



6 October 2020

Dear Shareholder,

I am pleased to invite you to attend the 2020 Annual General Meeting (“AGM” or the “meeting”) of Inghams Group Limited ACN 162 709 506 (the “Company” or “Ingham’s”).

Annual General Meeting

In response to Government restrictions on public gatherings and due to the potential health risks arising from the coronavirus (COVID-19) pandemic, this year the Company’s AGM will be held as a virtual meeting.

Shareholders will not be able to attend the 2020 AGM physically but will instead be able to participate in the virtual meeting online, which will include the opportunity to submit questions and vote at the appropriate times in the meeting.

At: agmlive.link/ING20
Date: Thursday, 5 November 2020
Time: 10.00am to 1.00pm (Sydney time)

Details on how to participate in the AGM are set out on the following pages and the Virtual Meeting Online Guide at investors.ingham.com.au/Investor-Centre/?page=annual-general-meetings

Questions to the Board or external Auditor at the AGM

Even if you plan to attend the AGM online, we encourage you to submit your questions in writing beforehand to give the Board the opportunity to review your questions and answer them in the formal AGM proceedings. It will also ensure your questions are answered if for any reason you cannot attend (for example, if you experience technical difficulties with your internet connection on the day).

Please send your questions to the Board through the enclosed Questions form or online at www.linkmarketservices.com.au before 5pm (Sydney time) on Thursday, 29 October 2020. Please also review the Virtual AGM Guide in advance of the AGM for information on how to submit your questions online during the meeting. There will not be an opportunity to verbally ask questions during the meeting.

Voting

Even if you plan to attend the AGM online, we encourage you to submit a directed proxy vote as early as possible so that your vote will be counted if for any reason you cannot attend online (for example, if there is an issue with your internet connection on the day of the AGM that prevents you from attending online). Proxy forms must be received by 10.00am (Sydney time) on Tuesday, 3 November 2020 to be valid for the meeting.



Ingham's FY20 business performance

I would like to commend the Ingham's team for delivering resilient results during this difficult time. While our results fell slightly short of our targets, our five-year strategy positions us well for long-term growth, underpinned by our robust organisation and bench strength.

The Company's financial results for the year have been impacted by challenges including adverse weather, the tragic Australian bushfires and the global pandemic.

In the face of all of this, I believe the team have achieved credible financial results, and it was the tenacity of our people that enabled the company to achieve those results. We delivered a Statutory Net Profit After Tax of \$40.1 million, and \$78.8 million on an Underlying basis, which excludes the \$23.7 million impact of the adoption of AASB 16 and other non-recurring items. This, combined with strong cash generation, has enabled us to provide shareholders with a fully franked dividend of 14 cents per share, reflecting a payout ratio of 66 per cent of Underlying Net Profit After Tax pre-AASB 16 consistent with our dividend policy.

Business for consideration at the AGM

The Notice of Meeting and Explanatory Memorandum, which set out in detail the business to be dealt with at the AGM, is available on the Company website's Investor Centre.

In summary, shareholders will be asked to vote on the following Items listed in the Notice of Meeting:

- Item 1 – Receiving the Financial Report, Director's Report and Auditor's Report.
- Items 2 to 4 – Electing Directors. Details of the Board of Directors' qualifications and experience are provided in the Explanatory Memorandum.
- Item 5 – Adopting the Remuneration Report.
- Item 6 the grant of rights to the Managing Director and CEO ("CEO") under FY20 transformational incentive plan (TIP).
- Item 7 - the grant of performance rights to the CEO under FY21 long term incentive plan (LTIP).

In relation to Item 6, the FY20 grant of rights for TIP, at last year's AGM, shareholders approved the grant of performance rights to the CEO as his FY20 award under the Company's Long-Term Incentive Plan ("LTIP"). However, following approval by shareholders, market conditions significantly changed prior to the grant being awarded and the Board determined it was no longer appropriate to proceed with the grant under the LTIP. Instead, the Board determined to implement a different form of incentive for the CEO for FY20 under the Transformational Incentive Plan ("TIP") to reinforce and drive performance against critical near, medium and longer term strategic objectives. Shareholders will be asked to approve that grant of performance rights to the CEO as Item 6 to be considered at the meeting. The previously anticipated FY20 LTIP was not awarded to the CEO and will be replaced by the proposed FY20 TIP.

In relation to Item 7, the grant of rights for LTIP, the Board has also considered the form the Company's LTIP should take on a 'go-forward' basis for FY21 and future years. LTIP awards form a key part of the 'at risk' remuneration of the Company's key management personnel ("KMP"), with the CEO being eligible for an award equal to 200% of his TFR for FY21 and other KMP being eligible to receive LTI awards equal to 70% of their TFR. For FY21, the Board has enhanced the LTIP including the introduction of a new return on invested capital ("ROIC") performance measure. At the meeting, shareholders will be asked to approve a grant of performance rights to the CEO for FY21 (Item 7) under the enhanced LTIP.

Further information regarding the FY20 TIP and FY21 LTIP awards is provided in the Explanatory Memorandum.



Vesting of FY18 long term incentive plan (LTIP) awards

In conjunction with release of Ingham's full year results for FY20, as summarised above, the Board has tested the performance conditions applicable to the Company's FY18 long term incentive ("LTI") awards.

The performance rights, which comprised the Company's FY18 LTI awards, were granted in 2018 and were subject to the following two performance conditions over the period from listing to 27 June 2020:

- Earnings per share ("EPS") growth over the performance period – 75% of the LTI award; and
- Relative total shareholder return ("TSR") compared to the ASX 200 (excluding companies classified as financial, mining and resources) – 25% of the LTI award.

Ingham's considers the EPS performance condition which applies to its LTI to be commercially sensitive, however, it discloses this information retrospectively following vesting of the relevant awards. Accordingly, set out below is information confirming vesting for the FY18 LTIP:

Performance Condition	Threshold performance (50% vests)	Between threshold and maximum	Maximum performance (100% vests)	Actual performance	% vesting
EPS growth (75% of LTI)	5%	Straight-line vesting	9%	Below threshold	0%
TSR (25% of LTI)	50 th percentile	Straight-line vesting	75 th percentile	70.25 th percentile	90.5%

Overall, 22.6% of the performance rights comprising the FY18 LTI awards were vested by the Board.

In the event that it is necessary for the Company to give further updates on arrangements for the AGM, information will be provided on the Company's website and lodged with the Australian Securities Exchange.

On behalf of the Board, I look forward to welcoming you to Ingham's 2020 AGM.

Yours sincerely,

Peter Bush
Chairman

Inghams Group Limited

How to participate in the 2020 AGM virtually

Shareholders will be able to participate in this year's meeting online, which will include the opportunity to submit questions and vote at the appropriate times in the meeting. Shareholders will not be able to attend the 2020 AGM physically. The Meeting will be held:

At: agmlive.link/ING20

Date: Thursday, 5 November 2020

Time: 10.00am to 1.00pm (Sydney time)

Details on how to participate in the AGM is set out in the Virtual Meeting Online Guide at investors.ingham.com.au/Investor-Centre/?page=annual-general-meetings.

To participate online, shareholders will need a computer or mobile/tablet device with internet access.

Shareholders: When you log on to the online platform, you will need to provide your details (including SRN/HIN and Australian postcode or overseas country code) to be verified as a shareholder.

Proxyholders: When you log on to the online platform, you will need your 'Proxy Number' which will be provided to you by Link Market Services before the AGM.

Other options for voting

Shareholders who are unable to join us at the AGM are encouraged to appoint a proxy to attend and vote on your behalf. If you direct your proxy how to vote, your votes will be cast at the meeting in accordance with your directions.

Shareholders can appoint a proxy online at www.linkmarketservices.com.au or by proxy form. Proxy appointments must be received by the Company no later than 10am (Sydney time) on Tuesday, 3 November 2020 to be valid.

Even if you plan to attend the virtual meeting, you are still encouraged to submit a directed proxy in advance of the meeting so that your votes can still be counted if for any reason you cannot attend (for example, if there is an issue with your internet connection on the day of the meeting).

Options for asking questions

We encourage you to submit your questions in writing prior to the meeting to give the Board the opportunity to review your questions and answer them in the formal AGM proceedings. It will also ensure your questions are answered if for any reason you cannot attend (for example, if you experience technical difficulties with your internet connection on the day).

Please send your questions to the Board through the enclosed Questions form or online at www.linkmarketservices.com.au before 5pm (Sydney time) on Thursday, 29 October 2020.

Please also review the Virtual AGM Guide in advance of the AGM for information on how to submit your questions online during the meeting. There will not be an opportunity to verbally ask questions during the meeting.

Shareholders can submit questions to the Chairman regarding Ingham's operations and management, or to Ingham's external auditor.

The Company will endeavour to address as many relevant questions as possible during the meeting. Individual responses will not be sent to shareholders, and the auditor is not obliged to provide written answers.