



ASX RELEASE

24 July 2024

NOTICE OF GENERAL MEETING

Foresta Group Holdings Limited (ASX: FGH, “Foresta” or the “Company”) attaches the following documents relating to a General Meeting of Shareholders to be held at 11.00am (AEST) on Thursday, 22 August 2024.

- Notice of General Meeting
- Proxy Form
- Letter to Shareholders

For more information please contact:

Foresta Group Holdings Limited

Henry Cheng

Executive Chairman

h.cheng@forestagroup.com.au

AUTHORISATION STATEMENT

This release has been authorised to be given to the ASX by the Board of Foresta Group Holdings Limited.

ABOUT FORESTA GROUP HOLDINGS

Foresta is a leading natural and renewable pine chemical and biomass pellet manufacturing company. Foresta is positioning itself to become a leading global supplier of natural and renewable pine chemicals and biomass pellets. It has developed a proprietary process to naturally extract pine chemicals by employing the tree’s own solvent chemicals to extract rosin and terpenes. These products are commonly used in industrial manufacturing and are a key input to everyday end products. These products include adhesives, gum, inks, paint, car tyres and perfume.

FORESTA GROUP HOLDINGS LIMITED
ACN 074 969 056
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11:00 am (AEST)
DATE: Thursday 22 August 2024
PLACE: Level 14
440 Collins Street
Melbourne VIC 3000

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEST) on Tuesday, 20 August 2024 (AEST).

PURPOSE OF THE MEETING

1. BACKGROUND

On 9 July 2024, the Company received a notice of intention to remove Mr Pai-Heng Cheng and Dr Maurizio Fabiani as directors of the Company pursuant to section 203D of the Corporations Act from Mr Ramon Dudley Mountfort and Shirley Joy Mountfort as trustees for the Mounties1 Family Trust (**Requisitioning Shareholders**). The Company received a notice from the same Requisitioning Shareholders requesting the directors to call a general meeting pursuant to section 249D of the Corporations Act for resolutions be put to shareholders for the removal of Mr Pai-Heng Cheng and Dr Maurizio Fabiani as directors of the Company, and the election of Mr Erich van Zyl and Mr Stephen Michael Pittman as directors of the Company (**249D Notice**).

The register of shareholders recorded the Requisitioning Shareholders as holding more than 5% of the issued voting shares in the Company immediately prior to the 249D Notice.

IMPORTANT NOTE

All Resolutions have been requested by certain shareholders in notices stated to have been given pursuant to section 249D of the Corporations Act.

The Company is convening the Meeting in response to the 249D Notices.

2. 249D NOTICE

Resolutions 1 and 2 are for the appointment of Mr Erich van Zyl and Mr Stephen Michael Pittman as directors of the Company. Resolutions 3 and 4 are for the removal of Mr Pai-Heng Cheng and Dr Maurizio Fabiani as directors of the Company.

3. BIOGRAPHIES OF DIRECTORS PROPOSED TO BE REMOVED

The biographies of Mr Pai-Heng Cheng and Dr Maurizio Fabiani as they relate to Resolutions 3 and 4 are set out in Section 2 of the Explanatory Statement.

4. DIRECTORS' STATEMENT

Section 203D(4) of the Corporations Act permits a director who is the subject of a proposed resolution for their removal of office to give the Company a written statement to be circulated to members by the Company. A statement submitted by Mr Pai-Heng Cheng and Dr Maurizio Fabiani pursuant to section 203D(4) of the Corporations Act is included in Schedule 1 to the Explanatory Statement.

5. MEMBERS' STATEMENT

Section 249P of the Corporations Act permits the shareholders of the Company who have requisitioned the meeting to submit a statement for circulation to shareholders regarding the resolutions and any other matter that may be properly considered at the meeting.

The Requisitioning Shareholders have not provided the Company with a statement under section 249P and, as a result, such a statement has not been included with the Explanatory Statement.

The Notice of Meeting and Explanatory Statement are important documents and should be read in their entirety. The Resolutions to be considered at the Meeting are important and have significant implications for the future of the Company. If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form by **11:00am (AEST) on Tuesday, 20 August 2024**.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – ELECTION OF DIRECTOR – MR ERICH VAN ZYL

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Erich van Zyl, having consented to act, be elected a director of Foresta Group Holdings Limited with effect from the end of the general meeting at which this resolution is passed."

2. RESOLUTION 2 – ELECTION OF DIRECTOR – MR STEPHEN MICHAEL PITTMAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That Mr Stephen Michael Pittman, having consented to act, be elected a director of Foresta Group Holdings Limited with effect from the end of the general meeting at which this resolution is passed."

3. RESOLUTION 3 – REMOVAL OF DIRECTOR – MR PAI-HENG CHENG

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Pai-Heng Cheng be removed as a director of Foresta Group Holdings Limited with effect from the end of the general meeting at which this resolution is passed."

4. RESOLUTION 4 – REMOVAL OF DIRECTOR – DR MAURIZIO FABIANI

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to section 203D of the Corporations Act 2001 (Cth), Dr Maurizio Fabiani be removed as a director of Foresta Group Holdings Limited with effect from the end of the general meeting at which this resolution is passed."

BY ORDER OF THE BOARD



Mark Licciardo

Company Secretary

Dated: 24 July 2024

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (2) proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Link Markets Services will need to verify your identity. You can register from 10:30am (AEST) on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary Mark Licciardo on m.licciardo@acclime.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTIONS 1 AND 2 – ELECTION OF DIRECTORS MR ERICH VAN ZYL AND MR STEPHEN MICHAEL PITTMAN

1.1 Background

The Company's Constitution provides that the Company may elect a person as a director by resolution passed in general meeting. The Requisitioning Shareholders have given notice of their intentions to move the following resolutions:

- (a) Resolution 1 - Appointment of Mr Erich van Zyl as a director of the Company; and
- (b) Resolution 2 - Appointment of Mr Stephen Michael Pittman as a director of the Company.

Subject to the passing of Resolutions 1 and 2, the appointment of Mr Erich van Zyl and Mr Stephen Michael Pittman as directors will take effect from the close of the Meeting.

1.2 Mr Erich van Zyl

No information on Mr Erich van Zyl's qualifications, experience and expertise has been provided to the Company by the Requisitioning Shareholders.

1.3 Mr Stephen Michael Pittman

No information on Mr Stephen Michael Pittman's qualifications, experience and expertise has been provided to the Company by the Requisitioning Shareholders.

1.4 Recommendations

It is the reasonable opinion and considered view of the Directors that Mr Erich van Zyl lacks the qualifications, experience and expertise to be a director of an ASX-listed company. Mr van Zyl, who was appointed by the Requisitioning Shareholder Ramon Dudley Mountfort and who is a nominee of the Requisitioning Shareholders, is currently the Chief Financial Officer of the Company who is responsible for the financial management of the Company.

It is the reasonable opinion and considered view of the Directors that Mr Stephen Michael Pittman lacks the qualifications, experience and expertise to be a director of an ASX-listed Company. Mr Pittman, who was also appointed by the Requisitioning Shareholder Ramon Dudley Mountfort, was previously the Chief Development Officer of the Company who was responsible for the project management of the flagship project. Mr Pittman resigned on 12 July 2024 following the resignation of the Managing Director Ramon Dudley Mountfort earlier on the same day.

Accordingly, the Directors do not believe that Mr van Zyl or Mr Pittman will be able perform their duties as proposed independent directors of the Company without the undue influence of former Managing Director Ramon Dudley Mountfort. Moreover, the Directors have no confidence in the ability of Mr van Zyl or Mr Pittman to raise capital to meet the short-term financial needs of the Company or to attract large international strategic venture partners to raise the large-scale investment capital required for the Company's flagship project.

The Directors recommend that Shareholders vote AGAINST Resolutions 1 and 2.

The Chair of the Meeting intends to vote all undirected proxies AGAINST Resolutions 1 and 2.

2. RESOLUTIONS 3 AND 4 – REMOVAL OF DIRECTORS MR PAI-HENG CHENG AND DR MAURIZIO FABIANI

2.1 Background

Under section 203D of the Corporations Act, a company may by resolution remove a director from office.

The Company's Constitution provides that the Company may remove any director from office by resolution passed in general meeting.

The Requisitioning Shareholders have given notice proposing the following resolutions:

- (a) Resolution 3 – Removal of Mr Pai-Heng Cheng as a director of the Company; and
- (b) Resolution 4 – Removal of Dr Maurizio Fabiani as a director of the Company.

Subject to the passing of Resolutions 3 and 4, the removal of Mr Pai-Heng Cheng and Dr Maurizio Fabiani as directors will take effect from the close of the Meeting.

Biographies of Mr Pai-Heng Cheng and Dr Maurizio Fabiani are set out below.

2.2 Mr Pai-Heng (Henry) Cheng

Mr Cheng is a senior management and board executive with over 35 years of extensive experience in international business, resources, insurance, investment, finance and banking. Mr Cheng has developed strong global networks, having travelled extensively and worked in many countries. He has forged well established and influential relationships at senior executive and board level with publicly listed and private companies as well as leading financial institutions and government entities across Asia, USA, Europe and UK.

Mr Cheng is a Graduate of the National Taiwan University and holds a Bachelor of Business and Master of Business (International Finance). He currently serves as Executive Chairman of Formosa Group Australia, Executive Chairman of Formosa Resources and Executive Chairman of Arizona Global Transaction Management Services. He was previously the Managing Director of Manulife Insurance and General Manager of Halifax as well as a Director of the Australian Patients Association (APA).

2.3 Dr Maurizio (Maurice) Fabiani

Dr Fabiani is a senior management and board executive with over 30 years' experience in international business as well as the biomedical field and related health areas. He has an extensive professional background, having held senior roles in business, academia, biomedical/biotechnology industry and the not-for-profit sector.

Dr Fabiani is a Graduate of the University of Melbourne and holds a PhD (Medicine/Pharmacology) as well as MBA (Finance and Strategy) from the Melbourne Business School. He is also a Graduate of the Australian Institute of Company Directors.

Dr Fabiani is currently the Chief Executive Officer of Formosa Group Australia. He was previously a Senior Research Fellow in the Department of Medicine, University of Melbourne, and head of an internationally recognised medical research group. He is also a published author of many international peer-reviewed scientific and medical research publications. Dr Fabiani has served as CEO and Managing Director of biotechnology companies as well as a Founding Director and Chairman of the Australian Patients Association (APA).

2.4 Recommendations

Mr Cheng and Dr Fabiani are highly qualified board executives with over three decades of experience and expertise in international business, finance and strategy. They have been instrumental in changing the corporate structure and strategic direction of the Company. Moreover, Mr Cheng and Dr Fabiani have been personally responsible for raising most of the financial capital in all previous capital raisings since joining the Company in 2023. Indeed, Mr Cheng and Dr Fabiani, and fellow director Russell Wayne Allen, have invested around \$5.5 million AUD into the company as well as Mr Cheng and Dr Fabiani being largely responsible for raising around \$6.5 million AUD into Foresta Group Holdings Limited by third parties since joining the Company. Furthermore, Mr Cheng and Dr Fabiani have the capacity and ability to raise additional capital in both the short-term and long-term and attract large-scale strategic investors, as well as channel other business opportunities to continue developing the Company's business and start generating revenue in the near future.

The Directors, other than Mr Cheng, recommend that Shareholders vote AGAINST Resolution 3.

The Directors, other than Dr Fabiani, recommend that Shareholders vote AGAINST Resolution 4.

The Chair of the Meeting intends to vote all undirected proxies <u>AGAINST</u> Resolutions 3 and 4.
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GLOSSARY

\$ means Australian dollars.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Chair means the chair of the Meeting.

Company means Foresta Group Holdings Limited (ACN 074 969 056).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

SCHEDULE 1 – STATEMENT OF DIRECTORS PROPOSED TO BE REMOVED

DEAR VALUED SHAREHOLDERS,

As the directors impacted by the Requisitioning Shareholders' proposed resolutions, we write to you to share our views, perspectives and concerns in light of recent changes at the Company, and in respect of the forthcoming Meeting.

Since joining the board of **Foresta Group Holdings Limited** (the "**Company**") on 6 April 2023, we have always been, and continue to be dedicated to developing the Company. As senior management and board executives with over 30 years' experience each, we believe we have the knowledge and skills required to run an ASX listed company.

As a team, we have forged well established and influential relationships across the world, many of whom have provided a direct investment in the Company. We have a demonstrated track record of success in raising capital having directly invested around **\$5.5 million AUD** into the Company as well as being largely responsible for raising around **\$6.5 million AUD** into the Company over the past 12 months or so.

Mr Ramon Dudley Mountfort, former *Managing Director* of the Company and current Requisitioning Shareholder, had stated to the Directors of the Board as well as to Senior Company Officers of his intention to place the Company into receivership and setup a competing project. After hearing this, we took decisive action to save the company and to protect the interests of all shareholders and advised **Mr Russell Wayne Allen**, as the largest financial investor and second largest shareholder of the Company as to the precarious situation of the Company. The decision was made by **Mr Allen** to issue a Section 203D on 5 July 2024 and lodge a Section 249D notice on 8 July 2024 seeking the removal of **Mr Ramon Dudley Mountfort** as *Managing Director* and *Director* of FGH. As a retaliatory countermeasure, Mr Mountfort and his ex-wife then lodged their own Section 203D and Section 249D notice to remove **Mr Henry Cheng** and **Dr Maurice Fabiani** and appoint **Mr Erich van Zyl** and **Mr Stephen Michael Pittman** as *Directors* of the Company, as announced to the market on 9 July 2024.

Mr Ramon Dudley Mountfort subsequently resigned his position on 12 July 2024 as *Managing Director* and *Director* from FGH and all related entities and **Mr Russell Wayne Allen** was appointed as Non-Executive Director of FGH and all related entities.

We wish to advise Shareholders that the current Directors of the Board are ready, willing and able, to provide the necessary financial support for the Company to ensure its continuity. Furthermore, at a corporate level, we have the experience, expertise and business acumen required to keep the Company strong and operational for its immediate and short-term requirements whilst we develop the Company's longer-term growth plans. In a short amount of time, the current Board has already commenced working together to ensure a relevant strategy and funds will be in place to take the Company forward with its strategic plans for the future. We believe in our vision and strategy, and with our collective unity and commitment, as well as our strong relationships around the world, we believe the Company will be poised for commercial success.

The Requisitioning Shareholders have failed to provide the Company with evidence of their nominated proposed directors' experience and skills, as well as an intended strategy as to how they will serve to meet the immediate funding requirements of the Company and how they will develop the Company to create future shareholder value.

We emphasise that to allow us to proceed with obtaining the required funding for the Company's viability, and to allow us to progress the Company's operations, without distractions, we recommend Shareholders vote **AGAINST** all resolutions to avoid **Mr Ramon Dudley Mountfort** being involved in any capacity with the Company and all related company entities.

Thank you for your consideration.

Yours sincerely



Mr Henry Cheng
Executive Chairman



Dr Maurice Fabiani
Executive Director

LODGE YOUR VOTE

ONLINE
<https://investorcentre.linkgroup.com>

BY MAIL

Foresta Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia


BY FAX

+61 2 9287 0309


BY HAND

Link Market Services Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150


ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474


X99999999999
PROXY FORM

I/We being a member(s) of Foresta Group Holdings Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **11:00am (AEST) on Thursday, 22 August 2024 at Hall Chadwick, Level 14, 440 Collins Street, Melbourne VIC 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies AGAINST each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒
Resolutions
For Against Abstain*

- 1 Election of Director –
Mr Erich Van Zyl
- 2 Election of Director –
Mr Stephen Michael Pittman
- 3 Removal of Director –
Mr Pai-Heng Cheng
- 4 Removal of Director –
Dr Maurizio Fabiani

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

FGH PRX2402A


HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Tuesday, 20 August 2024**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

<https://investorcentre.linkgroup.com>

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link <https://investorcentre.linkgroup.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Foresta Group Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
Parramatta Square
Level 22, Tower 6
10 Darcy Street
Parramatta NSW 2150

*During business hours Monday to Friday (9:00am - 5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

24 July 2024

Dear Shareholder,

Foresta Group Holdings Limited 2024 Notice of General Meeting and Proxy Form

Notice is hereby given that a General Meeting of Shareholders of Foresta Group Holdings Limited (**ASX:FGH**), (**the Company**) will be held at 11.00am (AEST) on Thursday, 22 August 2024 at the offices of Hall Chadwick, Level 14, 440 Collins Street, Melbourne VIC 3000 (**Meeting**).

In accordance with Part 1.2AA of the Corporations Act 2001 (Cth), the Company will only dispatch physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. The Notice is being made available to Shareholders electronically and can be viewed and downloaded from the Company website at <https://foresta.nz/announcements-2/>. The Notice will also be available on the Company's ASX market announcements page.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting and Explanatory Memorandum.

All resolutions for the Meeting will be decided via a poll. The poll will be conducted based on votes submitted by proxy, together with any votes cast at the Meeting.

FGH encourages you to lodge your proxy votes online. To do that, you can login to www.linkmarketservices.com.au using the holding details (SRN or HIN), which will be on your personalised Proxy Form sent to you via mail or a personalised link to the online voting system by email. Once logged in, select 'Voting' and follow the prompts to lodge your vote.

If you have any problems accessing the Notice of Meeting and Explanatory Memorandum and/or the proxy voting screen(s), please contact FGH's share registry – Link Market Services Limited on +61 1300 554 474 or via email at registrars@linkmarketservices.com.au.

Proxy instructions must be received no later than 48 hours before the commencement of the meeting.

The Company will notify Shareholders via the Company's website at <https://foresta.nz/announcements-2/> and the Company's ASX Announcement Platform if changing circumstances impact the planning or arrangements for the Meeting.

Yours sincerely,



Mark Licciardo

Company Secretary