

RICEGROWERS LIMITED ABN 55 007 481 156 ("Company")

FORM OF PROXY

(REFER TO INSTRUCTIONS OVERLEAF BEFORE COMPLETING THIS FORM)

I/We _____ (full name - BLOCK letters)
of _____ (address)

being an A Class Shareholder of Ricegrowers Limited and entitled to attend and vote, appoint

the **Chair of the Meeting (mark box)**

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

or failing the named person or body corporate, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to vote for me/us on my/our behalf at the Special General Meeting of the Company to be held at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, at 2.00pm on Thursday 14 May 2009, and at any adjournment.

If you want to direct your proxy how to vote, you should place an (X) in the appropriate box.

**Constitution change – RMB
Equity Holders**

☐

FOR

☐

AGAINST

☐

ABSTAIN

SIGNATURE OF SHAREHOLDER/S
(SIGNING INSTRUCTIONS – SEE OVERLEAF)

COMPANIES ONLY

Signature
Signature
Telephone

COMPANY SEAL (IF APPLICABLE)

Director Signature
Director/Secretary Signature
Sole Director of a proprietary company and no Secretary
Sole Director and Sole Company Secretary Signature

RICEGROWERS LIMITED
ABN 55 007 481 156 ("Company")

Appointment of proxy

- If you are unable to attend and vote at the Special General Meeting of the Company on Thursday 14 May 2009, or any adjournment and wish to appoint a person to attend and vote as your proxy, please complete and return this form of proxy.
- A proxy need not be a shareholder.
- If you want to direct your proxy how to vote on any item you should mark the appropriate box on the proxy form.

Signing instructions

- The form of proxy must be signed by the shareholder or by their authorised agent.
- If the shareholder is a corporation, this form of proxy should be signed in accordance with the shareholder's constitution and the Corporations Act 2001(Cth).

Lodgement details

- The form of proxy must be received by the Company not less than 48 hours before the time for the holding of the Special General Meeting at the following address:

Ricegrowers Limited
NIP 37
Yanco Avenue, Leeton 2705
- If the form of proxy is signed by an agent, the original or an attested copy of the power of attorney or other authority under which the agent is authorised to sign must accompany the form of proxy, unless it has been previously provided to the Company.
- Alternatively, a copy of the form of proxy and power of attorney may be sent by facsimile to the Company on (02) 6953 7208 not less than 48 hours before the time for the holding of the Special General Meeting.
- If you require further information on how to complete the form of proxy please telephone Mandy Del Gigante, Company Secretary, on (02) 6953 0405.