



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 21 August 2015 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 2015.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 April 2015.

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

That Mr Grant Latta be elected as a Director of Ricegrowers Limited for a period of three years.

EXPLANATORY NOTES

At the Annual General Meeting held on 24 August 2012 it was resolved that Mr Grant Latta be elected to the Board of Directors of Ricegrowers Limited as an external Director for the term of three years. Mr Latta, being eligible, offers himself for re-election. It is proposed that Mr Latta be elected for a period of three years. Mr Latta’s qualifications are set out in the Annual Report.

4. Election of Rice Marketing Board Member

“That Mr John Bradford, subject to him being appointed as 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. Mr Bradford was elected to the Rice Marketing Board in June 2015, following the retirement of Mr Gerry Lawson in December 2014.

5. Election of Executive Director

That Mr Robert Gordon be elected as a Director of Ricegrowers Limited for the duration of his appointment as Chief Executive Officer of Ricegrowers Limited.

EXPLANATORY NOTES

Mr Robert Gordon commenced employment as the Chief Executive Officer of the Company in February 2012. At the Annual General Meeting held on 24 August 2012 it was resolved that Mr Gordon be elected to the Board of Directors of Ricegrowers Limited as an executive Director for the term of three years. Mr Gordon, being eligible, offers himself for re-election. It is proposed that Mr Gordon be elected for the period that he remains the Chief Executive Officer of the Company. Mr Gordon's qualifications and experience are summarised in the Annual Report.

6. Election of Active Grower Directors

EXPLANATORY NOTES

Rule 11.1(a)(iii) of the Company's Constitution, titled "Appointment and Removal of Directors", requires that up to four Directors of the Company must be A Class shareholders ("Active Grower Directors").

Under Rule 11.2(a)(ii) of the Company's Constitution, Active Grower Directors may be appointed by a postal ballot vote of the A Class shareholders (held prior to the Annual General Meeting). Postal ballots were sent to all A Class shareholders on 17 July 2015. The results of the postal ballot vote for Active Grower Directors will be announced to the NSX on 17 August 2015 but will also be noted at the Annual General Meeting.

By order of the Board

M. Del Gigante

M Del Gigante

Company Secretary

17 July 2015

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 19 August 2015.
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.