



SUNRICE ASX PROPOSAL: VOTING INFORMATION SCHEDULE

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 (Local Time) on Tuesday, 18 September 2018.

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 registered after this time will be disregarded in determining entitlements to vote at the Annual General Meeting.

You will be entitled to vote at the Annual General Meeting if you are registered as an A Class Shareholder on the Share Register as at 7.00pm (Local Time) on 18 September 2018.

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

B Class Meeting

In accordance with the Corporations Regulations, the Board has determined that the time as at which a person will be recognised as a B Class Shareholder for the purposes of voting at the B Class Meeting is 7.00pm (Local Time) on Tuesday, 18 September 2018.

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

You will be entitled to vote at the B Class Meeting if you are registered as a B Class Shareholder on the Share Register as at 7.00pm (Local Time) on the 18 September 2018.

How to vote

You may vote at either Meeting (at which you are entitled to vote) by:

- Attending the Meeting and voting in person;
- Appointing one proxy to attend the Meeting and vote on your behalf, using the corresponding proxy form that accompanies this Explanatory Booklet;
- 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 Meetings 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 present 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; and
- At a class meeting of B Class Shareholders, each B Class Shareholder present (in person, or by proxy, attorney or corporate representative) has one vote for each B Class Share held.

(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) Voting by proxy

If you are not able to attend a Meeting but still wish to vote, you can do so by appointing a proxy to attend and vote on your behalf at that Meeting. The following proxy forms are enclosed with this Explanatory Booklet:

- Annual General Meeting – white proxy form
- B Class Meeting – yellow proxy form

You may not appoint more than one proxy to attend and act for you at the Meeting. A proxy need not be another Shareholder.

At the point of entry to the Meeting, a proxy will be admitted and given a voting card on providing written evidence of their name and address. The Chairman of the Meeting may require any person purporting to act as proxy to establish to the satisfaction of the Chairman that the person has been validly appointed as a proxy and is the person named in the instrument of appointment, failing which the person may be excluded from attending or voting at that Meeting.

The lodging of a proxy form will not preclude a Shareholder from attending in person and voting at the relevant Meeting if the Shareholder is entitled to 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 proxy forms for instructions on how to complete the form.

In order for the appointment of a proxy to be valid, a duly signed proxy form (and, if the proxy 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 with the Share Registry by no later than:

- 10.30am (Local Time) on 18 September 2018 for the Annual General Meeting
- 10.30am (Local Time) on 18 September 2018 for the B Class Meeting

(or, if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting) in any of the ways set out in the "Lodgement details" section below.

To use the online lodgement facility, Shareholders will need to login to the website using the holding details as shown on the relevant proxy form. Select "Voting" and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form). Please note the online lodgement facility will open on Friday, 10 August 2018.

A vote given in accordance with the terms of a proxy is valid despite the revocation of the proxy, unless notice in writing of the revocation has been received by the Share Registry by no later than:

- 10.30am (Local Time) on 18 September 2018 for the Annual General Meeting
- 10.30am (Local Time) on 18 September 2018 for the B Class Meeting

(or, if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

You should consider how you wish your proxy to vote. That is, whether you want your proxy to vote 'For' or 'Against' or to abstain from voting on each of the resolutions in the relevant Notice of Meeting, or whether to leave the decision to the proxy after he or she has considered the matters discussed at the Meeting.

If you do not direct your proxy how to vote, the proxy may vote, or abstain from voting, as he or she thinks fit. 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 proxy form:

- Without identifying a proxy on it, 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 on it but your proxy does not attend the Meeting, the Chairman of the Meeting will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

The Chairman of the Annual General Meeting intends to vote all valid undirected proxies or valid proxies that nominate him in favour of the resolutions contained in the Notice of Annual General Meeting.

The Chairman of the B Class Meeting intends to vote all valid undirected proxies or valid proxies that nominate him in favour of the resolutions contained in the Notice of B Class Meeting.

(c) 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 Chairman of the Meeting may require any person purporting to act as attorney to establish to the satisfaction of the Chairman that the person has been validly appointed as an attorney and is the person named in the power of attorney, failing which the person may be excluded from attending or voting at the Meeting.

The original power of attorney, or a certified copy of the power of attorney, should be lodged at the registration desk on the day of the Meeting or with the Share Registry by no later than:

- 10.30am (Local Time) on 18 September 2018 for the Annual General Meeting
- 10.30am (Local Time) on 18 September 2018 for the B Class Meeting

(or, if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting) in any of the ways set out in the "Lodgement details" section below.

The attorney of a Shareholder will be admitted to the Meeting and given a voting card, on providing at the point of entry to the Meeting, written evidence of their appointment, their name and address, and the name of their appointer. 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.

(d) 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. Persons who are attending as a corporate representative for a corporation must be provided with written evidence of his or her appointment, being either a letter or certificate authorising him or her to act as the Shareholder's representative (executed in accordance with the Shareholder's constitution) or a copy of the resolution appointing the representative, certified by a secretary or director of the Shareholder.

An authorised corporate representative will be admitted to the Meeting and given a voting card on providing, at the point of entry to the Meeting, written evidence of his or her appointment as described above, including

any authority under which that appointment is signed, the appointee's name and address and the identity of their appointer. The Chairman of the Meeting may require any person purporting to act as a corporate representative to establish to the satisfaction of the Chairman that the person has been validly appointed as a corporate representative and is the person named in the instrument of appointment, failing which the person may be excluded from attending or voting at the Meeting.

A pro forma "Certificate of Appointment of Corporate Representative" may be obtained from the Share Registry. 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 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:

- 10.30am (Local Time) on 18 September 2018 for the Annual General Meeting
- 10.30am (Local Time) on 18 September 2018 for the B Class Meeting

(or, if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting) in any of the ways set out in the "Lodgement details" section below.

If a certificate is completed by an individual or corporation 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.

(e) Lodgement details

Completed proxy forms, powers of attorney and certificates of appointment of corporate representative should be lodged in 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 Registry at the following address:

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

- 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 a Director or other representative of SunRice to provide to the Company or the Share Registry; or
- 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 relevant Meetings.

Meetings outcomes

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