% increase 9,673,198,358	967,319,835	\$6,287,579	\$12,575,158	\$25,150,316

Assumptions and explanations

- The market price is based on the closing price for the Shares on 28 September 2022 (the trading day just prior to SFG entering voluntary suspension), being A\$0.013.
- These calculations assume that each Shareholder maintains its current Shareholding in the Company and does not participate in the issue which utilises the Additional 10% Capacity.
- No further equity is issued either under the Company's current capacity to issue 15% of its equity securities or on conversion of convertible securities.
- The Company utilises the full Additional 10% Capacity by issuing Shares.
- The table represents dilution as a whole and is not an example of dilution that may be caused to a particular Shareholder.

Previous approval

At the Company's 2021 annual general meeting, Shareholders approved the Company's capacity to issue equity securities equivalent to an Additional 10% of the Company's ordinary securities. The approval given at the 2021 annual general meeting expires 12 months after the date of the Company's 2021 annual general meeting (i.e. 27 January 2023).

Security issues in the last 12 months

The Company has not issued or agreed to issue any equity securities under Listing Rule 7.1A in the 12 months preceding the date of the Notice.

Special Resolution

For Item 7 to be passed, it must be approved by a Special Resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Board Recommendation

The Board unanimously recommends Shareholders vote **in favour** of granting the Company the Additional 10% Capacity.

The Chair intends to vote undirected proxies in favour of Item 7.

Voting exclusion statement

The Company is not proposing to make an issue of equity securities under the Additional 10% Capacity at the time of dispatching the Notice. Accordingly, no Shareholders are currently excluded from voting on this Item.

SCHEDULE 1 – PROPORTIONAL TAKEOVER PROVISIONS

5 Approval required for proportional takeover

5.1 Definitions

In this rule 5:

Approving Resolution means a resolution of Eligible Shareholders approving a Proportional Takeover.

Deadline means the day which is the 14th day before the last day of the bid period for a Proportional Takeover.

Proportional Takeover means offers for Securities made under a proportional takeover bid within the meaning of the Corporations Act.

Eligible Shareholder means a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under a Proportional Takeover was made, held Securities in the class of Securities to which the Proportional Takeover relates.

5.2 Transfer not to be registered

The registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover is prohibited unless and until an Approving Resolution is passed (or is taken to have been passed) in accordance with this Constitution.

5.3 Approving Resolution

- (a) Where offers have been made under a Proportional Takeover, the directors must, before the Deadline, convene a meeting of the Eligible Shareholders to vote on the Approving Resolution for the purpose of considering and, if thought fit, passing a resolution to approve the Proportional Takeover.
- (b) The provisions of this Constitution relating to general meetings apply, with such modification as is necessary, to a meeting convened under this rule 5.3 as if that meeting were a general meeting.
- (c) Any vote cast on an Approving Resolution by the bidder or any of its associates will be disregarded.
- (d) An Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.
- (e) If an Approving Resolution is voted on in accordance with this rule 5.3 before the Deadline, a director or a secretary must, on or before the Deadline, give the bidder and ASX (if required) notice stating that an Approving Resolution has been voted on and whether it was passed or rejected.
- (f) If no Approving Resolution has been voted on in accordance with this rule as at the end of the day before the Deadline, an Approving Resolution is taken, for the purposes of this rule 5, to have been passed in accordance with those provisions.

5.4 Cessation of effect

Rules 5.1 to 5.3 cease to have effect at the end of three years after:

- (a) where those rules have not been renewed since their adoption, the date on which those rules were adopted by the Company; or
- (b) if those rules have been renewed since their adoption, the date on which they were last renewed.

Need assistance?**Phone:**

1300 798 306 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact

**YOUR VOTE IS IMPORTANT**

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Monday, 28 November 2022.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

Control Number: 181936

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

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

By Fax:

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



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

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

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

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Seafarms Group Limited hereby appoint

☐ the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Seafarms Group Limited to be held at Level 6, 123 St Georges Terrace, Perth, WA 6000 on Wednesday, 30 November 2022 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention in step 2) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director - Mr Rodney Dyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Director - Mr Harley Whitcombe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Director - Mr Terutaka Kuraishi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to amend the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Additional capacity to issue securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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