

17 April 2025

Dear Shareholder

Forbidden Foods Limited (ASX: FFF) – Extraordinary General Meeting

The Board of Forbidden Foods Limited ACN 616 507 334 (ASX: FFF) (**Company**) advises shareholders it will be convening an Extraordinary General Meeting (**Meeting**) at 11.00am (AEST) on Tuesday, 20 May 2025 at Level 16/452 Flinders St, Melbourne VIC 3000.

Shareholders will be able to attend the Meeting, ask questions in relation to the resolutions being proposed at the Meeting and vote at the Meeting, in person or by appointing a proxy to attend and vote on their behalf.

Shareholders are strongly encouraged to lodge their proxy votes by at 11.00am (AEST) on Friday, 16 May 2025 and in accordance with the instructions set out on the Proxy Form that accompanies this letter.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth)), the Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Statement (**Notice**), instead a copy of the Notice is available for download from:

- the Company's share registry, Automic; or
- the Company's information page on ASX.

The resolutions will be decided by way of a poll. If you are unable to attend the Meeting, you may wish to email any questions you want addressed at the Meeting by emailing them to the Company Secretary at bill@visioncorp.com.au at least 48 hours before the Meeting.

The Board looks forward to welcoming you to the Meeting.

Yours sincerely,
Forbidden Foods Limited

Bill Pavlovski
Company Secretary

Forbidden Foods Limited
Level 27, 120 Collins Street Melbourne, VIC 3000

ACN: 616 507 334

info@forbiddenfoods.com.au
www.forbiddenfoods.com.au

Forbidden Foods Limited

Notice of 2025 Extraordinary General Meeting

Explanatory Statement | Proxy Form

Tuesday, 20 May 2025

11.00am (AEST)

Address
Level 16/452 Flinders St, Melbourne VIC 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Important Information for Shareholders about the Company's EGM

This Notice is given based on circumstances as at 17 April 2025. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at www.forbiddenfoods.com.au. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (AEST) on Tuesday, 20 May 2025 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

To be able to hold this Meeting at a physical venue, the Company is relying upon s249R(a) of the Corporations Act.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at bill@visioncorp.com.au at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Forbidden Foods Limited ACN 616 507 334 will be held at 11.00am (AEST) on Tuesday, 20 May 2025 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on Thursday, 15 May 2025.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Resolutions

Ordinary Business

1. **Resolution 1** – Ratification of prior issue of Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 139,878,572 fully paid ordinary shares issued on Friday, 14 February 2025 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

(a) a person who participated in the issue; or

(b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 1 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 2** – Approval of issue of Placement Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 69,939,286 Options, being on the basis of 1 attaching Option for every 2 Shares subscribed for and issued under the Placement (each exercisable at $0.015 (1.5 cents) and expiring 25 September 2027), on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

(a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 2 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. **Resolution 3** – Approval of issue of Placement Shares and Placement Options to Mr Daniel Rootes, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,978,571 fully paid ordinary shares at an issue price of $0.007 to Mr Daniel Rootes (or his nominee) and 1,489,285 Options (each exercisable at $0.015 (1.5 cents) and expiring 25 September 2027), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

(a) Mr Daniel Rootes and any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 3 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval of issue of Joint Lead Manager Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 30,000,000 Options to JP Equity Holding Pty Ltd and GBA Capital Pty Ltd (each exercisable at $0.015 (1.5 cents) and expiring 25 September 2027), on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

(a) JP Equity Holding Pty Ltd and GBA Capital Pty Ltd or a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or

(b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 4 by:

(i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or

(ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5** – Change of Company Name

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purpose of sections 157(1)(a) and for all the purposes, approval is given for the name of the Company to be changed from Forbidden Foods Limited to OMG Group Limited, and that all references to Forbidden Foods Limited in the Company's Constitution be replaced with references to 'OMG Group Limited'."

6. **Resolution 6** – Adoption of Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*"That, for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the Company to adopt the Equity Incentive Plan (**Plan**), and for the issue of securities under the Plan, on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) any person who is eligible to participate in Plan;
(b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

7. **Resolution 7** – Issue of Remuneration-Sacrifice Shares to Mr Timothy Freeburn, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

'That, for the purposes of Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue of up to 7,000,000 Director Remuneration Shares to Mr Freeburn, a Director (or his nominee) under the Employee Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

(a) any Director or Key Management Personnel who is eligible to participate in the Plan or any of their associates);
(b) any other person who is eligible to participate in Plan or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

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

Voting Prohibition Statement*: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:*

(a) the proxy is either:

(i) a member of the Company's Key Management Personnel; or

(ii) a closely related party of a member of the Company's Key Management Personnel; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

(a) the proxy is the Chair; and

the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

BY ORDER OF THE BOARD



Bill Pavlovski
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11.00am (AEST) on Tuesday, 20 May 2025 at Level 16/452 Flinders St, Melbourne VIC 3000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

Agenda

Ordinary Business

1. **Resolution 1** – Ratification of prior issue of Placement Shares

Background

On 21 February 2025 (**Issue Date**), the Company issued *139,878,572* fully paid ordinary shares (**Placement Shares**) at an issue price of $0.007 pursuant to a placement to professional, sophisticated and institutional investors (**Placement**). Of the Placement Shares, 82,656,226 fully paid ordinary shares were issued under Listing Rule 7.1 and 57,222,346 fully paid ordinary shares were issued under Listing Rule 7.1A.

As part of the Placement, subject to obtaining Shareholder approval, the Company also proposed to issue:

(a) up to 69,939,286 free-attaching Listed Options, each being exercisable at $0.015 (1.5 cents) per Option and expiring 25 September 2027 and otherwise on the terms set out in Appendix A (**Placement Options**), on the basis of 1 Option for every 2 Shares issued under the Placement; and

(b) 2,978,571 Shares at an issue price of $0.007 to a Directors of the Company (or their nominees), to raise approximately $21,000 (before costs) (**Director Placement**) as well as 1,489,285 Options on the same terms as the Listed Options (**Director Placement Options**), being on the basis of 1 Director Placement Option for every 2 Shares issued under the Director Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity Securities 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.

At the Company's AGM held on 29 November 2023, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up most of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire

unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of Placement Shares will be excluded in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the Issue Date.

If this Resolution is not passed, the issue of Placement Shares will be included in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the April Issue Date.

Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares under Resolution 1.

Listing Rule	Required Disclosure
7.5.1	The Placement Shares were issued to professional, sophisticated and institutional investors, none of whom were related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.5.2	The Company issued a total of 139,878,572 Placement Shares.
7.5.3	The Placement Shares were issued as fully paid ordinary shares in the Company.
7.5.4	The Placement Shares were issued on 21 February 2025.
7.5.5	The Placement Shares were issued at an issue price of $0.007 per Share, which raised approximately $1 million (before costs) in aggregate.
7.5.6	The proceeds from the issue of the Placement Shares are intended to be used by the Company to accelerate sales and build brand awareness via its ecommerce channels. The funds raised will also be allocated to a strategic build-up of inventory levels to ensure fulfilment for future purchase orders as they arise.

Listing Rule	Required Disclosure
7.5.7	The Placement Shares were not issued pursuant to an agreement.
7.5.8	Please refer to the voting exclusion statement for Resolution 1 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

2. **Resolution 2** – Approval of issue of Placement Options

Background

Resolution 2 seeks the approval of Shareholders for the proposed issue of up to 69,939,286 Listed Options as part of the Placement, as referred to in the Explanatory Statement for Resolution 1.

Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rule 7.1.

The proposed issue of the Listed Options (**Listed Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Listed Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Listed Options Issue. Additionally, the issue of the Listed Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Options.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Options under Resolution 2:

Listing Rule	Required Disclosure
7.3.1	The Company proposes to issue the Options to participants in the Placement, being professional, sophisticated and institutional investors, none of whom are related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.3.2	The Company is proposing to issue up to 69,939,286 Options under the Options Issue, being 1 Option for every 2 Shares subscribed for under the Placement.
7.3.3	A summary of the key terms of the Options is set out in Appendix A.
7.3.4	The Listed Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 2, the Board

Listing Rule	Required Disclosure
	intends to issue the Options on 22 May 2025, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Listed Options will be issued for nil consideration.
7.3.6	The Options are being issued by the Company as part of the capital raising announced to market on 14 February 2025. While the Listed Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Options, upon the exercise of any Options, the Company will receive proceeds of $0.015 (1.5 cents) for each Option exercised. The Company intends to use any funds raised upon the exercise of the Options for general working capital purposes.
7.3.7	The Options will not be issued pursuant to an agreement.
7.3.8	The Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 2 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

3. **Resolution 3** – Approval of issue of Placement Shares and Placement Options to Mr Daniel Rootes, Director of the Company

Background

As part of the Placement referred to in the Explanatory Statement for Resolution 1, subject to receiving Shareholder approval, Mr Daniel Rootes, a Director of the Company, has agreed to subscribe for 2,978,571 Shares at an issue price of $0.007 per Share, being on the same terms as the Placement, to raise approximately $21,000 (before costs), as well as 1,489,285 Attaching Listed Options (together, the "**Rootes Placement Securities**").

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Rootes Placement Securities constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, their spouse, parent or child, or an entity controlled by any of them. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The non-conflicted Directors of the Company (being Mr Timothy Freeburn and Mr Alexander Aleksic, carefully considered the proposed issue of the Rootes Placement Securities and formed the view that the giving of this financial benefit to Daniel Rootes is on arm's length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the Placement announced to market on 14 February 2025.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Rootes Placement Securities falls within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Rootes Placement Securities.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

The issue of the Rootes Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 3 seeks the required shareholder approval for the issue of the Rootes Placement Securities under and for the purposes of Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Rootes Placement Securities and the issue of the Rootes Placement Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Rootes Placement Securities.

Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Rootes Placement Securities under Resolution 3.

Listing Rule	Required Disclosure
10.13.1	The Rootes Placement Securities will be issued to Mr Daniel Rootes or his nominee.
10.13.2	Mr Daniel Rootes is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Rootes Placement Securities are issued to a nominee of Mr Rootes, then Listing Rule 10.11.4 will apply.

Listing Rule	Required Disclosure
10.13.3	The Company will issue up to 2,978,571 Shares and up to 1,489,285 Attaching Options to Mr Daniel Rootes.
10.13.4	The Rootes Placement Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue or Attaching Options, the key terms of which are set out in Appendix A.
10.13.5	The Rootes Placement Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 3, the Board intends to issue the Rootes Placement Securities on 22 May 2025, and in any event, within 1 month of the date of the Meeting.
10.13.6	The shares to be issued to Mr Daniel Rootes will be issued at an issue price of $0.007 per Share, raising approximately $21,000 (before costs). The Attaching Options will be issued for nil consideration.
10.13.7	The proceeds from the issue of the Shares are intended to be used by the Company to satisfy transaction costs associated with the capital raising announced to market on 14 February 2025. While the Attaching Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Attaching Options, upon the exercise of any Attaching Options, the Company will receive proceeds of $0.007 for each Attaching Option exercised. The Company intends to use any funds raised upon the exercise of the Attaching Options for general working capital purposes.
10.13.8	The issue of the Rootes Placement Securities is not intended to remunerate or incentivise Mr Daniel Rootes.
10.13.9	The Rootes Placement Securities will be issued pursuant to a placement commitment letter.
10.13.10	Please refer to the voting exclusion statements for Resolution 3 set out in the Notice.

Directors' Recommendation

The Board of Directors (other than Mr Daniel Rootes) recommend Shareholders vote for this Resolution.

4. **Resolution 4** – Approval of issue of Joint Lead Manager Options

Background

As referred to in the Explanatory Statement for Resolution 1, the Company has appointed Joint Lead Managers to act as the lead manager of the Placement pursuant to a mandate (**Joint Lead Manager Mandate**). The material terms for the Lead Manager Mandate are that the Company will pay the Joint Lead Managers:

(a) a 6% management fee on the proceeds raised under the Placement, payable in cash (excluding GST); and

(b) subject to obtaining Shareholder approval, issue up to 30 million Options to the Lead Manager (or its nominee) on the basis of 3 million Options for every $100,000 of gross

proceeds raised under the Placement (**Joint Lead Manager Options**), each Lead Manager Option being exercisable at $0.015 (1.5 cents) per Option and expiring 25 September 2027 (**FFFO**) and otherwise on the terms set out in Appendix A. If the Company is unable to obtain Shareholder approval for the issue of Joint Lead Manager Options, the Company is required to pay the Lead Manager the cash equivalent value of the Joint Lead Manager Options calculated using the Black-Scholes options valuation model.

Resolution 4 seeks the approval of Shareholders for the proposed issue of the Lead Manager Options.

Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rule 7.1.

The proposed issue of the Joint Lead Manager Options (**Joint Lead Manager Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Lead Manager Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Lead Manager Options Issue. Additionally, the issue of the Lead Manager Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company will be required to pay the Lead Manager the cash equivalent value of the Lead Manager Options calculated using the Black-Scholes options valuation model.

Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Joint Lead Manager Options under Resolution 11:

Listing Rule	Required Disclosure
7.3.1	The Company proposes to issue the Joint Lead Manager Options the Lead Managers or its nominees.
7.3.2	The Company is proposing to issue up to 30,000,000 Joint Lead Manager Options under the Lead Manager Options Issue, being 3mil Options for every $100,000 of gross proceeds raised under the Placement.
7.3.3	A summary of the key terms of the Lead Manager Options is set out in Appendix A.
7.3.4	The Lead Manager Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 4, the Board intends to issue the Lead Manager Options on 22 May 2025, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Join Lead Manager Options will be issued for nil consideration.
7.3.6	While the Joint Lead Manager Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Lead Manager Options, upon the exercise of any Lead Manager Options, the Company will

Listing Rule	Required Disclosure
	receive proceeds of $0.015 (1.5 cents) for each Lead Manager Option exercised. The Company intends to use any funds raised upon the exercise of the Lead Manager Options for general working capital purposes.
7.3.7	The Joint Lead Manager Options will be issued pursuant to the Joint Lead Manager Mandate.
7.3.8	The Joint Lead Manager Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 4 set out in the Notice.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

5. **Resolution 5** – Change of Company Name

Section 157(1) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 5 seeks the approval of Shareholders for a Company to change its name to "OMG Group Limited".

The Company believes that the new name better reflects the Company's values and direction.

The proposed name has been reserved by the Company with ASIC and if Resolution 5 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

As Resolution 5 is a special resolution, it must be passed by at lease 75% of the votes cast by shareholders entitled to vote on the Resolution.

If Resolution 5 is passed, the change of name will take effect when ASIC alters the details of the Company's registration, which is intended to be as soon as practicable following the Meeting.

If the name change is approved, the Board will also request that ASX change the Company's ASX ticker code from "FFF" to "OMG" after the change of name takes effect. The ASX ticker code "OMG" has been reserved by the Company.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

6. **Resolution 6** – Adoption of Equity Incentive Plan

Background

The Company seeks Shareholder approval to adopt the Equity Incentive Plan (**Plan**) for the purposes set out in this Explanatory Statement so that Company securities may be issued under the Plan as an exception to ASX Listing Rule 7.1. The Board believes that the establishment and implementation of the Plan will assist in the reward, retention and motivation of directors, officers and senior management by providing long term incentives.

The Company had a Plan approved by shareholders at the 2022 Annual General Meeting (AGM),

which is set to lapse in 2025. Given the significant changes in the Board and management team since the previous approval, the Company is now seeking shareholder approval for an updated Incentive Plan. This updated plan is designed to better align with the Company's current leadership structure and evolving strategic priorities.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- enable the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;

- enable the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;

- link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;

- align the financial interest of participants of the Plan with those of Shareholders; and

- provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme, if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum amount set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which the shareholder approval was pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

Information required by ASX Listing Rule 14.1A

If this Resolution is approved by Shareholders for all purposes under the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

For the avoidance of doubt, the Company will be required to seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Incentive Plan to a related party (as defined in Listing Rule 19.12) or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If this Resolution is not passed, the Company will be able to proceed with the issue of securities under the Incentive Plan to eligible participants, but any issues of securities will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under

Listing Rule 7.1 for the 12 month period following the issue of the securities.

Information required by ASX Listing Rule 7.2 (exception 13(b))

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to this Resolution:

- A summary of the Equity Incentive Plan is attached to this Notice as Annexure B.
- There has been no previous approval by shareholders of this employee incentive plan of the Company in the past three years.
- The Company had issued 10,580,260 Performance Rights pursuant to a previous employee securities scheme in the past three years. These were issued to Directors and approved by Shareholders under ASX Listing rule 10.14.
- If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 71,210,204 securities and not exceed 10% of issued capital of the Company as at the date of issue under the Incentive Plan during the three-year period following approval. The maximum number is not intended to be a prediction of the actual number of Securities to be issued under the Plan, simply a ceiling for the purposes of Listing Rule 7.2 (Exception 13(b)).
- A voting exclusion statement is included in this Notice.

Directors' Recommendation

The Board recommends that shareholders vote in favour of Resolution 6. The Chairman intends to exercise all undirected proxies in favour of this Resolution.

7. **Resolution 7** – Issue of Remuneration-Sacrifice Shares to Timothy Freeburn, Director of the Company

Background

The Director, Mr Freeburn has agreed to receive his total remuneration package through the issue of Shares in lieu of cash remuneration.

The Company has accordingly agreed, subject to obtaining shareholder approval, to allot and issue Shares **(Related Party Shares)** to Mr Freeburn pursuant to the Company's Equity Incentive Plan **(Plan)** and on the terms and conditions set out below. The purpose of the proposed issue of Related Party Shares is to provide Share-based remuneration in lieu of what otherwise would have been cash remuneration due and payable to the Director as salary and fees.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

(a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

(b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Related Party Shares (which is a type of equity security, for the purposes of Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The Board (other than Mr Freeburn in respect of Resolution 7) carefully considered the issue of the Related Party Shares to the Director the subject of Resolutions 7 and formed the view that

Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of those issues because they form part of the respective remuneration to a Director as an officer of the Company and the remuneration is reasonable given the Director's circumstances and the circumstances of the Company and are at arm's length terms.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Related Party Shares as the issue of the Related Party Shares constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act and is also considered to be on arm's length terms

Technical information required by ASX Listing Rule 10.15 and other information

The following information is provided to Shareholders in relation to the issue of the Related Party Shares for the purposes of ASX Listing Rule 10.15:

(a) The allottee is Timothy Freeburn or his nominee (in respect of Resolution 7).
(b) Mr Freeburn falls under Listing Rule 10.11.1 as a related party because he is a Director.
(c) The maximum number of Related Party Shares to be issued to Tim Freeburn (or his nominee) is 7,000,000 Shares in consideration for $49,000 in Directors fees. The Shares are being issued at an issue price of $0.007 per Share which is equal to the closing price of Shares as traded on ASX as at 25 March 2025.
(d) A summary of the material terms of the Equity Incentive Plan is set out in Annexure B.
(e) The Related Party Shares will be issued in lieu of Directors' agreed cash remuneration, at quarterly intervals and not later than 3 years after the date of the Meeting. No funds will be raised from the issue of the Related Party Shares. Related Party Shares issued to Mr Freeburn will have an issue price of $0.007 per Share being the closing price of Shares as traded on ASX on 25 March 2025, the time of negotiation.
(f) The Related Party Shares will be fully paid on issue and rank equally in all aspects with all existing Shares.
(g) No loan arrangements apply in relation to the acquisition.
(h) The proposed remuneration and emolument from the Company to Mr Freeburn for the remaining months of the current financial year ending 30 June 2025 is $12,250. The proposed remuneration and emulment for the 2026 financial year is $49,000.
(i) Details of any securities issued under the Plan will be published in each annual report of the Company relating to the period in which the securities have been issued, and such annual report will state that approval for the issue of the securities was obtained under Listing Rule 10.14.
(j) Any additional persons who are covered by Listing Rule 10.14 who become entitled to participate in the Plan after Resolutions 6 and 7 are approved and who are not named in this Notice will not participate until Shareholder approval is obtained under Listing Rule 10.14.
(k) A voting exclusion statement is included in the Notice in relation to Resolution 7.

Directors' Recommendation

The Board of Directors (except Mr Freeburn) recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 3 9364 4212 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or Listing Rules means the listing rules of ASX.

Attaching Options has the meaning given to that term in the Explanatory Statement for Resolution 2.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Capital Raising has the meaning given to that term in the Explanatory Statement.

Chair means the person chairing the Meeting.

Company means Forbidden Foods Limited ACN 616 507 334.

Placement Shares has the meaning given to that term in the Explanatory Statement.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Director Placement has the meaning given to that term in the Explanatory Statement.

Director Placement Options has the meaning given to that term in the Explanatory Statement.

Dollar or "**$**" means Australian dollars.

Equity Securities has the meaning given to it by the Listing Rules.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Lead Manager has the meaning given to that term in the Explanatory Statement.

Lead Manager Mandate has the meaning given to that term in the Explanatory Statement.

Lead Manager Options has the meaning given to that term in the Explanatory Statement.

Lead Manager Options Issue has the meaning given to that term in the Explanatory Statement.

Listing Rules means the official listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 17 April 2025 including the Explanatory Statement.

Option means an option to acquire a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Rootes Placement Securities has the meaning given to that term in the Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Appendix A Attaching Option and Lead Manager Option terms

FFFO Listed Options to be issued by Forbidden Foods Limited ACN 616 507 334 (ASX: FFF) (**Company**) are subject to the following terms and conditions.

(a) The exercise price of each Option is $0.015 (Exercise Price).

(b) The expiry date of each Option is 25 September 2027 (Expiry Date).

(c) Each Option gives the Option holder the right to subscribe for one Share.

(d) Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) The amount payable upon exercise of each Option is the Exercise Price.

(f) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 10,000 must be exercised on each occasion.

(g) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:

  (i) a written notice of exercise of Options specifying the number and class of options being exercised; and
  (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

(i) Within 15 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price (and subject to the Company obtaining any necessary prior approvals from Shareholders or regulatory bodies for the issue of the Shares), the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

(j) All Shares issued upon the exercise of Options will upon issue rank pari passu in all respects with other Shares.

(k) The Options are transferable subject to any transfer restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws and subject to meeting minimum quotation requirements under the ASX Listing Rules. The Company will seek Official Quotation of the Options, subject to satisfying the quotation conditions of ASX Listing Rules. If ASX does not grant Official Quotation of the Options, the Options will remain unlisted.

(l) The Company will apply for quotation of all Shares issued pursuant to the exercise of Options on ASX within 15 Business Days after the date of issue of those Shares.

(m) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(n) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 4 Business Days after the issue is announced. This will give Option holders the opportunity

to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(o) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Appendix B Key terms of Equity Incentive Plan

A summary of the terms of the Plan is set out below:

(a) **(Eligible Participant)**: Eligible Participant means a person that:

(i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and

(ii) has been determined by the Board to be eligible to participate in the Plan from time to time.

(b) **(Purpose)**: The purpose of the Plan is to:

(i) assist in the reward, retention and motivation of Eligible Participants;

(ii) link the reward of Eligible Participants to Shareholder value creation; and

(iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.

(c) **(Plan administration)**: The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

(d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

(e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

(f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by

virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

(g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

(h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

(i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

(j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

(i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and

(ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

(k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

(l) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (Plan Shares) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

(m) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

(i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
(ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

(n) **(Adjustment of Convertible Securities)**: If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

(o) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

(p) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

(q) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

forbidden
• FOODS •

Proxy Voting Form

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

Forbidden Foods Limited | ABN 82 616 507 334

Your proxy voting instruction must be received by **11.00am (AEST) on Sunday, 18 May 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 Forbidden Foods Limited, to be held at **11.00am (AEST) on Tuesday, 20 May 2025 at Level 16/452 Flinders St, Melbourne VIC 3000** 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.

STEP 2 - Your voting direction

Resolutions		For	Against	Abstain
1	Ratification of prior issue of Placement Shares	☐	☐	☐
2	Approval of issue of Placement Options	☐	☐	☐
3	Approval of issue of Placement Shares and Placement Options to Mr Daniel Rootes, Director of the Company	☐	☐	☐
4	Approval of issue of Joint Lead Manager Options	☐	☐	☐
5	Change of Company Name	☐	☐	☐
6	Adoption of Equity Incentive Plan	☐	☐	☐
7	Issue of Remuneration-Sacrifice Shares to Timothy Freeburn, Director of the Company	☐	☐	☐

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.

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) ☐☐ / ☐☐ / ☐☐

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

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