

SunRice Annual General Meeting: Voting Information Schedule



Ricegrowers Limited ABN 55 007 481 156

Entitlement to vote

Annual General Meeting

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) ("Corporations Regulations"), 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 Annual General Meeting is 7.00pm (AEST) on Monday, 23 August 2021.

Only holders of the A Class Shares registered at that time will be entitled to attend and vote at the Annual General Meeting, either in person, by proxy or attorney, or in the case of a corporate A Class Shareholder, by a body corporate representative. Accordingly, transfers of A Class Shares registered after this time will be disregarded in determining entitlements to vote at the Annual General Meeting.

In accordance with the Constitution, B Class Shareholders will be entitled to attend, but not vote at, the Annual General Meeting.

How to Vote

You may vote at the Annual General Meeting by:

- Attending the Meeting in person and voting;
- Casting your vote directly by using the Voting Form;
- Appointing one proxy to attend the Meeting and vote on your behalf by using the Voting Form;
- Appointing one attorney to attend the Meeting and vote on your behalf, using a power of attorney; or
- In the case of a corporate Shareholder, appointing a corporate representative to attend the Meeting and vote on your behalf, using a Certificate of Appointment of Corporate Representative.

Voting at the Meeting will be by way of poll, not a show of hands. Under the Constitution, on a poll at a general meeting, each A Class Shareholder has one vote. If you are appointed as proxy or attorney for one or more other A Class Shareholders, you will be entitled to cast your own vote and one vote for each of the A Class Shareholders you represent.

Possible Changes to Meeting Arrangements

It is currently intended that the Annual General Meeting will be held at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, New South Wales. It is our preference to give shareholders the opportunity to meet in-person if this is appropriate in light of the Government advice applicable at the time of the Meeting. Given the restrictions in force and the uncertainty and potential health risks arising from the COVID-19 pandemic, you will also be able to watch the Meeting by viewing the webcast by visiting www.sunrice.com.au/agm.

However, the Board is actively monitoring the developing situation with COVID-19. It may become necessary or appropriate to adopt an online meeting format. This will enable A Class shareholders to participate in the Meeting via an online platform where they can view the proceedings, ask questions, make comments and vote in real time. The online platform will be accessible through any compatible internet browser and the Meeting date and time will remain unchanged.

If the meeting moves to an online-only format, we will make an announcement on the ASX and on the Company's website with further information, including a URL for the online meeting platform and a detailed guide on how to ask questions, make comments and vote using the platform. We will also contact shareholders who have provided their email address to us, via email.

Given the current uncertainty, you are encouraged to submit a directed proxy in advance of the Meeting to ensure that your vote is cast.

a) Voting in person

To vote in person at a Meeting, you must attend that Meeting. You will be admitted to the Meeting and given a voting card at the point of entry on disclosure of your name and address.

b) Direct voting

You can directly cast your vote before the Meeting without attending the Meeting by using the enclosed Voting Form.

To vote directly, mark 'Box A' in Step 1 of the Voting Form. For your vote on a resolution to be counted, you must complete the voting directions for that resolution by marking 'For' or 'Against' in Step 2. You should **not** mark both Box A and Box B. Only mark 'Box B' if you wish to vote by proxy (see below 'Voting by proxy').

Please refer to the enclosed Voting Forms for instructions on how to complete the forms. Note that if you:

- Mark Box A but do not provide a voting direction on any resolution in Step 2, the Chairman will be deemed to be your appointed proxy for all resolutions; and
- Mark both Box A and Box B and you provide a voting direction on a resolution in Step 2, you will be taken not to have appointed a proxy and your direct votes will be counted.

A duly signed Voting Form (and, if the Voting Form is executed under a power of attorney, the original power of attorney or a certified copy of the power of attorney or other authority under which it is signed) **MUST** be lodged using the instructions on the Voting Form by Monday 23 August 2021 at **10.30am** (AEST) to be effective.

c) Voting by proxy

If you are not able to attend the Meeting and do not cast a direct vote (see above) but still wish to vote, you can do so by appointing a proxy to attend and vote on your behalf at the Meeting. To appoint a proxy, you must mark 'Box B' in Step 1 of the Voting Form.

A Class Shareholders may not appoint more than one proxy. A proxy need not be another Shareholder.

The lodging of a Voting Form to appoint a proxy will not preclude a Shareholder from attending in person and voting at the Meeting if the Shareholder is entitled to attend and vote. If the Shareholder votes on a resolution, their appointed proxy is not entitled to vote and must not vote as that holder's proxy on the resolution.

Please refer to the enclosed Voting Forms for instructions on how to complete the forms.

A duly signed Voting Form (and, if the Voting Form is executed under a power of attorney, the original power of attorney or a certified copy of the power of attorney or other authority under which it is signed) **MUST** be lodged using the instructions on the Voting Form by Monday 23 August 2021 at **10.30am** (AEST) to be effective.

Further information on proxy forms and the Chairman of the Meeting

You can direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' on each of the resolutions at Step 2 of the Voting Form. If you do not direct your proxy how to vote on a resolution, the proxy may vote, or abstain from voting, as he or she thinks fit on that resolution. If you instruct your proxy to abstain from voting, he or she is directed not to vote on your behalf, and the Shares the subject of the proxy appointment will not be counted in computing the required majority.

If you return your Voting Form:

- Without identifying a proxy at Box B (and without marking Box A), you will be taken to have appointed the Chairman of the Meeting as your proxy to vote on your behalf; or
- With a proxy identified at Box B but your proxy does not attend the Meeting, or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will act in place of your nominated proxy and vote in accordance with any directions on your Voting Form.

If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default (as above), you can direct the Chairman how to vote by marking a box for the relevant resolution at Step 2. However, if you do not mark a box next to Resolution 1 for the Annual General Meeting (Remuneration Report) then by completing and submitting the Voting Form, you will be expressly authorising the Chairman of the Meeting to vote as they see fit in respect of that resolution even though it is connected with the remuneration of the Company's Key Management Personnel.

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of the resolutions contained in the Notice of Annual General Meeting.

d) Voting by attorney

You may appoint an attorney to vote at a Meeting. Your attorney need not be another Shareholder. Each attorney will have the right to vote on the poll and also to speak at the Meeting. Persons who are attending as an attorney should bring the original (or a certified copy) of the power of attorney or other authority under which it is signed to the Meeting, unless the Company has already noted it.

The original power of attorney, or a certified copy of the power of attorney, should be lodged by Monday 23 August 2021 at **10.30am** (AEST) to be effective.

Your appointment of an attorney does not preclude you from attending in person and voting at the Meeting. If the Shareholder votes on any of the resolutions, their attorney is not entitled to vote and must not vote as that Shareholder's attorney on that resolution.

e) Voting by corporate representative

To vote at a Meeting, a Shareholder or proxy that is a corporation may appoint a person to act as its representative. The corporation must ensure that:

- It appoints an individual as its corporate representative to exercise its powers at the Meeting in accordance with section 250D of the Corporations Act (a "Certificate of Appointment of Corporate Representative" can be obtained from the Share Registry and used for this purpose); and

- The Certificate of Appointment of Corporate Representative or equivalent written instrument appointing the corporate representative and executed in accordance with the corporation's Constitution must be provided to the Company or the Share Registry before the Meeting.

A pro forma Certificate of Appointment of Corporate Representative may be obtained from the Link Market Services website at www.linkmarketservices.com.au by selecting the Investor Services option, then selecting Forms and under the heading Holding Management. The certificate should be lodged at the registration desk on the day of the Meeting or with the Share Registry by no later than Monday 23 August 2021 at **10.30am** (AEST).

If a certificate is completed under power of attorney, the power of attorney, or a certified copy, must accompany the completed Certificate unless the power of attorney has previously been noted by the Company.

f) Lodgement details

Completed Voting Forms, powers of attorney and Certificates of Appointment of Corporate Representative should be lodged **online** at www.linkmarketservices.com.au or by one of the following ways:



By Post by using the enclosed reply-paid envelope or, if you are outside Australia or do not use the reply-paid envelope, to the Share to the Share Registry at the following address:

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



By Hand delivery during business hours to the Share Registry:

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



By Hand delivery during business hours to the Company's registered office address; or



By Fax by successfully transmitting a facsimile to the Share Registry on +61 2 9287 0309

Arrangements to vote jointly held Shares

If you hold Shares jointly with another person, you will be entitled to vote. However, if you and the other person with whom you jointly own Shares both vote, only the vote of the Shareholder whose name appears first in the Share Register will be counted to the exclusion of the other Shareholder who has voted. All joint holders of Shares are entitled to attend the Meeting.

Meeting outcome

The results of the Meeting will be available shortly after the conclusion of the Meeting and will be announced to the ASX once available. The results will also be published on SunRice's website (www.sunrice.com.au) as soon as is practical after the Meeting.