F.F.I. HOLDINGS LIMITED

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NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders of F.F.I. Holdings Limited (**Company**) will be held at Walyalup Civic Centre, Level 1, 151 High Street, Fremantle, Western Australia, 6160, on Tuesday, 11th November 2025 at 3:00 pm (WST).

AGENDA

1. Financial Statements

To consider the Company's Financial Report and the Directors' and Auditor's Reports for the year ended 30th June 2025.

2. Adoption of the Remuneration Report (Resolution 1)

To consider and if thought fit, to pass the following non-binding, ordinary resolution:

"That the Remuneration Report for the year ended 30th June 2025 (set out in the Directors' Report) is adopted."

3. Re-election of Director (Resolution 2)

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

"That Mr. Geoffrey W Nicholson, a Director retiring in accordance with the Constitution, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. To increase Non-Executive Directors aggregate remuneration to $350,000 (Resolution 3)

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

"That in accordance with ASX Listing Rule 10.17, the aggregate remuneration that may be paid to Non-Executive Directors be increased to $350,000 per annum."

5. Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

R. G. Moonen

By Order of the Board
R.G. Moonen
Secretary
26th September 2025

PROXIES

Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the Company, but should be a natural person over the age of 18 years.
2. A Proxy Form is attached to this notice. Proxy voting instructions are provided on the Proxy Form.
3. A shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to vote at the meeting. Attorneys should bring an original or certified copy of the Power of Attorney to the meeting.
4. A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the Corporations Act 2001, in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the meeting.
5. If the Chairman of the meeting is appointed, or is taken to be appointed, as a proxy but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes in **FAVOUR** of all the proposed resolutions. **Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on any of the proposed resolutions, you must mark "Against" or "Abstain" on the Proxy Form for the relevant item of business.**
6. Proxy Forms must be lodged at Automic Group Limited not less than 48 hours before the meeting (i.e. by 3:00pm (WST) on Sunday, 9th November 2025) by:

Online:	https://investor.automic.com.au/#/loginsah
Email:	meetings@automicgroup.com.au
Mail to:	GPO Box 5193 Sydney NSW 2001
Facsimile:	+61 2 8583 3040
Deliver in person to:	Level 5, 126 Phillip Street Sydney NSW 2000

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7. In accordance with section 1074E(2)(g)(i) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations, the holders of the Company's shares for the purpose of the meeting, will be those registered as holders of the Company's shares at 7.00 pm (WST) on Monday, 10th November 2025.

EXPLANATORY MEMORANDUM

1. Financial Statements

As required by the Corporations Act 2001 (**Corporations Act**), the Financial Statements of the Company and its controlled entities for the year ended 30th June 2025 (including the Directors' Report, Directors' Declaration and Independent Auditor's Report) will be laid before the meeting. There is no requirement for a formal resolution on this item.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or comment on the Financial Statements and the management of the Company. The auditor of the Company will also be available to answer any questions in accordance with the Corporations Act.

2. Remuneration Report (Resolution 1)

The Company's Annual Report for the year ended 30th June 2025 contains a Remuneration Report (refer to pages 8 to 10) which sets out the policy for the remuneration of Directors and specified executives.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the Company's annual general meeting. Resolution 1 is an ordinary resolution and the vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or comment on the Remuneration Report in accordance with the Corporations Act. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report in reviewing the remuneration policies of the Company.

Board Recommendation

The Board unanimously recommends that shareholders vote in FAVOUR of Resolution 1.

Voting Exclusion Statement

As required by the Corporations Act, no member of the Company's Key Management Personnel (**KMP**) (as disclosed in the Remuneration Report), or a closely related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on Resolution 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on Resolution 1; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company as detailed in the Remuneration Report.

The prohibition in the Corporations Act on members of the Company's KMP voting does not apply to the Chairman of the meeting as proxy for a member entitled to vote where the proxy appointed expressly authorises the Chairman to vote in that capacity on Resolution 1.

Undirected Proxies

If a member entitled to vote appoints the Chairman as their proxy and the member does not direct the Chairman how to vote on Resolution 1, the member authorises the Chairman in respect of that item to exercise the proxy notwithstanding that item is connected directly or indirectly with the remuneration of a member of the Company's KMP. Further details are contained on the Proxy Form distributed with the Notice of 2025 Annual General Meeting.

Where the Chairman is appointed as proxy for a member entitled to vote, the Chairman will vote all undirected proxies in **favour** of Resolution 1. Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on Resolution 1, you must mark "Against" or "Abstain" on the Proxy Form for Resolution 1.

3. Re-election of Director (Resolution 2)

In accordance with the Company's Constitution, Mr. Geoffrey W Nicholson retires at the 2025 Annual General Meeting and, being eligible, offers himself for re-election.

Mr. Nicholson has over 40 years' experience in the food processing industry and has been a Director of the Company since 2nd September 1986, Managing Director since 1st July 2019 and Non-Executive Director since 1st April 2025. Details of Mr. Nicholson's qualifications and experience are included on page 8 of the Annual Report.

Board Recommendation

The Board (with Mr. Nicholson abstaining because of his interest) recommends that shareholders vote in FAVOUR of Resolution 2.

4. Increase aggregate remuneration – Non-Executive Directors (Resolution 3)

In accordance with ASX Listing Rule 10.17 and the Company's Constitution, the Company must not increase the maximum aggregate of Directors' fees payable by it or its controlled entities without the approval of its members. This rule does not apply to the salary of an Executive Director.

The Company has not increased the aggregate remuneration payable to Non-Executive Directors since 12th November 2019, as there have only been two Non-Executive Directors. Effective 1st April 2025, Mr. Geoffrey Nicholson, who was previously the Company's Managing Director, became a Non-Executive Director, thereby increasing the number of Non-Executive Directors from two to three.

The proposed increase in the maximum aggregate remuneration that may be paid to Non-Executive Directors from $250,000 per annum at present to $350,000 per annum is to accommodate the increase in the number of Non-Executive Directors as a result of this Board change. It will also provide the Company with the capacity to appoint an additional Non-Executive Director, if required in the future, and remain competitive in attracting Directors with the necessary qualifications and experience.

The Directors stress that it is not intended to appoint any further Non-Executive Directors at present or to pay the maximum aggregate amount of $350,000, if approved, in the current financial year.

Board Recommendation

Given the interest of the Non-Executive Directors in this matter, the Board refrains from making a recommendation in relation to this resolution.

Voting Exclusion Statement

No member, being a Director or a closely related party of a Director, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on Resolution 3 unless:

- the member votes as a proxy appointed by writing that specifies how the member is to vote on Resolution 3; and
- the vote is not cast on behalf of a member who is a Director or closely related party of a Director.

The prohibition on voting on Resolution 3 does not apply to the Chairman of the meeting as proxy for a member entitled to vote where the proxy appointed expressly authorises the Chairman to vote in that capacity on Resolution 3.

Undirected Proxies

If a member entitled to vote appoints the Chairman as their proxy and the member does not direct the Chairman how to vote on Resolution 3, the member authorises the Chairman in respect of that item to exercise the proxy notwithstanding that item is connected directly or indirectly with the remuneration of a member of the Company's KMP. Further details are contained on the Proxy Form distributed with the Notice of 2025 Annual General Meeting.

Where the Chairman is appointed as proxy for a member entitled to vote, the Chairman will vote all undirected proxies in **favour** of Resolution 3. Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on Resolution 3, you must mark "Against" or "Abstain" on the Proxy Form for Resolution 3.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

F.F.I Holdings Limited | ABN 32 009 155 328

Your proxy voting instruction must be received by **3:00pm (AWST) on Sunday, 09 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: **https://investor.automic.com.au/#/home** Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 - APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.
Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.
Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.
Email Address: Please provide your email address in the space provided.
By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automicgroup.com.au.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at https://investor.automic.com.au/#/loginsah or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.

BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:
WEBSITE:

https://automicgroup.com.au

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of F.F.I Holdings Limited, to be held at **3:00pm (AWST) on Tuesday, 11 November 2025 at Walyalup Civic Centre, Level 1, 151 High Street, Fremantle WA 6160** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

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STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Adoption of the Remuneration Report			
2	Re-election of Director - Mr. Geoffrey W Nicholson			
3	To increase Non-Executive Directors aggregate remuneration to $350,000			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

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By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).