



Notice of Annual General Meeting

MBL Trading Limited t/as
MBL Food Services
(ACN 111 463 864)

2018 Annual General Meeting (AGM)

Held at the Offices of
MBL Food Services
3-5 Vulcan Road, Canning Vale, Western Australia

Monday 19 November 2018 at 4.00pm (WST)

AGENDA

Ordinary Business

1. Confirmation of 2017 Annual General Meeting Minutes

2. Financial Reports

To receive and consider the Annual Financial Report, the Directors' Report and the Audit Report of MBL Trading Limited for the financial year ended 30 June 2018.

3. Resolution 1 - Election of Mr John Percy

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

“That Mr John Percy, Director of the Company who retires by rotation in accordance with rule 59 of the Constitution and who, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

4. Resolution 2 - Election of Mr Daniele Ciampini

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

“That Mr Daniele Ciampini, Director of the Company who retires by rotation in accordance with rule 59 of the Constitution and who, being eligible, offers himself for re-election, is re-elected as a Director of the Company.”

5. Resolution 3 - Removal of Auditors

To consider and, if thought fit, to pass, the following ordinary Resolution:

That, for the purposes of section 329 of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd, be removed as auditors of the Company with effect from the date of the Meeting.

The Company feels that it is able to obtain more timely review of our accounts and improved Director communication at a lower cost by changing to a new auditor.

6. Resolution 4 – Appointment of New Auditors

To consider and, if thought fit, to pass, the following special Resolution:

That, subject to the passing of Resolution 3, for the purposes of sections 327D and 328B(3) of the Corporations Act, a new auditor, having been nominated by a member of the Company, being qualified to act as auditor of the Company and having consented to act as such, be appointed as auditor of the Company with effect from the date of the Meeting.

Note: a copy of the notice of nomination of new Auditors will be provided not less than seven (7) days before the Annual General Meeting.

7. General Business

To transact any other business which may be brought before the meeting in conformity with the Constitution.

NOTES

These notes form part of the Notice of Meeting.

1. Background Information

To assist you in deciding how to vote on the above resolutions, background information to the resolutions are set out in the Explanatory Memorandum forming part of this Notice of Meeting.

2. Recommendation

The Board believes that the above resolutions are in the best interests of the Shareholders and (save where otherwise indicated in the Explanatory Memorandum) unanimously recommends that Shareholders vote in favour of each of them.

The Chairman intends to vote all undirected proxies in favour of each Resolution.

3. Voting Entitlements

The Directors have determined that, for the purpose of voting at the AGM, Shareholders eligible to vote at the AGM are those persons who are the registered holders of Shares at **12.00pm (WST) on Saturday 17 November 2018**.

4. How to Vote

You may vote by attending the AGM in person, by proxy, or by an authorised representative.

5. Voting in Person

To vote in person, attend the AGM on the date and at the place set out above. Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

6. Voting by Proxy

A Shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy (who need not be a Shareholder). A proxy can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy must appoint a representative to exercise any of the powers the body corporate can exercise as a proxy at the AGM. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

If a Shareholder is entitled to cast two or more votes, he may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise and where the proportion or number is not specified, each proxy may exercise half of the votes.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed must be received at the Share Registry **no later than 12.00pm (WST) on Saturday 17 November 2018** (Proxy Forms received after that time will be invalid). Proxy Forms must be received before that time via any of the following methods:

By Post: PO Box 1850, Canning Vale DC Western Australia, 6970

By Facsimile: (within Australia) (08) 9334 9601

By Facsimile: (outside Australia) +61 (08) 9334 9601

By Email: shareregistry@mbl.com.au

7. Voting by Corporate Representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company, before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Company Secretary on telephone number (08) 9334 9600.

8. Questions from Shareholders

The chairman of the meeting will allow reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

A representative of BDO Audit (WA) Pty Ltd, the auditor responsible for preparing the auditor's report for the year ended 30 June 2018, will attend the AGM. The chairman of the meeting will allow reasonable opportunity for the Shareholders as a whole to ask the auditor questions at the meeting about:

- a. the conduct of the audit;
- b. the preparation and content of the auditor's report;
- c. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- d. the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions you may have to the address below by no later than **4.30pm (WST) on Friday, 9 November 2018**.

By Post: PO Box 1850, Canning Vale DC Western Australia, 6970

By Facsimile: (within Australia) (08) 9334 9601

By Facsimile: (outside Australia) +61 (08) 9334 9601

By Email: shareregistry@mbl.com.au

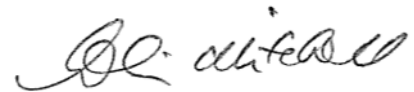
In person at the Registered Office: 3-5 Vulcan Road, Canning Vale, Western Australia, 6155 during business hours.

9. Annual Report

For those shareholders who did not elect to receive a printed copy, the 2018 Annual Report is published on the MBL Food Services website at www.mbl.com.au/shareholders/annual-reports.

10. Enquiries

Shareholders are invited to contact the Company Secretary, Colin Mitchell, on (08) 9334 9600 if they have any queries in respect of the matters set out in these documents.



By Order of the Board
C MITCHELL, Company Secretary
26 October 2018

A copy of the Constitution is available for viewing at the offices of the Company between the hours of 8.00am and 4.00pm (WST) Monday to Friday. Country members may have copies posted or emailed.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum and all attachments are important documents and should be read carefully. If you have any questions, regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting please contact the Company, or your professional adviser.

This Explanatory Memorandum has been prepared for Shareholders in connection with the AGM of the Company to be held on **Monday 19 November 2018 at 4.00pm (WST)**.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice of Meeting.

1. Financial Reports

The Corporations Act requires the Annual Financial Report, Directors' Report, and the Auditor's Report (**Annual Report**) to be received and considered at the AGM. A copy of the Company's 2018 Annual Report for the period ended 30 June 2018 is published on the MBL Food Services website at www.mbl.com.au/shareholders/annual-reports.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report.

A representative of the company's auditor, BDO Audit (WA) Pty Ltd, will be present at the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the auditor's report, the Company's accounting policies, and the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 - Re-Election of Director - John Percy

Rule 59 of the Company's Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. A retiring Director is eligible for re-election. Mr John Percy, being eligible, has offered himself for re-election.

Mr Percy has been a Director of MBL since 2001.

Mr Percy has a history of business ownership and management in a diverse range of activities including Livestock, Supermarkets, Fuel Distribution, and Food Manufacturing.

Mr Percy is a graduate of the Australian Institute of Company Directors, and is experienced in Quality Management Systems including H.A.C.C.P and AQIS export accreditation. Mr Percy is also a member of the Chamber of Commerce and Industry food advisory committee.

Mr Percy is active in the food manufacturing industry as the Managing Director of Ambrosia Quality Foods Pty Ltd, which is a major manufacturer of smallgoods and route trade products supplying the Western Australian and Queensland market.

Since becoming, a Director of MBL Mr Percy has been an integral part of the Board and has seen the company transform from a Co-operative to a successful public unlisted company.

Other major MBL achievements during this period have been:

- Relocation of the business from Victoria Park to Canning Vale.
- Increase in Net Assets from \$5.4m in 2001 to \$13m in 2018.
- Development of new and sustainable areas of trade.

Mr Percy sees MBL as a vital link in the chain of support to the local butchery, bakery, meat, food processing, and food service industries and will work to continue the Company's strength and growth.

Mr Percy seeks your support as he offers himself for re-election.

The Board (other than Mr Percy, who abstained) unanimously recommends the re-election of Mr Percy to the Board.

3. Resolution 2 - Re-Election of Director - Daniele Ciampini

Rule 59 of the Company's Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. A retiring Director is eligible for re-election. Mr Daniele Ciampini, being eligible, has offered himself for re-election.

Mr. Ciampini has been a Director of MBL since May 2017. Mr Ciampini has a Diploma in Dental Technology with over 20 years' experience in Practice Management. Mr Ciampini is the current Chairman of Mondo Doro Smallgoods and brings to the Board his experience in business management within the smallgoods industry and in private practice.

Mr Ciampini seeks your support as he offers himself for re-election.

The Board (other than Mr Ciampini, who abstained) unanimously recommends the re-election of Mr Ciampini to the Board

4. Resolution 3 - Removal of Auditors

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given to the company. However, if a company calls a meeting after such notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given

The Company feels that it is able to obtain more timely review of our accounts and improved Director communication at a lower cost by changing to the new auditor.

In accordance with section 329 of the Corporations Act, Mr Peter Stocker, as chairman of the Company, has given notice to the Company on 22 October 2018 of the intention to remove BDO Audit (WA) Pty Ltd as auditor of the Company. Since the Company has called this AGM after the notice of intention to remove the current auditor was given to the Company, Resolution 3 may be passed at the AGM even though the AGM is held less than 2 months after the notice of intention to remove the current auditor was given.

Resolution 3 therefore seeks Shareholder approval to remove BDO Audit (WA) Pty Ltd as auditor of the Company with effect from the close of the AGM.

5. Resolution 4 – Appointment of New Auditors

Under section 327D of the Corporations Act, where an auditor of a company is removed from office at a general meeting in accordance with section 329 of the Corporations Act, the company may, by special resolution at that general meeting, immediately appoint an individual, firm or company as auditor of the company if a copy of the notice of nomination has been sent to the individual, firm or company in accordance with section 328B(3) of the Corporations Act.

Section 328B(3) of the Corporations Act provides that if a member gives a company notice of the nomination of an individual, firm or company for appointment as auditor of the company, the company must send a copy of the notice to:

- (a) each individual, firm or company nominated; and
- (b) each auditor of the company; and
- (c) each person entitled to receive notice of general meetings of the company,

not less than 7 days before the meeting.

Furthermore, section 328A of the Corporations Act provides that a company must not appoint an individual, firm or company as auditor of the company unless that individual, firm, or company has consented, before the appointment, to act as auditor and has not withdrawn that consent before the appointment is made.

Either a Director or a Shareholder will nominate an auditor to be appointed at the AGM (Proposed Auditor) and send a copy of such notice to the relevant persons at least 7 days before the date of the AGM, in accordance with section 328B(3).

In the event that Resolution 3 is passed and BDO Audit (WA) Pty Ltd is removed as auditor of the Company, and the Proposed Auditor has consented to act as auditor of the Company in accordance with section 328A of the Corporations Act, Resolution 3 will seek approval for the appointment of the Proposed Auditor with effect from the close of the AGM.

GLOSSARY

AGM or Meeting	means the Company's 2016 Annual General Meeting.
ASX	means ASX Limited or the securities market operated by ASX Limited.
Board	means the Board of Directors.
Chairman	Means the chairman of the Meeting.
Company	means MBL Trading Limited (ACN 111 463 864).
Constitution	means the Company's constitution, as amended from time to time.
Corporations Act	means the Corporations Act 2001 (<i>Cth</i>).
Director	means a director of the Company from time to time.
Explanatory Memorandum	means the Explanatory Memorandum which forms part of the Notice of AGM.
Notice or Notice of Meeting	means the notice of Annual General Meeting.
Proxy Form	means the proxy form attached to and forming part of the Notice of AGM.
Resolution	means the ordinary resolution set out in this Notice to be put to Shareholders at the AGM.
Share	means a fully paid ordinary share in the Company.
Shareholder	means a person registered on the Company's share register as a member of the Company; and
WST	means Australian Western Standard Time.