



Searching for a new CEO, Chairman and profits.

Company/ASX Code	Beston Global Food Company / BFC
AGM date	Friday 26 November 2021
Time and location	10-30am Virtual AGM
Registry	Link
Webcast	Yes
Poll or show of hands	Poll on all items
Monitor	Brad Martin and Des Moriarty
Pre AGM Meeting?	No

Please note any potential conflict as follows: The individuals (or their associates) involved in the preparation of this voting intention have a shareholding in this company.

Summary of issues for meeting

CEO Jonathon Hicks resigned during the year due to the health of his partner so an interim CEO Darren Flew has been appointed in his place.

Chairman Dr Roger Sexton has flagged his desire to retire once a replacement chairman has been found.

The “Five year plan” has failed to deliver profits as announced at last year’s AGM as being in year four at the time of the announcement.

Item 1	Adoption of the Remuneration Report
ASA Vote	For

Summary of ASA Position

While it could be used as a way of recording a protest vote on the financial performance of the company, we will vote for the item because of the board changes

Governance and culture

Beston Pacific Asset Management Pty Ltd management agreement was terminated at the EGM held in May with a break fee paid to BPAM.

Financial performance

Loss of \$21.8 Million and a fall in NTA (net tangible assets per share) of \$0.04 and TSR (total shareholder return) of 58.9% with no dividend paid.

Key events

Sale of dairy farms. \$2 million SA government grant. Management agreement terminated. \$15.6 million rights issue. Lactoferin plant expansion.

Key Board or senior management changes

The CEO departed with interim CEO and CFO Nick Wagner appointed. C Cooper and J Kouts resigned from the board and J Andrew, N Longstaff and C Hayman were board appointments.

ASA focus

The rights issue was fair to retail shareholders

Summary

(As at FYE)	2021	2020	2019	2018	2017
NPAT (\$m)	-21.8	-12.4	-17.3	-12.8	-8.4
UPAT (\$m)	-21	-11.6	-27	-12.5	-7.7
Share price (\$)	0.135	0.085	0.12	0.175	0.225
Dividend (cents)	0	0	0	0	0
Simple TSR (%)	58.82%	-29.17%	-31.34%	-22.22%	-45.12%
EPS (cents)	-3.38	-2.5	-6.1	-2.8	-1.8
CEO total remuneration, actual (\$)	350,000	393,868	Not Disclosed	Not Disclosed	Not Disclosed

For 2021, the CEO's total actual remuneration was **3.74 times** the Australian Full time Adult Average Weekly Total Earnings (based on May 2021 data from the Australian Bureau of Statistics). Note - For May 2021, the Full-time adult average weekly total earnings (annualised, original) was \$93,444 (<http://www.abs.gov.au/ausstats/abs@.nsf/mf/6302.0>, "Full-time adult average weekly total earnings". Simple TSR is calculated by dividing (change in share price plus dividend paid during the year, excluding franking) by the share price at the start of the year.

Item 2	Election of Neil Longstaff as a director
ASA Vote	For

Summary of ASA Position

Appointed January 2021

Mr Longstaff has acquired shares during his initial appointment term.

Item 3	Election of Joanna Andrew as a director
ASA Vote	For

Summary of ASA Position

Appointed December 2020

Ms Andrew is a practising lawyer with no shareholding in the company.

Item 4	Election of Cheryl Hayman as a director
ASA Vote	For

Summary of ASA Position

Appointed August 2021

Ms Hayman is not a shareholder in the company.

Item 5	Re-election of Roger Sexton as a Director
ASA Vote	For

Summary of ASA Position

We note that Dr Sexton is intending to step down from the board when it identifies a suitable replacement. He is asking for re-election when, for the first time, the former management company has been dissolved and so what we understand was the original vision of that company to manage a range of investment vehicles has disappeared; leaving Beston as a stand-alone and in need of a board with a different vision. Roger's impending departure will, in our view, offer the board an opportunity to appoint a chair with a vision and understanding of the primarily dairy produce company that it has become. With that in mind we will cast our undirected proxies for the item.

Dr Sexton is a substantial shareholder of the company and the founding chairman.

Item 6	Approval of 7.1A additional 10% placement capacity
ASA Vote	For

Summary of ASA Position

Voting for as it seems at face value to be fair to all shareholders.

Item 7	Renewal of Provisional Takeover Clause
ASA Vote	For

Summary of ASA Position

Fair and reasonable and in line with ASA policy.

Item 8	Approval of Beston Global Food Company Limited Employee Incentive Plan (BFCEIP)
ASA Vote	For

Summary of ASA Position

We note that directors are ineligible for this plan.

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Appendix 1

Remuneration framework detail

CEO rem. Framework for FY2021	Target* \$k	% of Total	Max. Opportunity \$k	% of Total
Fixed Remuneration	350	100%	350	100%
STI - Cash	0	0%	0	0%
STI - Equity	0	0%	0	0%
LTI	0	0%	0	0%
Total	350	100.0%	350.	100%

The amounts in the table above are the amounts that are envisaged in the design of the remuneration plan.
 *Target remuneration is sometimes called budgeted remuneration and is what the company expects to award the CEO in an ordinary year, with deferred amounts subject to hurdles in subsequent years before vesting.