



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 22 August 2014.

AGENDA

1. Financial Reporting

Consideration of the Financial Report, Directors' Report and Independent Audit Report for the year ended 30 April 2014.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 April 2014.

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 Rice Marketing Board Members

- a) "That Mr Noel Graham, being an elected Rice Marketing Board Member, be elected as a Director of Ricegrowers Limited for the term of his office on the Rice Marketing Board."
- b) "That Mrs Gillian Kirkup, being an elected Rice Marketing Board Member, be elected as a Director of Ricegrowers Limited for the term of her office on the Rice Marketing Board."
- c) "That Mr Gerry Lawson, being an elected Rice Marketing Board Member, be elected as a Director of Ricegrowers Limited for the term of his office on the Rice Marketing Board."

Explanatory Notes

The Company's Constitution "Appointment and Removal of Directors" - Rule 11.1(f) anticipates that the elected Rice Marketing Board Members will be elected as Directors of the Company. The Sole and Exclusive Export Agreement between the Rice Marketing Board and the Company under which the Company acts as the sole and exclusive exporter of rice grown in New South Wales, requires that these appointments will be made and provides that the Rice Marketing Board may terminate the agreement if this obligation is not fulfilled. The qualifications of Mr Graham, Mrs Kirkup and Mr Lawson are set out in the Annual Report.

By order of the Board

M. Del Gigante

M Del Gigante
Company Secretary
18 July 2014

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 can be lodged with the Company either:-

Online – www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select “Voting” and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their “Holder Identifier” (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).

By mail:

Ricegrowers Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By fax:

+61 2 9287 0309

By hand:

Delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000

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 (AEST) on Wednesday 20 August 2014.
6. *Voting exclusion statement*
The Company will disregard any votes cast on item 2 (Remuneration Report) by, or on behalf of:
 - a member of the Key Management Personnel (KMP) whose Remuneration is disclosed in the Remuneration Report (and their closely related parties) in any capacity; and
 - a member of the KMP at the date of the meeting (and their closely related parties) acting as proxy,unless the vote is cast:
 - as proxy for a person entitled to vote in accordance with a direction on the proxy form; or
 - by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.
7. *Corporate Representatives*
If a representative of a corporation is to attend the Meeting an “Appointment of Corporate Representative” form should be provided prior to admission to the Meeting.

Please note that copies of the form will be available at the Meeting or it can be downloaded from the Link Market Services website at www.linkmarketservices.com.au by selecting the *Investor Services* option, then selecting *Forms* and under the heading *General* you will find the form.