

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)**

☐

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 and the class meeting of A Class Shareholders to be held at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, at 10.30 am on Friday 23 August 2013, and at any adjournment.

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 Peter Margin ☐ FOR ☐ AGAINST ☐ ABSTAIN

Proposed Constitution Change – minimum quantity of rice

Annual General Meeting ☐ FOR ☐ AGAINST ☐ ABSTAIN

Class meeting of A Class Shareholders ☐ FOR ☐ AGAINST ☐ ABSTAIN

Proposed Constitution Change – minimum B Class Shares

Annual General Meeting ☐ FOR ☐ AGAINST ☐ ABSTAIN

Class meeting of A Class Shareholders ☐ FOR ☐ AGAINST ☐ ABSTAIN

Proposed Constitution Change – appointment and removal of Directors

Annual General Meeting ☐ FOR ☐ AGAINST ☐ ABSTAIN

Class meeting of A Class Shareholders ☐ FOR ☐ AGAINST ☐ ABSTAIN

Remuneration of Non-Executive Directors ☐ 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 and the class meeting of A Class Shareholders of the Company on Friday 23 August 2013, 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 the Chairman or another Non-Executive Director as your proxy, it is recommended that you provide directions to them as to how to exercise your vote.

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 and the class meeting of A Class Shareholders 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 and the class meeting of A Class Shareholders, 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.