THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.   
If you are in any doubt about the course of action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser (being, in the case of Irish resident shareholders an adviser authorised or exempt under the Investment Intermediaries Act 1995 of Ireland or an authorised investment firm within the meaning of the European Communities (Markets in Financial Instruments) Regulations 2017 and in the case of UK resident shareholders, an independent financial adviser who is authorised to carry on a regulated activity under the UK Financial Services and Markets Act 2000).

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 2024

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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 11.00 a.m. on Thursday, 30 May 2024 and related statement of procedures are set out on pages 4 to 9 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 by the Company’s Registrar, Computershare Investor Services (Ireland) Limited, at 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland no later than 11.00 a.m. on Tuesday, 28 May 2024.

**ROEBUCK FOOD GROUP PUBLIC LIMITED COMPANY**

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

|  |  |
| --- | --- |
| *Directors*  Ted O'Neill (Non-Executive Chairman)  Kieran Mahon (Chief Executive Officer)  Gerard Murphy (Chief Financial Officer)  Aidan Hughes (Deputy Chairman)  Seán Savage (Non-Executive Director)  *Secretary*  Gerard Murphy | *Registered Office*  6th Floor  South Bank House  Barrow Street  Dublin 4  D04 TR29  Ireland  3rd May 2024 |

*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 11.00 a.m. on Thursday, 30 May 2024 at Mason Hayes & Curran, 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 2023.

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

Resolution 2 is a resolution to re-elect Ted O’Neill who, in accordance with Article 93(a) of the Company’s Articles of Association, retires, and being eligible, offers himself for re-election.

Resolution 3 is a resolution to re-elect Seán Savage who, in accordance with Article 93(a) of the Company’s Articles of Association, retires, and being eligible, offers himself for re-election.

Resolution 4 is a resolution to re-elect Gerard Murphy who, in accordance with Article 93(b) of the Company’s Articles of Association, retires by rotation, and being eligible, offers himself for re-election.

**Resolution 5 – Auditors’ remuneration**

Grant Thornton, the statutory auditor (the “**Auditors**”), continues in office in accordance with the Companies Act 2014. This resolution is an ordinary resolution to permit the Directors to fix the auditor’s remuneration. The Directors will have this authority no matter who is auditor.

**Resolutions 6, 7, 8 and 9 – Share Capital**

Resolution 6 is an ordinary resolution to grant a general authority to the directors to allot “relevant securities”, which means shares in the Company (other than shares allotted pursuant to an employee share schemes) and rights to subscribe for, or convert any security into, shares. Under Resolution 6, the Directors will be authorised to allot new shares or grant rights to subscribe for or convert securities into Ordinary Shares representing approximately two thirds of the total issued share capital.

Resolution 7 is a special resolution to authorise the Directors 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) in respect of any other kind of offer, for cash up to an aggregate nominal amount of €404,907 which is the equivalent to approximately 33⅓ per cent of the issued share capital of the Company on 25 April 2024, being the latest practicable date prior to the publication of this Notice; and

(iii) in connection with an employee share scheme.

The authorities sought under Resolutions 6 and 7 will expire 15 months after the passing of the resolutions or at the conclusion of the 2025 AGM, whichever occurs first.

Resolution 6 and 7 are designed to allow the Company to carry out one or more share issuances, in in order to pursue specific investment opportunities in a timely manner and without the requirement to convene successive extraordinary general meetings and incur the associated costs.

Resolution 8 is a special resolution to authorise the Company to make market purchases of shares up to 10% of the aggregate of the present issued share capital. 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. This authority will expire 15 months after the passing of the resolution or at close of trading on the date of the 2025 AGM, whichever first occurs.

Resolution 9 is a special resolution to authorise the Company to reissue repurchased shares and to set a reissue price range for those shares subject to the limits of Resolutions 6, 7 and 8. It is anticipated that this resolution will not be acted on and that any shares repurchased will be cancelled. It is however included to provide flexibility to the Company.

**Resolution 10 – Retirement of directors**

Resolution 10 is a special resolution to amend the Articles of Association such that all directors will be required to retire at each annual general meeting of the Company.

#### 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,



**Ted O’Neill**

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 LLP, South Bank House, Barrow Street, Dublin 4, D04 TR29, Ireland at 11.00 a.m. on 30 May 2024 for the following purposes:

1. To review the business of the Company and to receive the Financial Statements for the year ended 31 December 2023 and the reports of the Directors and Auditors thereon **(Resolution 1)**.
2. To re-elect Ted O’Neill as Director, who is retiring in accordance with Article 93(a) of the Company’s Articles of Association **(Resolution 2)**.
3. To re-elect Seán Savage as Director, who is retiring in accordance with Article 93(a) of the Company’s Articles of Association **(Resolution 3**).
4. To re-elect Gerard Murphy as Director, who is retiring in accordance with Article 93(b) of the Company’s Articles of Association **(Resolution 4**).
5. 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 5)**.
6. To consider and if thought fit to pass the following as an ordinary resolution **(Resolution 6)**:

That the Directors of the Company be and are hereby generally and unconditionally authorised for the purposes of section 1021 of the Companies Act 2014 (the “**2014 Act**”) and Article 6 of the Articles of Association and in substitution for any existing authorities to exercise all the powers of the Company to allot relevant securities (as defined by that section) to a maximum aggregate nominal amount of €809,814.

This authority shall be in substitution for and shall replace any existing authorities and shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company in 2025, 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.

1. To consider and if thought fit to pass the following as a special resolution **(Resolution 7**):

That subject to the passing of Resolution 6 the Directors be and are hereby empowered pursuant to section 1023(3) of the Companies Act 2014 (the “**2014 Act**”) to allot equity securities (as defined in section 1023(1) of the 2014 Act) of the Company, to include the re-issue of treasury shares, for cash under the authority given by that resolution as if section 1022 of the 2014 Act did not apply to any such allotment or re-issue provided that this power shall be limited to the allotment of equity securities and the re-issue of treasury shares (as applicable) for cash:

(i) otherwise than pursuant to subparagraphs (ii) and (iii) of this resolution, in connection with or pursuant to an offer or invitation or rights issue in favour of holders of Ordinary Shares in proportion (as nearly as practicable) to the respective number of Ordinary Shares held by them on the record date for such allotment or sale (and holders of any other class of equity securities entitled to participate therein or if the Directors consider it necessary, as permitted by the rights of those securities) but subject to such exclusions or other arrangements as the Directors may deem necessary or appropriate to deal with fractional entitlements, treasury shares, record dates, or legal, regulatory or practical problems which may arise under the laws of, or the requirements of, any regulatory body or stock exchange in any territory or otherwise howsoever; and

1. otherwise than pursuant to sub-paragraphs (i) and (iii) of this resolution, up to an aggregate nominal amount of €‬404,907 being approximately 33⅓% of the Company’s issued ordinary share capital (excluding treasury shares) as at the date of this Notice, and
2. otherwise than pursuant to subparagraphs (i) and (ii) of this resolution, in connection with any employee share scheme,

such authority 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 2025, 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.

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

That the Company (and any subsidiary of the Company for the time being) be and is hereby authorised 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), provided that:

(a) the maximum number of shares, which may be acquired pursuant to this authorisation shall be 4,858,889 representing approximately 10% of the issued shares of and in the Company immediately following the passing of this Resolution;

(b) the maximum price at which a purchase pursuant to this authorisation will be made will be 5% above the average of the official closing prices of the relevant shares on the London Stock Exchange for the five days before the purchase is made;

(c) the minimum price, which may be paid for shares purchased pursuant to this authorisation will be the par value thereof; and

(d) this authorisation will expire at close of trading on the date of the next AGM of the Company 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.

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

That the Directors be and are hereby empowered pursuant to section 1021 of the Companies Act 2014 to re-issue treasury shares within the meaning of section 106 of the Companies Act 2014) as relevant securities and pursuant to section 1023 of the Companies Act 2014, to reissue treasury shares as equity securities as if subsection (1) of section 1022 of the Companies Act 2014), did not apply to any such reissue provided that:

(a) this power shall be subject to the limits provided by Resolutions 6, 7 and 8 and shall expire at the conclusion of the next AGM of the Company or on the expiry of 15 months from the date hereof, whichever first occurs, save that the Company may before such expiry make an offer or agreement, which would or might require such reissue to occur after such expiry and the Directors may reissue securities pursuant to such offer or agreement as if the power conferred hereby had not expired;

(b) the price at which any treasury shares may be re-issued off market (within the meaning of section 1078 of the Companies Act 2014) shall be:

(i) in the case of reissues other than to satisfy entitlements under share options or employee share schemes not more than 25% above and not more than 5% below the average of the official closing prices of the relevant shares for the five days before the relevant reissue is made;

(ii) in the case of reissues to satisfy entitlements under share options or employee share schemes, not more than 25% above that average and not less than par value.

1. To consider and if thought fit to pass the following as a special resolution:
2. That the Company’s Articles of Association be and is hereby amended by the deletion of Article 93 and its replacement with the following as a new Article 93:

“**93. Retirement of Directors**

1. At each annual general meeting of the Company, each Director shall retire from office.
2. A Director retiring at a meeting shall retain office until the earlier of (i) the conclusion of the meeting and (ii) the adjournment of the meeting to another day.”
3. That the Company’s Articles of Association be and is hereby amended by the deletion of Article 94.

By Order of the Board.  **Registered Office:**

The Directors 6th Floor

Roebuck Food Group plc. South Bank House

Dublin 4

Dated: 3rd May 2024 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**

1. 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).
2. 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:
3. in the case of shareholders who are registered members and hold Ordinary Shares in certificated (i.e. paper) form (“**Certificated Holders**”):
4. by attending the AGM in person; or
5. 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
6. in the case of holders of CREST Depository Interests (“**CDIs**”) (“**CDI Holders**”):
7. by sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited (“**Broadridge**”), a third-party service provider; or
8. by appointing a proxy via the Broadridge Global Proxy Voting Service to attend and vote at the meeting; and
9. 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**”):
10. by sending electronic voting instructions to Euroclear Bank via SWIFT or to EasyWay Corporate Actions; or
11. 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 Certificated Holders**

1. A Form of Proxy is enclosed. Certificated 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 11.00 a.m. on Tuesday, 28 May 2024. 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**

1. 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.
2. 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.
3. 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.
4. 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**

1. 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).

EB Participants can either send:

1. electronic voting instructions to instruct Euroclear Nominees to either itself, or by appointing the Chair of the AGM as a proxy:
2. vote in favour of all or a specific resolution(s);
3. vote against all or a specific resolution(s);
4. abstain in respect of all or a specific resolution(s); or
5. give a discretionary vote to the Chair of the AGM for all or a specific resolution(s); or
6. 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.