



NOTICE OF B CLASS MEETING

The Class Meeting of the B Class Shareholders of Ricegrowers Limited (ACN 007 481 156) (“the **Company**”) will be held at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, immediately after the conclusion or adjournment of the Annual General Meeting on Thursday, 20 September 2018 (“**B Class Meeting**”).

AGENDA

Resolutions to implement the ASX Proposal (“ASX Resolutions”):

1. **B Rights Variation Resolution**

To consider, and if thought fit, pass the following resolution as a special resolution of B Class Shareholders:

“That, subject to and conditional on:

- each of the ASX Resolutions being passed; and
- the Company being admitted to the official list of the ASX,

with effect from the from the date on which the Company is admitted to the official list of the ASX (“ASX Listing Date”), the rights of each B Class Share be varied (so as to be as set out in the New Constitution).”

2. **Delisting Resolution**

To consider, and if thought fit, pass the following resolution as a special resolution of B Class Shareholders:

“That, for the purpose of NSX Listing Rule 2.25 and for all other purposes, subject to and conditional on each of the ASX Resolutions being passed, the Directors of the Company are authorised to voluntarily withdraw the listing of the Company from the official list of the National Stock Exchange of Australia in the manner described in the Explanatory Booklet accompanying this Notice of B Class Meeting.”

Explanatory Notes for Resolutions 1 and 2

The “**ASX Resolutions**” comprise Resolutions 1 and 2 in this Notice of B Class Meeting and Resolutions 8 and 9 in the accompanying Notice of Annual General Meeting. All of the ASX Resolutions are interdependent and will not take effect unless each of the other ASX Resolutions is passed. Information relevant to the ASX Resolutions is set out in the Explanatory Booklet.

By Order of the Board

A handwritten signature in black ink that reads "M. Del Gigante".

M Del Gigante
Company Secretary

27 July 2018

NOTES

Material accompanying this Notice of B Class Meeting

These notes should be read in conjunction with this Notice of B Class Meeting (“**Notice**”) and the Voting Information Schedule which accompanies this Notice (“**Voting Information Schedule**”). This Notice should also be read in conjunction with the Explanatory Booklet of which it forms part. The Explanatory Booklet contains important information to assist you in making an informed decision as to how to vote on the ASX Resolutions.

The Voting Information Schedule includes detailed information on how to vote and how to lodge a proxy form, body corporate representative appointment or power of attorney.

Terms used in this Notice have the same meaning as set out in the Glossary of the Explanatory Booklet unless otherwise indicated.

Attendance at B Class Meeting

If you or your proxies, attorneys or representative(s) plan to attend the B Class Meeting, please arrive at the venue at least 30 minutes before the scheduled time for commencement of the B Class Meeting so that your shareholding can be checked against the Share Register, any power of attorney or certificate of appointment of body corporate representative verified, and you or your representative’s attendance noted.

Further information

For further information on the ASX Proposal, please call the SunRice Shareholder information line on 1800 020 806 (toll free in Australia) or +61 3 9415 4260 (if overseas) between 9.00am and 5.00pm (Local Time), Monday to Friday.