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If you have sold or transferred all your shares in Roebuck Food Group plc, please pass this document and the accompanying Form of Proxy to the purchaser or transferee or to the stockbroker, bank or the agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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# Roebuck Food Group plc

## Annual General Meeting 2025

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A letter from the Chairman of Roebuck Food Group plc ("**the Company**") is set out on pages 2 and 3 of this document.

Notice convening the Annual General Meeting of the Company to be held at Mason Hayes & Curran LLP, South Bank House, Barrow Street, Dublin 4, D04 TR29, Ireland at 09.00 a.m. on Friday 30th May 2025 and related statement of procedures are set out on pages 2 and 3 of this document.

To be valid, Forms of Proxy for use at the Annual General Meeting must be completed and returned so as to be received by the Company at its registered office or by the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland so as to be received by the Company's Registrar no later than 09.00 a.m. on Wednesday 28 May 2025.

## ROEBUCK FOOD GROUP PUBLIC LIMITED COMPANY

(Registered in the Republic of Ireland, Registered Number 51842)

*Directors*

Tommy Conway (Non-Executive Chairman)  
Kieran Mahon (Chief Executive Officer)  
Aidan Hughes (Deputy Chairman and Chief Financial Officer)  
Seán Savage (Non-Executive Director)

*Registered Office*

6th Floor  
South Bank House  
Barrow Street  
Dublin 4  
D04 TR29  
Ireland

*Secretary*

Aidan Hughes

2 May 2025

To the shareholders of Roebuck Food Group plc (the “**Company**”)

Dear Shareholder,

I am writing to you to outline the resolutions to be proposed at the forthcoming Annual General Meeting, all of which the Board of Directors are recommending for your approval. I draw your attention to the Notice of Annual General Meeting of the Company, which will be held at 09.00 a.m. on Friday 30 May 2025 at Mason Hayes & Curran LLP, South Bank House, Barrow Street, Dublin 4, D04 TR29, Ireland, which is included in this document.

### **Resolution 1 – receipt and consideration of the accounts**

This is a resolution to receive and consider the Company’s financial statements for the financial year ended 31 December 2024.

### **Resolutions 2, 3, 4 and 5 – election and re-election of retiring Directors**

Resolution 2 is a resolution to elect Tommy Conway, who was appointed as a director since the last annual general meeting of the Company and accordingly offers himself for election in accordance with the Company’s Articles of Association.

Resolutions 3, 4 and 5 are resolutions to re-elect Kieran Mahon, Aidan Hughes and Seán Savage who, in accordance with the Company’s Articles of Association, retire, and being eligible, offer themselves for re-election.

### **Resolution 6 – auditor’s remuneration**

Grant Thornton continue as the Company’s auditor, as provided by the Companies Act 2014. Resolution 6 is an ordinary resolution to permit the Directors to fix the statutory auditor’s remuneration. The Directors will have this authority no matter who is auditor.

### **Resolutions 7, 8 and 9 – Share Capital**

Resolutions 7, 8 and 9 will extend the duration of resolutions passed at the extraordinary general meeting of the Company held on 23 January 2025 (“**EGM**”), from 23 April 2026 to the earlier of 15 months from the date of the annual general meeting and the date of the 2026 annual general meeting.

Resolution 7 is an ordinary resolution extending EGM resolution No 3, being a general authority to the directors to allot “relevant securities” (shares in the Company other than shares allotted pursuant to an employee share scheme) and rights to subscribe for, or convert any security into, shares, i.e.:

- (i) new shares or grant rights to subscribe for or convert securities into Ordinary Shares representing approximately one third of the issued share capital;
- (ii) new shares or grant rights to subscribe for or convert securities into Ordinary Shares representing approximately two thirds of the total issued share capital, as reduced by any shares issued under paragraph (i), in connection with a pro rata rights issue to existing shareholders.

Resolution 8 is a special resolution extending EGM resolution No 4, being an authority for the Company to allot "equity securities" without the application of statutory pre-emption rights in respect of any shares allotted pursuant to:

- (i) a rights issue, open offer or other pre-emptive offer, without limit;
- (ii) any other kind of offer, for cash up to an aggregate nominal amount of one third of the issued share capital of the Company;
- (iii) any share scheme for employees or directors.

Resolution 9 is a special resolution extending EGM resolution No 5, being an authority for the Company the Company:

- (i) to make market purchases of shares up to 10% of the aggregate of the issued share capital of the Company. The Directors have no present intention of exercising this authority and it will be exercised only if the Directors consider it would be in the best interests of the remaining shareholders generally; and
- (ii) to authorise the Company to reissue repurchased shares and to set a reissue price range for those shares subject to the limits of EGM Resolutions 3 and 4. It is anticipated that any shares repurchased will be cancelled and that this authority will not be used.

### **Recommendation**

The Directors believe that the proposals set out in the resolutions before the meeting are in the best interests of the Company and of the shareholders as a whole. Accordingly, the Directors recommend that you vote in favour of the resolutions at the Annual General Meeting, which they intend to do in respect of their shareholdings in the Company.

Yours faithfully,

**Tommy Conway**

Chairman

**ROEBUCK FOOD GROUP PUBLIC LIMITED COMPANY**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE is hereby given that the Annual General Meeting of Roebuck Food Group plc will be held at Mason Hayes & Curran, South Bank House, Barrow Street, Dublin 4, D04 TR29, Ireland at 09.00 a.m. on Friday 30 May 2025 for the following purposes:

1. To review the business of the Company and to receive the Company's financial statements for the year ended 31 December 2024 and the reports of the Directors and Auditors thereon **(Resolution 1)**.
2. To elect Tommy Conway as Director, who is retiring in accordance with the Company's Articles of Association **(Resolution 2)**.
3. To re-elect Kieran Mahon as Director, who is retiring in accordance with the Company's Articles of Association **(Resolution 3)**.
4. To re-elect Aidan Hughes as Director, who is retiring in accordance with the Company's Articles of Association **(Resolution 4)**.
5. To re-elect Seán Savage as Director, who is retiring in accordance with the Company's Articles of Association **(Resolution 5)**.
6. To authorise the Directors to fix the remuneration of the Auditors in respect of the period expiring at the next AGM of the Company **(Resolution 6)**.
7. To consider and if thought fit to pass the following as an ordinary resolution **(Resolution 7)**:

That the authority of the Directors of the Company to allot relevant securities granted by ordinary resolution No 3 passed at the extraordinary general meeting of the company held on 23 January 2025 be extended so as to expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2026, save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such offer or agreement as if the authority conferred hereby had not expired.

8. To consider and if thought fit to pass the following as a special resolution **(Resolution 8)**:

That, the power of the Directors of the Company to allot equity securities granted by resolution No 4 passed at the extraordinary general meeting of the company held on 23 January 2025 be extended so as to expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2026, except that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted, or treasury shares to be sold, after such expiry and notwithstanding such expiry the Directors may allot equity securities, or sell treasury shares, in pursuance of such offers or agreements as if the power conferred hereby had not expired.

9. To consider and if thought fit to pass the following as a special resolution **(Resolution 9)**:

That the authority of the Company (and any subsidiary of the Company for the time being) to make market purchases including overseas market purchases of any shares of and in the Company (including any contract of purchase, which will or might be concluded wholly or partly after the expiry date below) and the reissue of any such shares granted by No 5 passed at the extraordinary general meeting of the company held on 23 January 2025 be extended so as to expire at close of trading on the conclusion of the Annual General Meeting of the Company in 2026 or 15 months from the passing of this Resolution, whichever first occurs, save that the Company may make a purchase after the expiry of the authorisation in any case where the contract of purchase is executed before the authorisation expired.

**By Order of the Board.**

Dated: 2 May 2025

Aidan Hughes  
Secretary  
Roebuck Food Group plc  
Registered Office:  
6th Floor, South Bank House  
Dublin 4, D04 TR29  
Ireland.

## STATEMENT OF PROCEDURES

### Record date

- 1 The Company, pursuant to Section 1087G of the Companies Act 2014, has specified that only those shareholders registered in the Register of Members of the Company as (i) at the close of business on the day four days prior to the AGM; or (ii) if the AGM is adjourned, at the close of business on the day four days prior to the adjourned AGM, shall be entitled to participate and vote at the AGM. Changes in the register after this time will be disregarded in determining the right of any person to attend, speak, ask questions and/or vote at the meeting.

### Appointment of proxies and exercise of voting rights

- 2 Following the migration of the Company's ordinary shares from the CREST system ("**CREST**") to the system operated by Euroclear Bank SA/NV ("**Euroclear Bank**") (the "**EB System**") on 15 March 2021 (the "**Migration**"), the process for appointing a proxy and/or voting at the meeting will now depend on the manner in which you hold your Ordinary Shares in the Company (see paragraph 3 below).
- 3 The ways in which a holder of Ordinary Shares can exercise a right to vote will depend on the manner in which such shares are held:
  - (a) in the case of shareholders who are registered members and hold Ordinary Shares directly ("**Registered Holders**"):
    - (i) by attending the AGM in person; or
    - (ii) by appointing the Chair of the AGM or another person as a proxy to attend the AGM and vote on your behalf by returning a completed Form of Proxy in accordance with paragraph 4; or
  - (b) in the case of holders of CREST Depository Interests ("**CDIs**") ("**CDI Holders**"):
    - (i) by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ("**Broadridge**"), a third-party service provider; or
    - (ii) by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting; and
  - (c) in the case of persons who hold their interests in Ordinary Shares through a participant account in the Euroclear Bank SA/NV ("**Euroclear Bank**") system (the "**EB System**") ("**EB Participants**"):
    - (i) by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
    - (ii) by sending a proxy voting instruction to Euroclear Bank to appoint a third party (other than Euroclear Nominees Limited (i.e. the nominee of Euroclear Bank) ("**Euroclear Nominees**") or the Chair of the AGM) to attend and vote at the meeting.

Persons who hold their interests in the Ordinary Shares of the Company as Belgian law rights through the EB System or as CDIs should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the AGM through the respective systems.

For voting services offered by custodians holding Irish corporate securities directly with Euroclear Bank, please contact the relevant custodian.

### Appointment of proxies by Registered Holders

- 4 A Form of Proxy is enclosed. Registered Holders who wish to appoint a proxy should complete the Form of Proxy in accordance with the instructions printed thereon and return it to the Company's Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland as soon as possible but in any event so as to be received by the Company's Registrar no later than 09.00 a.m. on Wednesday 28th May 2025. The completion and return of a Form of Proxy will not preclude a shareholder from attending and voting in person at the AGM, or any adjournment thereof, should they wish to do so.

### Proxy voting by CDI Holders

- 5 Euroclear UK & Ireland Limited ("**EUI**"), the operator of the CREST, has arranged for holders of CDIs to issue voting instructions relating to Ordinary Shares via a third-party service provider, Broadridge. CDI Holders can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
- 6 If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge. Completed application forms should be returned to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge. This will enable Broadridge to contact you and share further detailed information on the service offering and initiate the process for granting your access to the Broadridge platform.
- 7 Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.
- 8 CDI Holders are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

### Proxy voting by EB Participants

- 9 EB Participants can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank in February 2021 and entitled "Euroclear Bank as issuer CSD for Irish corporate securities" (the "**EB Services Description**"), which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).

EB Participants can either send:

- (a) electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
  - (i) vote in favour of all or a specific resolution(s);
  - (ii) vote against all or a specific resolution(s);
  - (iii) abstain in respect of all or a specific resolution(s); or
  - (iv) give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
- (b) a proxy voting instruction to appoint a third party (other than Euroclear Nominees or the Chair of the AGM), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of Ordinary Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification

(e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

- 10 Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company's proxy appointment deadline (being 48 hours before the time appointed for the AGM or any adjournment of the AGM). Voting instructions cannot be changed or cancelled after Euroclear Bank's voting deadline. EB Participants are strongly encouraged to familiarise themselves with the arrangements with Euroclear Bank, including the voting deadlines and procedures.

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