

**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 Annual General Meeting of the Company to be held at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, at 10.30 am on Friday 24 August 2012, and at any adjournment.

If you have appointed the Chair of the Meeting as your proxy but not specified the way the proxy should vote on the resolution to adopt the Remuneration Report, you authorise the Chair of the Meeting to exercise the proxy and vote on that resolution even though it is connected with the remuneration of the key management personnel.

The Chair of the Meeting intends to vote undirected proxies in favour of all items of business at the Meeting.

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

Remuneration Report

☐

FOR

☐

AGAINST

☐

ABSTAIN

Election of Grant Latta

☐

FOR

☐

AGAINST

☐

ABSTAIN

Election of Rob Gordon

☐

FOR

☐

AGAINST

☐

ABSTAIN

See overleaf for signing instructions.

SIGNATURE OF SHAREHOLDER/S

Signature

Signature

Signature

COMPANIES ONLY

Director Signature

Director/Secretary Signature

Sole Director Signature

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 Annual General Meeting of the Company on Friday 24 August 2012, 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. If you appoint any Director or other member of the key management personnel as your proxy, it is recommended that you provide directions to them as to how to exercise your vote.
- The Corporations Act 2001 (Cth) provides that the key management personnel, whose remuneration details are included in the Remuneration Report, and their closely related parties must not vote on the resolution to adopt the Remuneration Report. However, a member of the key management personnel or their closely related parties who has been appointed as a proxy by a person, other than another member of the key management personnel or their closely related parties:
  - a) can vote on the resolution to adopt the Remuneration Report where the proxy form specifies the way in which they are to vote on that resolution; and
  - b) if the proxy is the Chair of the Meeting, the Chair can also vote where the proxy form does not specify the way the proxy is to vote on the resolution to adopt the Remuneration Report provided that the proxy form expressly authorises the Chair to vote even though the resolution is connected with the remuneration of the key management personnel.

**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 Annual General Meeting in any of the following ways:

- By post to the Company at the following address:  
Ricegrowers Limited  
Locked Bag 2  
Leeton, NSW 2705; or
- By hand delivery to the Company at the following address:  
Ricegrowers Limited  
NIP 37  
Yanco Avenue, Leeton, NSW 2705; or
- By successfully transmitting a facsimile to the Company on (02) 6953 7208.
- 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 received by the Company not less than 48 hours before the time for holding of the Annual General Meeting, unless a copy of this authority has been previously provided to the Company.
- If you require further information on how to complete the form of proxy please telephone Mandy Del Gigante, Company Secretary, on (02) 6953 0405.