



# Grower Share Purchase Plan

February 2019



# Ricegrowers Limited ABN 55 007 481 156

## Grower Share Purchase Plan

### What is the Grower Share Purchase Plan (GSPP)?

The GSPP is a plan under which B Class Shares in Ricegrowers Limited (**SunRice**) can be offered to eligible growers who produce and supply paddy rice (Paddy) to SunRice. The terms of each offer made under the GSPP are set by the Board each year with a view to promoting the aims of the GSPP. Typically, offers are structured:

- on the basis that the maximum number of B Class Shares that an eligible grower can subscribe for is set by reference to the tonnage of rice delivered by them to SunRice; and
- to enable eligible growers to apply all or part of the paddy payments they receive from SunRice to pay for the B Class Shares.

### What is the purpose of the GSPP?

The issue of B Class Shares under the GSPP is intended to encourage growers who supply rice from the Riverina region of NSW (Riverina) to acquire and build their investment in SunRice, thereby fostering a closer connection between them and SunRice. The development of this connection between SunRice and growers supports an ongoing, sustainable supply of rice from the Riverina. The ongoing supply of rice from the Riverina is strategically and operationally important to SunRice, with the Rice Pool segment of SunRice's business forming an important foundation of SunRice's business and its strategy.

### How are offers under the GSPP made?

The terms on which B Class Shares will be offered for subscription under the GSPP will be formulated by the Board for each offer that is made and set out in a disclosure document that will be prepared and issued by SunRice in connection with the offer. Generally, the offer price of B Class Shares will be set by reference to the prevailing stock market trading price of B Class Shares and may include a discount determined by the Board. In 2017 and 2018, a discount equal to that offered under SunRice's dividend reinvestment plan was provided under the GSPP.

Copies of the 2017 and 2018 GSPP Prospectuses are available on SunRice's website [www.sunrice.com.au](http://www.sunrice.com.au).

The Board reserves the right not to proceed with a GSPP offer in any particular year and to specify the terms, vary or discontinue a GSPP offer at any time as it sees fit.

### Can Grower Directors participate in the GSPP?

Subject to Corporations Act and the Listing Rules of the Australian Securities Exchange (ASX), directors who are eligible growers can participate in offers under the GSPP on the same terms as all other eligible growers.

As a condition to the listing of B Class Shares on ASX, participation by grower directors in GSPP offers needs to be approved by B Class Shareholders every three years after the admission of SunRice to the official list of ASX. As SunRice was admitted to ASX in 2019, the first approval of grower director participation in GSPP offers will take place in 2022.