



## NOTICE OF MEETING

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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 Thursday, 25 August 2016 with registration commencing at 9.30am.

### AGENDA

#### 1. Financial Reporting

Consideration of the Financial Report, Directors’ Report and Independent Audit Report for the year ended 30 April 2016.

#### 2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 April 2016.

##### *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

To consider, and if thought fit, pass the following resolution as an ordinary resolution at the Annual General Meeting:

*“That Mr Ian Glasson be elected as a Director of Ricegrowers Limited for a period of two years.”*

### EXPLANATORY NOTES

Following the resignation of Mr Peter Margin a casual vacancy existed on the Board. Under Rule 11.1(e) of the Constitution of the Company, if a casual vacancy arises on the Board, it may be filled by the appointment of a new Director, who satisfies the qualification requirements applicable to the position left vacant, by resolution of the Board. Mr Glasson was appointed to fill a casual vacancy under these provisions by the Board on 25 February 2016. The Board is satisfied that Mr Glasson satisfies the qualification requirements applicable to a non-grower director. A Director appointed by the Board holds office until the next annual general meeting.

Mr Glasson, being eligible, offers himself for election. It is proposed that Mr Glasson be elected for a period of two years, being the remainder of the three year period for which non-grower Directors have been appointed to the Board. Mr Glasson’s qualifications are set out on the following page.

**Ian Glasson**  
**BEng (Hons) MIEAust MAICD**  
**Non-executive, Independent Director**

Mr Glasson was appointed as a Director of the Company on 25 February 2016 to fill the casual vacancy that existed following the resignation of Peter Margin.

Mr Glasson has significant career experience in the branded food and agribusiness sectors across several international markets. His professional experience has included direct interaction with grower and owner groups, and he has developed a strong knowledge of agribusiness integrated supply chains, commodity and financial markets, as well as experience with listed organisations and corporate transaction processes.

From March 2013 until June 2016, Mr Glasson was the CEO of Gold Coin Group/Zuellig Agriculture, managing a portfolio of businesses that includes animal feed operations and farming ventures in eight countries throughout South-East Asia (including China) and included CB Norwood, a farm equipment business in New Zealand and Australia.

Mr Glasson first entered the branded food and agribusiness sectors in 1994, when he joined Goodman Fielder Limited, then Australia's largest food company, where he held several positions across the organisation, including: General Manager of Goodman Fielder's global gelatin business; and Managing Director of Goodman Fielder's international ingredients division.

Following three years as Managing Director of a joint venture between Gresham Partners and Rabo Bank between 2003 and 2006, Mr Glasson was the CEO of Sucrogen (formerly the sugar business of listed entity CSR, now owned by Wilmar) for seven years until 2013. Sucrogen's annual revenue was nearly \$2 billion, it produced nearly 50% of Australia's raw sugar and operated the largest sugar refining operations in Australia/New Zealand, as well as having a strong presence in the food and beverage sector and retail market.

Prior to a successful career in the branded food and agribusiness sectors, Mr Glasson spent the first 16 years of his career in the oil and gas sector with Esso in various planning and government affairs positions, including two years with Exxon (now Exxon Mobil) in the US.

By order of the Board

*M. Del Gigante*

M Del Gigante  
Company Secretary

21 July 2016

## 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](http://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 Tuesday, 23 August 2016.
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](http://www.linkmarketservices.com.au) by selecting the *Investor Services* option, then selecting *Forms* and under the heading *General* you will find the form.