

## NOTICE OF MEETING

The Annual 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 10.30am on Friday 24 August 2012.

### AGENDA

#### 1. Financial Reporting

Consideration of the Financial Report, Directors' Report and Independent Audit Report for the year ended 30 April 2012.

#### 2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 April 2012.

##### EXPLANATORY NOTES

The Remuneration Report forms part of the Directors' Report. The vote on this resolution is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

#### 3. Election of External Directors

- a) That Mr Grant Latta be elected as a Director of Ricegrowers Limited for a period of three years.

##### EXPLANATORY NOTES

At the Annual General Meeting held on 28 August 2009 it was resolved that Mr Grant Latta be elected to the Board of Directors of Ricegrowers Limited as an external Director for the term of three years. Mr Latta, being eligible, offers himself for re-election. It is proposed that Mr Latta be elected for a period of three years. Mr Latta's qualifications are set out in the Annual Report.

#### 4. Election of Executive Director

- a) That Mr Robert Gordon be elected as a Director of Ricegrowers Limited for a period of three years, conditional on him remaining an employee of the Company.

##### EXPLANATORY NOTES

Mr Robert Gordon commenced employment as the Chief Executive Officer of the Company in February 2012. He was also appointed by the Board as a Director of the Company and, in accordance with the Constitution, Mr Gordon's continuation as a Director is subject to confirmation by the shareholders at the Annual General Meeting. Mr Gordon's qualifications and experience are summarized in the Annual Report.

BY ORDER OF THE BOARD

*M. Del Gigante*

M Del Gigante  
Company Secretary  
20 July 2012

## 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 Thursday 23 August 2012.