



1950 - 2020

Ricegrowers Limited
ABN 55 007 481 156

Notice of B Class Meeting

Notice of B Class Meeting

Letter from the Chairman

Dear B Class Shareholders

I am pleased to announce that the 2020 B Class Meeting of Ricegrowers Limited (ABN 55 007 481 156) (“the Company”) will be held at 12.20pm (AEST) or immediately after the Company’s Annual General Meeting that is due to start at 10.30am (AEST) (whichever time is later) on Friday, 28 August 2020 (“B Class Meeting” or “Meeting”).

It is currently intended that the B Class Meeting will be held at and broadcast from Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, New South Wales. Given the restrictions in force and the uncertainty and potential health risks arising from the coronavirus (COVID-19) pandemic, we have introduced new ways for shareholders to participate in the Meeting. You will be able to watch the Meeting, ask questions in real-time and vote on resolutions by using the online platform. Information on how to access the online platform is set out in this Notice under ‘Additional Information’.

As highlighted in our 2020 Annual Report (enclosed), the Financial Year ended 30 April 2020 was an extraordinary one for the Group. In the face of a range of challenges – including deteriorating conditions in key global markets (particularly in the Pacific), continued extremely small Riverina crops due to drought, low water availability and high water prices, natural disasters (including the Australian bushfires) and the impacts of COVID-19 – there was strong performance. Profitability has been maintained, a fully franked dividend of 33 cents per B Class Share has been declared, and our 2022 Growth Strategy continued to be delivered.

Conditions in the Riverina

Despite one of the best starts to Autumn seen for many years, we appreciate that our A Class Shareholders and other rice growers in the Riverina continue to face some extremely difficult conditions. The impact of drought, low water availability and high water prices in the past two years have led to our third and second-smallest Riverina crops on record in CY19 and CY20 and, as we look ahead to CY21, allocations currently remain low and water prices are high.

SunRice took significant steps in 2019 to offer fixed price contracts ahead of the CY20 growing season, of between \$750 to \$1500 per tonne depending on varieties. This decision enabled us to secure approximately 45,000 paddy tonnes, including enough seed to plant an 800,000 tonne crop should conditions improve, and also paddy to maintain a limited milling program in Deniliquin and Leeton.

While we are optimistic of the predictions of increased rainfall over the coming months playing out, there needs to be a significant increase to inflows and corresponding allocations in order to improve conditions sufficiently to support a large CY21 Riverina rice crop. We have received strong feedback from our Riverina growers in relation to pricing, including through the findings of a survey from the Ricegrowers’ Association of Australia (RGA).

The Management team has been working on pricing and contracting arrangements, and we expect to be in a position to communicate with growers in coming weeks in relation to the CY21 season. Our intention, should conditions continue to improve, is that in addition to fixed price contracts, we will also have availability of a pool for the CY21 season.

While there have been ongoing drought conditions, there is growing evidence that the allocation yield of NSW General Security water entitlements has been significantly eroded due to Australian water reform. Despite assurances contained in the 2004 National Water Initiative, the burden of these NSW and Federal reforms are not being shared equally.

This, combined with the complexity and lack of clarity in the water allocation process, has led to a loss of confidence by our Riverina growers in management of the southern connected Murray-Darling Basin system.

As such, the Board intensified its advocacy efforts with the NSW and Federal Governments over the past year to address these unintended consequences, and will continue to do so on your behalf in conjunction with the RGA.

Resolutions for the 2020 Annual General Meeting and B Class Shareholder Meeting

As we look forward, there continues to be significant uncertainty as a consequence of COVID-19 and deteriorating economic conditions in key global markets. The Board remains focused on driving performance of the business in the face of these headwinds, and continuing to deliver value for both A and B Class Shareholders.

As such, the Board is proposing a number of resolutions at this year's Annual General Meeting (and the separate meeting of B Class Shareholders) which are focused on reducing the size of the Board to align the company with best practice governance principles, and to ensure stability and certainty moving forward.

I outline the proposals in more detail below. Please note only A Class Shareholders are entitled to vote on the resolutions before the Annual General Meeting and only B Class Shareholders are entitled to vote on the resolution before the B Class Meeting.

Board structure

I have consulted with A Class Shareholders regarding the proposal to reduce the size of the SunRice Board. I am pleased to report that there has been strong support expressed, including from the Ricegrowers' Association of Australia Central Executive, which on 14 July 2020 passed a unanimous motion in support.

The Board has regular reviews of its performance. At the last review, one of the strongest recommendations was to reduce the number of Board Directors from 11 to 9. The Board is strongly of the view that there should always be a majority of Grower Directors and supports this reduction, which would result in three Non-Grower (Independent) Directors, one Executive Director and five Grower Directors.

If approved by A Class Shareholders at the 2020 and 2021 Annual General Meetings, the proposal would result in one Rice Marketing Board of NSW (RMB) Director not being appointed to the SunRice Board in 2021 (at the expiry of the current term of RMB Directors) and then reducing the number of SunRice Grower Directors by one when the SunRice Grower Director elections next take place in 2023. Both reductions will require a change to our Constitution and in line with the commitments that were made when we listed on the ASX, only A Class Shareholders have the right to do this. The required resolutions will need at least 75% support of A Class Shareholders.

SunRice has a long history of modifying our Board to ensure that we make decisions in the best interests of our growers and shareholders. By way of example, in 1986 there were 16 Directors on the SunRice Board. This was reduced over the years to 10 prior to our listing on the ASX last year, when the number was increased to 11 by adding an additional Independent Director. The addition of the Independent Director was made to reflect the increasing importance of our international operations. We believe a reduction to 9 Directors will continue to improve our efficiency as a Board.

Notice of B Class Meeting

Continued

The SunRice Board has consulted with the RMB in relation to this proposal, and it is supportive. On the basis of the positive feedback we have received during recent weeks, and the support of the RGA and RMB, the SunRice Board has determined to put the resolution to the 2020 Annual General Meeting for approval of A Class Shareholders.

Re-election of Independent Non-Executive Directors

Currently, the terms of all three of SunRice's Independent Non-Executive Directors (NEDs) are due to expire at the same time, with all three positions up for re-election at the 2021 Annual General Meeting. In order to align with best practice governance and to ensure continuity, the Board has determined that two Independent NEDs will stand for re-election at the 2020 Annual General Meeting for terms of two and three years respectively.

This will then ensure that moving forward one Independent NED will stand for re-election at the Annual General Meeting each year, as opposed to having all three standing for re-election once every three years.

Accordingly, Ian Glasson and Luisa Catanzaro will be standing for re-election at the 2020 Annual General Meeting, seeking the support of A Class Shareholders for terms of three and two years, respectively. More detail regarding their biographies and experience is included in the Notice of Meeting.

Continuity of the CEO

With the conclusion of CEO Rob Gordon's current Long-Term Incentive Plan (LTI Plan) performance period on 30 April 2021, the Board believes it imperative to put in place the next LTI Plan to retain the CEO and ensure continuity, particularly with the forthcoming period of uncertainty due to COVID-19 and ongoing low production in the Riverina. Accordingly, the Board has invited Mr Gordon to participate in a new three-year LTI Plan commencing on 1 May 2021.

Since commencing as CEO in 2012, Mr Gordon has demonstrated strong leadership to SunRice through increases to paddy prices paid to Riverina growers and strong financial performance in both favourable and challenging market conditions. Mr Gordon also oversaw the successful listing of the SunRice Group on the Australian Securities Exchange in April 2019. He has developed the 2022 Growth Strategy, to further diversify the Group's earnings and deliver increased value to both A and B Class Shareholders, and is now leading execution of that strategy. This includes leveraging SunRice's strong balance sheet to continue pursuing value-accretive merger and acquisition opportunities. He has also diversified SunRice's international rice sourcing capabilities to ensure growing global demand for branded products can be met across its approximately 50 international markets.

The Board will be seeking approval for the granting of B Class Share rights to Mr Gordon under the new LTI Plan at the B Class Shareholder meeting to be held immediately following the SunRice Group's 2020 Annual General Meeting.

Arrangements for the 2020 Meetings

I encourage shareholders to weigh up the current restrictions and health concerns due to COVID-19 before they decide to attend the Meetings in person. The intention at this point is that shareholders will have the ability to attend in person at the Jerilderie Civic Hall should they wish to, or electronically through the online platform. You can also lodge direct or proxy votes prior the Meeting if you do not wish to attend. Should shareholders wish to attend in person, they will need to RSVP given capacity constraints of the venue due to COVID-19 restrictions. Further details on how to do this will be made available closer to the Meetings.

If it becomes necessary or appropriate to make alternative arrangements, including any change to the location or format of the meeting (to being virtual-only), we will make an announcement on the ASX and on the Company's website. We will also contact shareholders who have provided their email address to us, via email. Please contact Link Market Services if you wish to update your contact details or if you would like to update your preferences in order to receive communications electronically. Contact details for Link Market Services are set out at the end of this Notice of Meeting.

We intend to strictly follow any government advice or requirements in force at the time of the Meeting and will take any additional measures considered appropriate for the safety of shareholders, employees, directors, venue staff and the public.

To lodge your direct vote or appoint a proxy, please follow the instructions in the attached 'Voting Information Schedule'. Direct votes and proxy appointments must be received by 12.20pm (AEST) on Wednesday 26 August 2020.

Shareholders are also encouraged to submit questions in advance of the Meetings by no later than 5pm AEST on Friday 21 August 2020 either:



Online: www.linkmarketservices.com.au



By Mail:

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



By Fax: +61 29287 0309

I will cover as many of the most frequently raised questions as possible in my Chairman's address, which will be lodged with the ASX prior to the Annual General Meeting.



Laurie Arthur
Chairman of the Board
23 July 2020

Notice of B Class Meeting Continued

Agenda

Resolution 1 - Long Term Incentive Award for the CEO

To consider, and if thought fit to pass, the following as an ordinary resolution:

“That approval is given for the Company to grant securities to the Chief Executive Officer, Mr Robert Gordon, as his Long Term Incentive Award on the terms set out in the Explanatory Notes to this Notice of Meeting”.

By order of the Board



Kate Cooper
Company Secretary
23 July 2020

Additional Information

Material accompanying this Notice of B Class Meeting

This Notice of B Class Meeting ("Notice") should be read in conjunction with the explanatory notes and the Voting Information Schedule, which accompanies and forms part of this Notice.

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.

Unless the context requires otherwise, capitalised terms not otherwise defined in this Notice or the Voting Information Schedule have the meaning given to them in the Constitution of the Company.

Voting exclusion statement – Resolution 1

A vote must not be cast on (and the Company will disregard any votes cast on) Resolution 1 that is cast:

- in favour of Resolution 1 by, or on behalf of Mr Gordon or any of his associates (regardless of the capacity in which the vote is cast); and
- as a proxy by a member of the Key Management Personnel ("KMP") at the date of the B Class Meeting or their closely related parties,

unless the vote is cast:

- as proxy or attorney for a person entitled to vote on Resolution 1 in accordance with a direction given to the proxy or attorney to vote on Resolution 1 in that way; or
- as proxy by the Chairman of the B Class Meeting for a person entitled to vote on Resolution 1 pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
- by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 1; and
 - the holder votes on Resolution 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Attendance at B Class Meeting

The Board strongly encourages you to attend the Meeting using the online platform. Shareholders should login to the online platform at least 15 minutes before the scheduled start time for the Meeting using the instructions below:

- Enter the SunRice voting link <https://agmlive.link/SGLB20> into a web browser on a mobile or online device;
- Shareholders will need their 'Securityholder Reference Number' or 'Holder Identification Number' that is printed at the top of the Voting Form; and
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 24 hours prior to the Meeting.

Online voting will be open an hour before the commencement of the Meeting and will close at the time at which the Chairman announces the closure of voting. Information on voting and asking questions during the Meeting is detailed in the Online Guide (attached to this Notice).

If you or your proxies, attorneys or representative(s) plan to attend the B Class Meeting in person, 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.

Please note that A Class Shareholders are entitled to attend, but not vote at, the B Class Meeting.

Further information

For further information, please call the Company's Share Registry, Link Market Services, on 1800 237 764 (toll free in Australia) or +61 1800 237 764 (if overseas) between 9.00am and 5.00pm (AEST), Monday to Friday.

Notice of B Class Meeting

Continued

Explanatory Notes

Resolution 1 - Long Term Incentive Award for the CEO

The Company is seeking the approval of B Class Shareholders for the grant of the CEO's Long Term Incentive ("LTI") Award under SunShares, the SunRice Group's LTI Scheme, on the term set out below. The LTI Award is designed to create long-term value for the Company and shareholders. The LTI is an equity-based plan, whereby eligible participants are allocated rights that vest over a three-year term, subject to the achievement of a mix of service and performance criteria.

With the CEO's current LTI plan vesting on 30 April 2021 (post the audited financial results), the Board wishes to put in place the next LTI Plan to ensure retention, and to de-risk the company, particularly in the current challenging environment impacted by consecutive years of drought and the global pandemic - Covid19.

Number of Rights	Mr Gordon will receive 550,000 rights to receive fully paid ordinary B Class Shares or an equivalent cash payment ("Rights"). Mr Gordon is not required to pay any amount to receive Rights. It is intended that Rights will be issued to Mr Gordon following the B Class Meeting and in any event no later than 3 years after the B Class Meeting.
Vesting Period and Vesting Dates	The total Vesting Period covers the financial period of 1 May 2021 to 30 April 2024. Subject to the terms of the LTI Award and the satisfaction of performance conditions, half of the Rights will vest after 18 months on around 1 November 2022 ("First Vesting Date") and the remaining half will vest after 36 months on around 1 May 2024 ("Second Vesting Date"). Vesting is subject to cessation of employment and other offer terms that are described below.
Vesting Conditions	The Board will determine the performance conditions that apply to the Rights. It will select hurdles that are aligned to the Group's strategic objectives and financial performance, which are designed to align LTI outcomes with the Company's performance and shareholder outcomes. It is currently expected that the performance conditions will be structured around the following categories: • Value creation for investors (based on unadjusted return on capital employed measured against a weighted average cost of capital measure); • Maximising Grower Return over time; • Strategic growth into new markets and/or new product development; and • Management succession and organisational development. The Board will assess performance at the end of each Vesting Period (i.e. the 18 month period and 36 month period starting from 1 May 2021). This assessment is subject to the discretion of the Board, which may adjust outcomes or include or exclude items if the Board considers it appropriate to better reflect shareholder expectations or management performance. There will be no retesting and any Rights that do not vest will automatically lapse.
Entitlement on Vesting and Exercise	Mr Gordon will be entitled to exercise any Rights that vest within 7 years from the date that Rights are issued. Nothing is payable to exercise vested Rights. On exercise, Mr Gordon will receive an additional dividend equivalent grant to reflect the notional dividend on B Class Shares over the relevant Vesting Period. No dividend grant is made in respect of Rights that do not vest.
B Class Shares allocated on Exercise (including dividend equivalent grant)	Mr Gordon will be entitled, on the exercise of each Right, to that number, or that number and fraction thereof, of B Class Shares equal to one B Class Share plus that number, or that number and fraction thereof, of B Class Shares that Mr Gordon would have received if dividends as announced to ASX had been paid during the relevant Vesting Period on the B Class Shares and reinvested in B Class Shares, applying the formula set out in clause 2.7 of the Company's Dividend Reinvestment Plan (DRP) (whether or not the DRP is operative at the relevant time) assuming a discount of 0.0%. Any fractions will be rounded down to the nearest whole number of B Class Shares.

An illustrative example of how the award of B Class Shares and the dividend equivalent grant will be calculated (in respect of any Rights that vest and are exercised) is set out in Attachment 1.

Cessation of employment

Unless the Board determines otherwise, if Mr Gordon ceases employment:

- before the First Vesting Date then unvested Rights will immediately lapse;
- between the First Vesting Date and the Second Vesting Date as a “good leaver” then a pro-rata number of unvested Rights will remain on foot and vest in the ordinary course; and
- between the First Vesting Date and Second Vesting Date other than as a “good leaver” then any unvested Rights will immediately lapse.

Any vested Rights remain exercisable and subject to the original terms of the LTI Award.

Other material terms

Mr Gordon has no entitlement to dividends (other than through the dividend equivalent grant referred to above) or voting rights until vested Rights are exercised and B Class Shares are allocated. Mr Gordon will be free to deal with any B Class Shares allocated to him, subject to the law and the Company’s Share Trading Policy from time to time. The Board has discretion to vest some or all of Mr Gordon’s Rights in change of control circumstances. If there is an actual change in control of the Company before the First Vesting Date, 50% of the Rights will vest, and between the First Vesting Date and Second Vesting Date, 100% of the Rights will vest. On the occurrence of a change of control event, Mr Gordon will participate in that event as determined by the Board. The Board also has discretion to adjust Mr Gordon’s Rights (and the terms attaching to Rights) and to exercise malus and clawback powers in certain situations.

Other disclosures required by the ASX Listing Rules**Shareholder approval**

Mr Gordon is a Director of the Company. Under ASX Listing Rule 10.14, the Company must not issue securities to a Director under an employee incentive scheme unless it obtains shareholder approval.

If B Class Shareholder approval is not obtained, the Board will consider other methods to appropriately remunerate and incentivise Mr Gordon. Mr Gordon’s LTI Award will also be subject to the Board determining that shareholders support the relevant parts of the Company’s remuneration arrangements in 2020.

Selecting Rights for LTI Award

Rights were selected for Mr Gordon’s LTI Award because they create share price alignment between Mr Gordon and shareholders but do not provide the full benefits of share ownership (such as dividend and voting rights) unless and until the Rights vest and are exercised and B Class Shares are awarded. The Company will apply a formula to value the Rights based on the 5-trading-day volume weighted average price of B Class Shares to the day before the Rights issue date.

Total remuneration package

ASX Listing Rule 10.15.4 requires this Notice to include details of Mr Gordon’s current total remuneration. Details of Mr Gordon’s remuneration for the financial year ended 30 April 2021 are:

- Total fixed remuneration (TFR) – \$1,452,000
- Short term incentive (at “target”) – 50% of TFR
- Long term incentive (at “target”) – 550,000 B Class Share rights

Further information on remuneration arrangements for Mr Gordon and other KMP are set out in Remuneration Report in the 2020 Annual Report.

Other information required under the ASX Listing Rules

- Mr Gordon is the only Director entitled to participate in SunShares.
 - Historically the LTI component of Mr Gordon’s remuneration package was paid in cash. This was replaced with a share-based LTI Award to ensure Mr Gordon has increased
-

Notice of B Class Meeting Continued

alignment with shareholders. Mr Gordon's LTI Awards are granted in the form of Rights under SunShares.

- 607,932 Rights have been issued to Mr Gordon under SunShares (for nil consideration) for prior year LTI Awards as part of his at-risk remuneration component.
- No loan is given to Mr Gordon in relation to the LTI Award.
- If approval is given by B Class Shareholders under ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1.
- Details of any Rights issued under SunShares will be published in the Company's Annual Report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under SunShares after this resolution is approved and who are not named in this Notice will not participate until approval is obtained under that rule.

The Board (with Mr Gordon abstaining) recommends that B Class Shareholders vote in favour of this resolution.

Attachment 1

An illustrative example of the manner in which the entitlement to B Class Shares will be calculated.

Assumptions

	B Class \$ value			
	1-Jul-21	1-Jul-22	1-Jul-23	1-Jul-24
B Class Share value at DRP pricing period assuming 2% annual growth (from \$5.25) in B Class Share value	5.36	5.47	5.58	5.69
33 cent dividend				
DRP priced at 1 July and shares issued at 30 July for 2021 - 2024				
100% Performance Outcome				

	Shares applicable to First Vesting Date (50%)	Shares applicable to Second Vesting Date (50%)	Shares applicable across both Vesting Dates
Calculations			
Initial Rights as at 1 May 2021	275,000 ⁽³⁾	275,000 ⁽³⁾	550,000
(2) Dividend equivalent grant of B Class Shares for 30 Jul 2021	16,930 ⁽¹⁾	16,930 ⁽¹⁾	33,860 ⁽¹⁾
Accumulated Rights and dividend equivalent grant as at 1 August 2021	<u>291,930</u>	<u>291,930</u>	<u>583,860</u>
Accumulated Rights and dividend equivalent grant as at 1 May 2022	291,930	291,930	583,860
(2) Dividend equivalent grant of B Class Shares for 30 Jul 2022	17,620 ⁽¹⁾	17,620 ⁽¹⁾	35,240 ⁽¹⁾
Accumulated Rights and dividend equivalent grant as at 1 August 2022	<u>309,550</u>	<u>309,550</u>	<u>619,100</u>
Entitlement to B Class Shares and dividend equivalent grant as at 31 October 2022.	309,550 ⁽⁴⁾		
Accumulated Rights and dividend equivalent grant as at 1 May 2023		309,550	619,100
(2) Dividend equivalent grant of B Class Shares for 30 Jul 2023		18,320 ⁽¹⁾	18,320 ⁽¹⁾
Accumulated Rights and dividend equivalent grant as at 1 August 2023		<u>327,870</u>	<u>637,420</u>
Entitlement to B Class Shares and dividend equivalent grant as at 30 April 2024.		327,870	
Entitlement to B Class Shares and dividend equivalent grant from 1 May 2021 to 30 April 2024.			637,420

(1) Dividends equivalent grants are rounded to whole numbers

(2) Dividends equivalent grants are calculated : Accumulated Rights x (Dividend/B Class \$ Value)

(3) Initial Rights x Performance Outcome = Vesting Rights

(4) Vested rights will continue to earn dividends that are paid directly to the CEO



www.sunrice.com.au



ABN: 55 007 481 156

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



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

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1800 237 764

Overseas: +61 1800 237 764



X99999999999

VOTING FORM

I/We being a member(s) of Ricegrowers Limited and entitled to attend and vote hereby appoint:

A

VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Class Meeting of B Class Shareholders of the Company to be held at **12:20pm** or immediately after the conclusion or adjournment of the Annual General Meeting on **Friday, 28 August 2020 at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

You should mark either "for" or "against" for each item. Do not mark the "abstain" box.

OR

B

APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Class Meeting of B Class Shareholders of the Company to be held at **12:20pm** or immediately after the conclusion or adjournment of the Annual General Meeting on **Friday, 28 August 2020 at Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolution

For Against Abstain*

- 1 Long Term Incentive Award for the CEO

--	--	--



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

--

Sole Director and Sole Company Secretary

--

Director/Company Secretary (Delete one)

--

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

SGLB PRX2002N

HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either **"for"** or **"against"** for each item. Do not mark the **"abstain"** box. If you mark the **"abstain"** box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may, with the Share Registrar's consent, identify on the Voting Form the total number of votes in each of the categories **"for"** and **"against"** and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:20pm on Wednesday, 26 August 2020**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Voting 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).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



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

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE CLASS MEETING OF B CLASS SHAREHOLDERS, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

**ONLINE**

www.linkmarketservices.com.au



BY MAIL

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

**BY FAX**

+61 2 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1800 237 764 Overseas: +61 1800 237 764



X999999999999

Please use this form to submit any questions about Riceworkers Limited ("the Company") that you would like us to respond to at the Company's 2020 Annual General Meeting or B Class Meeting (each a "Meeting"). Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the accompanying Notice of Meeting. If your question is for the Company's auditor it should be relevant to the content of the auditor's report, or the conduct of the audit of the financial report.

This form must be received by the Company's share registrar, Link Market Services Limited, by **Friday, 21 August 2020**.

Questions will be collated. During the course of the Meeting, the Chairman will endeavour to address as many of the more frequently raised shareholder topics as possible and, where appropriate, will give a representative of the Company's auditor, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

My question relates to *(please mark the most appropriate box)*

- | | | |
|---|--|---|
| ☐ Performance or financial reports | ☐ A resolution being put to the AGM | ☐ Future direction |
| ☐ Remuneration Report | ☐ A resolution being put to the B Class Meeting | ☐ General suggestion |
| ☐ My question is for the auditor | ☐ Sustainability/Environment | ☐ Other |

SA

☐ Performance or financial reports	☐ A resolution being put to the AGM	☐ Future direction
☐ Remuneration Report	☐ A resolution being put to the B Class Meeting	☐ General suggestion
☐ My question is for the auditor	☐ Sustainability/Environment	☐ Other

QUESTIONS

SunRice Shareholder Meetings: 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 (AEST) on Wednesday, 26 August 2020.

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

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 (AEST) on Wednesday, 26 August 2020.

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 of B Class Shares registered after this time will be disregarded in determining entitlements to vote at the B Class Meeting.

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



www.sunrice.com.au



SunRice Shareholder Meetings: Voting Information Schedule Continued

How to Vote

It is currently intended that the Meetings will be held at and broadcast from Jerilderie Civic Hall, 33 Jerilderie Street, Jerilderie, New South Wales. Given the restrictions in force and the uncertainty and potential health risks arising from the COVID-19 pandemic, we have introduced new ways for shareholders to participate in the Meetings. You will be able to watch the Meeting, ask questions in real-time and vote on resolutions by using the online platform. Information on how to access the online platform is set out below. If it becomes necessary or appropriate to make alternative arrangements, including any change to the location or format of the Meetings, we will make an announcement on the ASX and on the Company's website.

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

- Attending the Meeting (in person or online) and voting;
- Casting your vote directly, either online or by using the corresponding Voting Form;
- Appointing a proxy to attend the Meeting and vote on your behalf, either online or by using the corresponding Voting Form;
- 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 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 has one vote for each B Class Share held.

a. Voting in person or online

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.

You can also attend the meeting online and vote by logging into the virtual meeting sites:

For A Class shareholders: <https://agmlive.link/SGLA20>
For B Class Shareholders: <https://agmlive.link/SGLB20>

Instructions for voting online are detailed in the enclosed Online Guide.

b. Direct voting

You can directly cast your vote before the Meeting without attending the Meeting. The following Voting Forms are enclosed:

- Annual General Meeting –White Voting Form
- B Class Meeting –Yellow Voting Form

To vote directly, mark 'Box A' in Step 1 of the Voting Form. For your vote on a resolution to be counted, you must complete the voting directions for that resolution by marking 'For' or 'Against' in Step 2. You should not mark both Box A and Box B. Only mark 'Box B' if you wish to vote by proxy (see below 'Voting by proxy').

Please refer to the enclosed Voting Forms for instructions on how to complete the forms. Note that if you:

- Mark Box A but do not provide a voting direction on any resolution in Step 2, the Chairman of the relevant Meeting will be deemed to be your appointed proxy for all resolutions; and
- Mark both Box A and Box B and you provide a voting direction on a resolution in Step 2, your direct vote will take priority over the proxy appointment.

A duly signed Voting Form (and, if the Voting 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 using the instructions on the Voting Form by **10.30am** (AEST) on Wednesday 26 August 2020 to be effective for the Annual General Meeting or by **12.20pm** (AEST) to be effective for the B Class Meeting.

c. Voting by proxy

If you are not able to attend a Meeting and do not cast a direct vote (see above) but still wish to vote, you can do so by appointing a proxy to attend and vote on your behalf at that Meeting. To appoint a proxy, you must mark 'Box B' in Step 1 of the relevant Voting Form.

A Class Shareholders may not appoint more than one proxy. B Class Shareholders that are entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes. A proxy need not be another Shareholder.

The lodging of a Voting Form to appoint a proxy 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 Voting Forms for instructions on how to complete the forms.

A duly signed Voting Form (and, if the Voting 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 using the instructions on the Voting Form by **10.30am** (AEST) on Wednesday 26 August 2020 to be effective for the Annual General Meeting or by **12.20pm** (AEST) to be effective for the B Class Meeting.

Further information on proxy forms and the Chairman of the Meeting

You can direct your proxy how to vote by marking 'For', 'Against' or 'Abstain' on each of the resolutions at Step 2 of the Voting Form. If you do not direct your proxy how to vote on a resolution, the proxy may vote, or abstain from voting, as he or she thinks fit on that resolution. 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 Voting Form:

- Without identifying a proxy at Box B, 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 at Box B but your proxy does not attend the Meeting, or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will act in place of your nominated proxy and vote in accordance with any directions on your Voting Form.

If you appoint the Chairman of the relevant Meeting as your proxy, or the Chairman becomes your proxy by default (as above), you can direct the Chairman how to vote by marking a box for the relevant resolution at Step 2. However, if you do not mark a box next to:

- Resolution 1 for the Annual General Meeting (Remuneration Report); or
- Resolution 1 for the B Class Meeting (Long Term Incentive Award for the CEO),

then by completing and submitting the Voting Form, you will be expressly authorising the Chairman of the relevant Meeting to vote as they see fit in respect of those resolutions even though they are connected with the remuneration of the Company's Key Management Personnel.

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of the resolutions contained in the Notice of Annual General Meeting.

The Chairman of the B Class Meeting intends to vote all available proxies in favour of the resolution contained in the Notice of B Class Meeting.

d. 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 original power of attorney, or a certified copy of the power of attorney, should be lodged by **10.30am** (AEST) on Wednesday 26 August 2020 to be effective for the Annual General Meeting or by **12.20pm** (AEST) to be effective for the B Class Meeting.

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.

e. 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. The corporation must ensure that:

- It appoints an individual as its corporate representative to exercise its powers at the relevant Meeting in accordance with section 250D of the Corporations Act (a "Certificate of Appointment of Corporate Representative" can be obtained from the Share Registry and used for this purpose); and
- The Certificate of Appointment of Corporate Representative or equivalent written instrument appointing the corporate representative and executed in accordance with the corporation's Constitution must be provided to the Company or the Share Registry before the Meeting.

A pro forma Certificate of Appointment of Corporate Representative may be obtained 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** (AEST) on Wednesday 26 August 2020 for the Annual General Meeting or by **12.20pm** (AEST) for the B Class Meeting.

If a certificate is completed 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.

f. Lodgement details

Completed Voting Forms, powers of attorney and Certificates of Appointment of Corporate Representative should be lodged **online** at www.linkmarketservices.com.au or by 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; or

 **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 the Company's registered office address; or

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

Virtual Meeting Online Guide

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible. You can easily check your current browser by going to the website: **whatismybrowser.com**

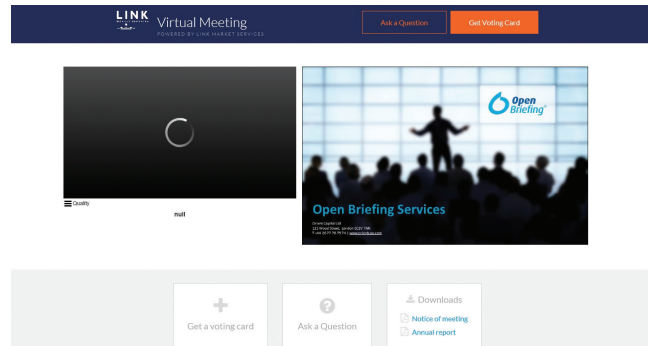
Supported browsers are:

- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 “Mavericks” & OS X v10.10 “Yosemite” and after
- Internet Explorer 9 and up (please note Internet Explorer 8 is not supported)

The virtual Meetings are viewable from desktops and laptops. To attend and vote at the virtual Meetings you must have:

- ASX registered holders: Shareholder number and postcode

If you are an appointed proxy you will need your proxy number which will be provided by Link Market Services prior to the Meetings. **Please make sure you have this information before proceeding.**



Step 2

Login to the portal using your full name, email address, and company name (if applicable).

Please read and accept the terms and conditions before clicking on the blue **‘Register and Watch Meeting’** button. Once you have logged in you will see:

- On the left – a live video webcast of the Meetings
- On the right – the presentation slides that will be addressed during the Meetings.

Note: After you have logged in we recommend that you keep your browser open for the duration of the Meetings. If you close your browser, your session will expire. If you attempt to log in again, you will be sent a recovery link via email for security purposes.

Step 1

Open your web browser and go to Ricegrowers Annual General Meeting
<https://agmlive.link/SGLA20>

Ricegrowers B Class Meeting
<https://agmlive.link/SGLB20>

Note: It is recommended different browsers are used for each link.



Navigating

At the bottom of the webpage under the webcast and presentation there are three boxes. Refer to each section below for operating instructions.

- 1 Get a voting card
- 2 Ask a Question
- 3 Downloads



Get a voting card



Ask a Question

Downloads
[Notice of meeting](#)
[Annual report](#)

1. Get a voting card

To register to vote – click on the ‘Get a voting card’ box at the top of the webpage or below the videos.

Note: You will only be able to vote at your relevant class Meeting.
(ie B class holders will not be able to vote at the Annual General Meeting, but will be able to ask questions. A Class shareholders will not be able to vote at the B Class Meeting, but will be able to ask questions.)

Get Voting Card



Get a voting card

This will bring up a box which looks like this.

Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number

Post Code

Outside Australia

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

SUBMIT DETAILS AND VOTE

If you are an individual or joint Shareholder you will need to register and provide validation by entering your details in the top section:

- **ASX registered holders:** Shareholder number and postcode

If you are an appointed Proxy, please enter the Proxy Number issued to you by Link Market Services in the PROXY DETAILS section. Once you have entered your appropriate details click the blue **‘SUBMIT DETAILS AND VOTE’** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Meetings (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

Shareholders and proxies with more than one vote can either submit a Full Vote or a Partial Vote. You can move between the two tabs by clicking on **‘Full Vote’** or **‘Partial Vote’** at the top of the voting card.

Please note that you will have to register at each Meeting if you are eligible to vote at both.

Virtual Meeting Online Guide

continued

The screenshot shows a web application for ABC COMPANY PTY LTD with user ID X123456789. The 'Voting Card' section contains instructions: 'Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the the Shareholder's voting instructions.' Below the instructions are two tabs: 'Full Vote' (selected) and 'Partial Vote'. The 'Full Vote' section lists four resolutions, each with 'For', 'Against', and 'Abstain' buttons. Resolution 2B: RE-ELECTION OF MR. ABC AS A DIRECTOR. Resolution 2C: RE-ELECTION OF MS XYZ AS A DIRECTOR. Resolution 3: INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT. Resolution 4: ADOPTION OF REMUNERATION REPORT. At the bottom is a large orange 'SUBMIT VOTE' button.

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes-B Class Meeting only

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes you would like to vote (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes in a certain box it will automatically tally how many votes you have left.

Note: Partial votes are not applicable at the Annual General Meeting.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

Note: You are able to close your voting card during the Meetings without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

If at any point you have submitted your voting card and wish to make a change while voting is still open you can do so by clicking the **'Edit Card'** button and making the required change. Once you have completed your card select the blue **'Cast Vote'** or **'Cast Partial Vote'** button.

The voting card remains editable until the voting is closed at the conclusion of the relevant Meeting. Once voting has been closed all voting cards, submitted and un-submitted, will automatically be submitted and cannot be changed.

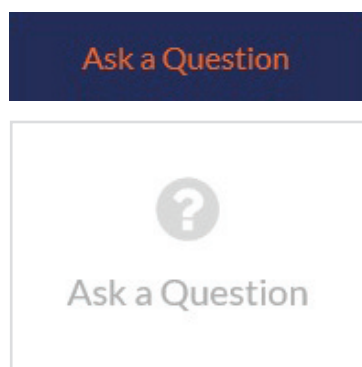
At the conclusion of each Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time available to shareholders. Please make any changes required to your voting cards at this point and submit your voting cards.

Note: Registration for the Meetings and voting opens one hour before the Meetings begin.

2. How to ask a question

Note: A and B class shareholders are able to ask questions at both Meetings.

You will only be able to ask a question if you are an A or B class shareholder who have registered. To register click on the “Ask a Question” box either at the top or bottom of the webpage and input your shareholder details.



The ‘Ask a Question’ box will then pop up with two sections for completion.

Ask a Question

We welcome any questions that you may have and will endeavour to answer all questions during the Meeting. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.

Regarding

General Business

Question

Type your question here...

Submit Question

In the ‘**Regarding**’ section click on the drop down arrow and select one of the following categories:

- General Business
- Resolution 1
- Resolution 2
- Resolution 3
- Resolution 4
- Resolution 5
- Resolution 6

After you have selected your question category, click in the ‘**Question**’ section and type your question.

When you are ready to submit your question - click the blue ‘**Submit Question**’ button. This will send the question to the Management/Board.

Note that not all questions are guaranteed to be answered during the Meetings, but we will do our best to address your concerns.

Once you have asked a question a ‘**View Questions**’ box will appear.

At any point you can click on ‘**View Questions**’ and see all the questions you have submitted. Only you can see the questions you have asked.

Note: You can submit your questions by this method one hour before the Meetings begins, if you have registered to vote. You can continue to submit questions up until the close of voting.

If your question has been answered and you would like to exercise your right of reply, you can do so by submitting another question.

View questions

Your submitted questions can be viewed below. We will endeavour to answer all questions during the Meeting.

Question 1

General Business

When will you be holding your next AGM?

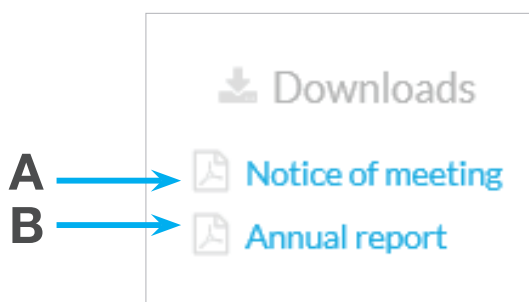
SUBMIT ANOTHER QUESTION

Virtual Meeting Online Guide

continued

3. Downloads

If you would like to see the Notice of Meeting or the Annual Report you can do so here.



- To download the Notice of Meeting – click A
- To download the Annual Report – click B

When you click on these links the file will open in another tab in your browser.

Voting closing

Voting will close 5 minutes after the close of the Meetings.

At the conclusion of each Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not yet submitted your vote at this point, you will be required to do so now.

At the close of the Meetings any votes you have placed will automatically be submitted.



Contact us

Australia

T 1300 554 474

E info@linkmarketservices.com.au

New Zealand

T +64 9 375 5998

E enquiries@linkmarketservices.co.nz