

## NOTICE OF GENERAL MEETING

A General Meeting of the Members of Ricegrowers Limited (ABN 55 007 481 156) (**the Company**) will be held at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, at 2.00pm on Thursday 14 May 2009.

### AGENDA

#### 1. Constitution change – RMB Equity Holders

To consider, and if thought fit to pass, the following resolution as a special resolution:

That the Constitution of the Company be amended as follows:

- (a) By adding the following new definitions in alphabetical order in Rule 1.1:

“**RMB**” means the Rice Marketing Board for the State of New South Wales.

“**RMB Equity Holder**” means a person entitled to receive a payment from RMB under the RMB Capital Equity Rollover Scheme.

- (b) By changing Rule 3.4 to read as follows:

“**B Class Shares**

B Class Shares can only be issued to:

- (a) the Initial Members upon registration of the Co-operative as a company under the Act;
- (b) an A Class Shareholder or a person to whom the Directors have agreed to issue an A Class Share;
- (c) a person who is, at the time of the issue, an existing B Class Shareholder;
- (e) an Approved Entity of a person referred to in paragraph (b), or (c) of this Rule;
- (f) participants under an Employee Share Plan; or
- (g) RMB Equity Holders.”

### EXPLANATORY NOTES

Under the current terms of Rule 3.4 of the Constitution, B Class Shares can only be issued to existing Shareholders and their Approved Entities and participants under the Employee Share Plan. The changes to the Constitution proposed in this special resolution will permit the issue of B Class Shares to all holders of equity certificates under the Capital Equity Rollover Scheme (RMB Equity Holders) operated by the Rice Marketing Board for the State of New South Wales (RMB), regardless of whether they are existing B Class Shareholders. This additional

category of eligible shareholders will be referred to by the new term “RMB Equity Holders”, which will be defined within Rule 1.1.

This issue has arisen in the context of the Company’s consideration of the outstanding RMB Equity and the formulation of a proposal to enable RMB Equity Holders to convert their RMB Equity into B Class Shares. While this proposal is still in the course of consideration, investigations to date indicate that some RMB Equity Holders are not currently shareholders in the Company and are therefore not qualified to be issued with B Class Shares. This means that the Company is not in a position to offer those RMB Equity Holders an opportunity to convert their RMB Equity into B Class Shares. This situation would be addressed by the proposed change to Rule 3.4.

It is intended that the Company will formally submit this conversion proposal as part of a broader capital raising offer to all shareholders, which will enable shareholders to also apply for B Class Shares using either cash or Rice Bonds. This capital raising offer (including the RMB Equity conversion proposal) will be set out in a prospectus that complies with Chapter 6D of the Corporations Act. That prospectus will include an independent expert’s report that will assess the fairness of the proposal from the perspective of both shareholders and RMB Equity Holders.

At present there is a total of \$77 million of RMB Equity outstanding. This RMB Equity relates to the 1999 to 2006 crop years and is repayable over the period to 2016. Approximately \$4 million of this is held by persons who are not current shareholders of the Company. The RMB Equity Holders in this category have grown and delivered a rice crop in the past but for various reasons have not become or remained shareholders of the Company.

The Board recommends the proposed changes to the constitution, as the conversion proposal will enable outstanding RMB Equity to be applied to pay up B Class Shares. The amount of RMB Equity that is actually converted into B Class Shares will, of course, depend on the number of RMB Equity Holders who accept the offer.

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read "M. Del Gigante", with a small flourish at the end.

M Del Gigante  
Company Secretary

## NOTES

1. Under the Constitution of the Company only A Class Shareholders are entitled to vote at general meetings of the Company. B Class shareholders are entitled to receive notice of and attend general meetings, but are not entitled to vote at those meetings.
2. Each A Class Shareholder has one vote at general meetings.
3. Each A Class Shareholder may appoint a proxy to attend and vote on their behalf at a general meeting. A proxy does not need to be a member of the Company.
4. In order for the appointment of a proxy to be valid, the proxy form and the original or an attested copy of the power of attorney or other authority under which it is signed, must be received by the Company not less than 48 hours before the general meeting. Duly signed proxy forms must be lodged with the Company either:
  - a. At the registered office, Yanco Avenue, Leeton, NSW 2705; or
  - b. By facsimile at the Company's fax number 02 6953 7208.
5. In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Board has determined that the time as at which a person will be recognised as an A Class Shareholder for the purposes of voting at the general meeting is 7.00 pm (EST) on Wednesday 13 May 2009.