



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, 25 August 2017 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 2017.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 April 2017.

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. Change to the definition of “Approved Entity” in the Constitution

To consider, and if thought fit, pass the following resolution as a special resolution:

“That the Constitution of the Company be modified by replacing the existing definition of “Approved Entity” in Rule 1.1 with the following:

“**Approved Entity**” means, in relation to a Member or joint Member, the trustee (including a new or replacement trustee) of a superannuation fund:
(a) of which the Member or joint Member is a beneficiary; and
(b) that has been approved by the Directors.”

Explanatory Notes

As members are aware, the range of persons who can acquire B Class Shares is limited by the Constitution. In broad terms, this is restricted to existing members and Approved Entities of members. At present, the definition of Approved Entity relates to members’ superannuation funds, thereby allowing members to transfer B Class Shares into their superannuation funds. It is proposed to make some adjustments to this definition to make it clear that an Approved Entity can include:

- superannuation funds under which any member or joint member is a beneficiary; and
- a new or replacement trustee of an approved superannuation fund.

These adjustments will clarify the scope of the Board’s power to approve transfers of B Class Shares to members’ superannuation funds and address one area of difficulty in relation to the transfer of B Class Shares that has affected some members in the past.

4. Directors' participation in Grower Share Purchase Plan

To consider, and if thought fit, pass the following resolution as a special resolution:

That approval is given for each director and each other related party of the Company who is eligible to participate in the Grower Share Purchase Plan to be issued B Class Shares under the Grower Share Purchase Plan.

Explanatory Notes

Overview of GSPP

The Company proposes to establish a Grower Share Purchase Plan (GSPP) and offer Eligible Growers (defined below) the opportunity to acquire B Class Shares under the GSPP. In broad terms, the GSPP has been devised to give Eligible Growers the right to subscribe for additional B Class Shares based on the quantity of Paddy they deliver to SunRice, with the right to direct Paddy payments to pay for those Shares. Participation in the GSPP will be optional.

In relation to Paddy delivered in the 2017 Crop (C17), Eligible Growers will be entitled to subscribe for 1 B Class Share for every 1 tonne of Paddy delivered, at an issue price based on the weighted average price of B Class Shares traded on NSX over a selected period, subject to a 2% discount. This is the same discount that will be applicable to the issue of B Class Shares under the Company's dividend reinvestment plan (DRP) in 2017.

The offer of B Class Shares under the GSPP will not be underwritten and will not have any minimum subscription level. The maximum number of new B Class Shares that may be issued under the GSPP will be equal to the number of tonnes of Paddy delivered to the Company in C17. It is estimated that around 800,000 tonnes of Paddy will be delivered in C17 and therefore the maximum number of B Class Shares that may be issued under the GSPP will be around 800,000 B Class Shares. There are currently 55,762,392 B Class Shares on issue and, accordingly, if a further 800,000 B Class Share were issued, those new shares would represent 1.4% of the total number of B Class Shares.

It is proposed that all Eligible Growers will be entitled to participate in the GSPP. An "Eligible Grower" is a shareholder of the Company that has delivered Paddy to the Company in C17.

Important note: The offer of B Class Shares for issue by the Company under the GSPP will be made under a prospectus, which will be made available when the B Class Shares are offered. The prospectus is anticipated to be made available on or around 15 September 2017. Any person deciding whether to acquire B Class Shares under the GSPP should read and consider the prospectus. Anyone who wants to acquire B Class Shares under the GSPP will need to complete the application form that will be in, or will accompany the prospectus.

Requirement for shareholder approval

NSX Listing Rule 6.44 provides that, subject to certain specified exceptions, the Company must obtain the approval of shareholders by special resolution for any issue of shares to a related party.

A person is regarded a related party of the Company if that person is, amongst other things:

1. a director of the Company;
2. the spouse of a director of the Company;
3. a parent or child of any of the persons referred to in items 1 and 2 above; or
4. an entity that is controlled by any of the persons referred to in items 1, 2 or 3 above.

Accordingly, a Director of the Company or any person or entity that has a family relationship or other connection with a Director that makes them a related party of the Company would require A Class Shareholder approval to participate in the GSPP.

While there is an exception to Listing Rule 6.44 for the issue of shares under the Company's Dividend Reinvestment Plan, there is no exception in Listing Rule 6.44 for the GSPP. Accordingly, while the B Class Shares to be issued under both the DRP and the GSPP will be calculated on the basis of a volume weighted average market price with the same 2% discount and Directors and other related parties will participate in the GSPP on the same basis as all other shareholders, there is still a technical requirement for shareholder approval under Listing Rule 6.44.

Therefore, A Class Shareholders are asked to consider and vote on item 4.

Information on Directors' participation in the GSPP in respect of C17

- *Related parties*

If item 4 is approved, it would permit the following related parties of the Company who are Eligible Growers to participate in, and be issued B Class Shares under, the GSPP on the same terms as the other Eligible Growers based on the tonnes of Paddy they deliver to the Company in C17:

Related party name	Nature of relationship	Tonnes Delivered C17
Mr Lawrence John Arthur	Chairman and Director	5,767
Andrew Arthur and Amy Lolicato	Andrew Arthur is the son of a Director (Laurie Arthur)	683
Mrs Roma Fay Arthur	Director's mother (Laurie Arthur)	13
GA & JA Andrezza Enterprises Pty Limited (trustee of the GA and JA Andrezza Family Trust) trading as GJA Farming	Director's company (Glen Andrezza)	1,503
Daniel Paul Andrezza	Director's son (Glen Andrezza)	167
Angelo Andrezza and Robert J Andrezza and Gabriella V Andrezza and April M Andrezza (trading as Andrezza Rural Company)	Angelo and Gabriella Andrezza are parents of a Director (Glen Andrezza)	2,695
Andrezza Management Pty Ltd (trustee of the A & GV Andrezza Family Trust)	Director's parents' Company (Glen Andrezza)	212
Mr John Michael Bradford and Mrs Julie Ann Bradford	Director and spouse (John Bradford)	757
Mr Noel Gregory Graham and Mrs Louise Elizabeth Graham	Director and spouse (Noel Graham)	1,546
Alexander Graham	Director's son (Noel Graham)	386
Kirkup Farms Pty Ltd	Director's company (Gillian Kirkup)	2,020

DM and MS Robertson Pty Ltd (trustee of the Newgrove Family Trust)	Director's company (Mark Robertson)	3,186
Leigh Kenneth Vial	Director	78
North Dale Pty Ltd	Director's company (Leigh Vial)	1,882

- *Maximum number of B Class Shares to be issued*

If item 4 is approved, the maximum number of B Class Shares that will be offered to related parties of the Company under the GSPP will be equal to the number of tonnes of Paddy they deliver to the Company in the 2017 Crop. Based on the deliveries identified in the table above, those related parties will be eligible to subscribe for up to 20,895 B Class Shares.

- *Issue price of B Class Shares*

All B Class Shares will be issued at the same price to all participants in the GSPP. In relation to C17, this issue price will be based on the volume weighted average price of B Class Shares traded on NSX over a selected period, subject to a 2% discount.

- *Anticipated issue date of the B Class Shares*

It is currently anticipated that the GSPP will be made pursuant to a prospectus to be issued by the Company on or around 15 September 2017. The anticipated date for the issue of B Class Shares under that prospectus is around 12 December 2017.

- *Consequences of item 4 not being approved*

If item 4 is not approved, the related parties of the Company who are otherwise Eligible Growers will not be able to participate in, and acquire B Class Shares under, the GSPP.

By order of the Board

M. Del Gigante

M Del Gigante
Company Secretary

21 July 2017

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, 23 August 2017.

6. *Voting exclusion statements*

A vote must not be cast on (and 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.

A vote will not be cast (in any capacity) on (and the Company will disregard any votes cast on) item 4 (Directors' participation in Grower Share Purchase Plan) by or on behalf of a director or other related party who is eligible to participate in the Grower Share Purchase Plan.

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 to Directors' participation in the GSPP.

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.