Notice of Annual General Meeting 2024

Letter from the Chairman

Dear A Class Shareholders

I am pleased to announce that the 2024 Annual General Meeting of Ricegrowers Limited (ABN 55 007 481 156) ("the Company") will be held at 10.00am (AEST) on Tuesday, 3 September 2024 ("Annual General Meeting" or "Meeting") with registration commencing at 9.00am. A separate meeting of B Class Shareholders ("B Class Meeting") will be held immediately following the Annual General Meeting.

This year, the Annual General Meeting and B Class Meeting will be held at the Deniliquin RSL Club, 72 End Street, Deniliquin, New South Wales. Shareholders who are unable to attend the Meeting will also be able to watch the Meeting by viewing the webcast by visiting meetings.linkgroup.com/SGL2024. Shareholders will not be able to vote, ask questions or make comments via the webcast.

As highlighted in our 2024 Annual Report, the Financial Year ended 30 April 2024 ("Financial Year 2024" or "FY24") saw another year of strong growth across the SunRice Group, delivering improved profitability and record revenue.

Group revenue for FY24 was $1.88 billion, up 15% on FY23. Earnings Before Interest, Tax, Depreciation, Amortisation and Impairment (EBITDA) was $143.9 million, up 23% on FY23, and Net Profit After Tax (NPAT) was $68.2 million, up 24% on FY23. A naturally earned pool paddy price of $430 per tonne for medium grain rice was also achieved for the benefit of our A Class Shareholders.

We have also been able to continue to reward our B Class Shareholders, with a total dividend of 60 cents per B Class Share, comprised of an interim fully franked dividend declared in December 2023 of 15 cents per B Class Share; complemented by a final dividend of 40 cents per share and a special dividend of 5 cents per share declared on 27 June 2024.

This was an exceptional result which was driven by the efforts of our team and underpinned by the ongoing successful implementation of the SunRice Group's Growth Strategy, our discipline and agility in navigating challenging conditions, including in overcoming supply chain challenges, the strength and relevance of our consumer brands, and our continued focus on product diversification and innovation.

Resolutions for the 2024 Annual General Meeting and B Class Shareholder Meeting

The Board is proposing a number of resolutions at this year's Annual General Meeting and the separate B Class Meeting. 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 resolutions before the B Class Meeting.

Re-election of Dr Andrew Crane

At the 2021 Annual General Meeting, Dr. Andrew Crane was re-elected to the Board for a three-year term. Accordingly, Dr. Andrew Crane will be standing for re-election at the 2024 Annual General Meeting, seeking the support of A Class Shareholders for a further term of three years. More detail regarding his biography and experience is included in the Notice of Annual General Meeting.

Re-election of John Bradford and Ian Mason

At the June 2022 General Meeting, John Bradford and Ian Mason were each re-elected to the Board for the same period as their term of office as elected Rice Marketing Board ("RMB") Members, which is due to expire in 2026. Following changes made by the NSW Government to end statutory rice export marketing and subject to the *Rice Marketing Amendment Bill 2024 (NSW)* becoming law, John Bradford and Ian Mason intend to resign from the RMB and stand for re-election at the 2024 Annual General Meeting, seeking the support of A Class Shareholders as Grower Directors for a term of two years. If re-elected, this means that John and Ian will be able to continue to serve SunRice for the same period as their current term and until 2026.

If the *Rice Marketing Amendment Bill 2024 (NSW)* has not become law before the Annual General Meeting and Mr Bradford and Mr Mason are still RMB members, then resolutions 3 and 4 will not be put to A Class Shareholders. Instead, Mr Bradford and Mr Mason will continue to serve the Company as Elected RMB Directors.

More detail regarding their biographies and experience is included in the Notice of Annual General Meeting.

Equity Awards for the CEO

Mr Paul Serra was appointed as Chief Executive Officer and Managing Director of the Company on 23 August 2023. On commencement of his role, the Board invited Mr Serra to participate in the Company's Long-Term Incentive Plan (and a one off Retention Plan).

Similar to last year's Meeting, the Board will be seeking approval for the granting of B Class Share rights to Mr Serra under the LTI Plan at the B Class Meeting to be held immediately following the SunRice Group's 2024 Annual General Meeting.

Approval of issue of B Class Shares under Non-executive Directors' Fee Sacrifice B Class Share Acquisition Plan

In FY22, the Company adopted a new Minimum Shareholding Policy, under which Non-executive Directors are required to hold B Class Shares to the value of one year's annual base Board fees. This policy was adopted to increase alignment of the Board with the interests of the Company's B Class Shareholders.

To assist the Non-executive Directors to achieve this level of minimum shareholding, in FY22 the Board also adopted the Non-executive Director's Fee Sacrifice B Class Share Acquisition Plan, formerly known as the 'Non-executive Director's Share Rights Plan' ("Share Rights Plan") under which the Non-executive Directors may acquire B Class Shares by sacrificing up to 100% of their base Board fees. The Share Rights Plan was last approved by B Class Shareholders at the 2022 Meeting. The Company is again seeking B Class Shareholder approval under Listing Rule 10.14 for the issue of B Class Shares to Non-executive Directors under the Share Rights Plan.

Attending the Meeting and voting

Shareholders should monitor our website and ASX announcements where updates will be provided if it becomes necessary or appropriate to make alternative arrangements for the holding or conduct of the Meeting. We will also contact shareholders who have provided their email address to us via email.

Members are encouraged to lodge a directed proxy or direct vote and to submit written questions (if you have any) using the Question Form accompanying this Notice in advance of the Meeting, even if you plan to attend the Meeting. Please note that individual responses to pre-submitted questions will not be sent to shareholders.

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 10.00am (AEST) on Sunday, 1 September 2024. The Question Form must be received by no later than 5.00 pm (AEST) on Tuesday 27 August 2024.

Voting Forms and Question Forms can be submitted in the following ways:

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 2 9287 0309.

Please contact Link Market Services if you wish to update your contact details or to update your preferences to receive communications electronically or in hard copy. Contact details for Link Market Services are set out in the Notice of Meeting.

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.

Annual Report

SunRice is committed towards preserving the environment and minimising paper usage. Accordingly, shareholders can access the 2024 Annual Report on the ASX and the Company's website at: investors.sunrice.com.au. Hard copy Annual Reports will be sent to shareholders in accordance with their communication preferences. Shareholders can request a hard copy of the Annual Report by contacting Link Market Services on +61 1300 554 474 or visiting investorcentre.linkgroup.com.



Laurie Arthur
Chairman of the Board
1 August 2024

Notice is hereby given that the 2024 Annual General Meeting of Ricegrowers Limited (ABN 55 007 481 156) ("the Company") will be held at 10.00am (AEST) on Tuesday, 3 September 2024 ("Annual General Meeting" or "Meeting") at the Deniliquin RSL Club, 72 End Street, Deniliquin, New South Wales.

Agenda

Financial Reporting

Consideration of the Annual Financial Report, Directors' Report and Independent Audit Report for the year ended 30 April 2024.

Resolution 1 – Remuneration Report

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

"That the Remuneration Report for the year ended 30 April 2024 be adopted."

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.

Resolution 2 – Re-election of Dr. Andrew Crane

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

"That Dr. Andrew Crane, being eligible, be re-elected as a director of the Company for a period of three years."

Resolution 3 – Re-election of John Bradford

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

"Subject to John Bradford and Ian Mason having ceased to be members of the Rice Marketing Board on or before the date of the Annual General Meeting, that Mr John Bradford, being eligible, be elected as a director of the Company for a period of two years."

Resolution 4 – Re-election of Ian Mason

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

"Subject to John Bradford and Ian Mason having ceased to be members of the Rice Marketing Board on or before the date of the Annual General Meeting, that Mr Ian Mason, being eligible, be elected as a director of the Company for a period of two years."

By order of the Board



Kate Cooper
Company Secretary
1 August 2024

Additional Information

Material accompanying this Notice of Annual General Meeting

This Notice of Annual General Meeting ("Notice") should be read in conjunction with the explanatory notes and the Voting Information Schedule, which accompany and form 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:

- by, or on behalf of, a member of the Key Management Personnel ("KMP") whose remuneration is disclosed in the 2024 Remuneration Report and their closely related parties (regardless of the capacity in which the vote is cast); or
- as a proxy by a member of the KMP at the date of the Annual General Meeting and their closely related parties,

unless the vote is cast:

- as proxy for a person entitled to vote on Resolution 1 in accordance with a direction on the Voting Form; or
- as proxy by the Chairman of the Annual General Meeting for a person entitled to vote on Resolution 1 pursuant to an express authorisation to exercise the proxy as the Chairman decides even though the resolution is connected with the remuneration of the KMP.

Attendance at the Annual General Meeting

If you or your proxies, attorney or representative plan to attend the Annual General Meeting, please arrive at the venue at least 30 minutes before the scheduled time for commencement of the Annual General 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. To assist with the registration process on the day, please bring a copy of your Voting Form with you.

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

Explanatory Notes

Financial Report, Directors' Report and Independent Audit Report

The Corporations Act requires the Annual Financial Report, Directors' Report and Independent Audit Report of the Company and its controlled entities for the year ended 30 April 2024 to be laid before the Annual General Meeting. There is no requirement for a resolution on this matter. However, shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders as a whole at the Annual General Meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit. Shareholders can access the 2024 Annual Report on the ASX and the Company's website at: investors.sunrice.com.au.

Resolution 1 – Remuneration Report

The Remuneration report on pages 67 - 85 of the Company's 2024 Annual Report sets out the remuneration policies of the Company and reports on remuneration arrangements for the Company's KMP during the year ended 30 April 2024. A Class Shareholders as a whole will have a reasonable opportunity at the Annual General Meeting to ask questions about or make comments on the Remuneration Report.

The vote on Resolution 1 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.

Resolution 2 – Re-election of Director (Dr Andrew Crane)

Dr. Andrew Crane
Non-executive Independent Director
Non-Grower
BSc (Hons) PhD FAICD
Director since September 2018

Directors' Committees: Chair, Safety, Health and Sustainability. Member, Finance, Risk and Audit and Independent.

Dr Andrew Crane has more than 30 years' experience in agriculture, food processing, supply chains and international trade. He has held executive positions in Marketing, Trading, Manufacturing, Strategy and Business Development roles and more recently as CEO of the CBH Group.

He is currently the Chair of SI Investment Holdings Pty Limited and Cubbie Ag Services Pty Limited. Dr Crane is a Director of Viridis Ag Pty Ltd; Viridis Ag Services Pty Ltd; RAC WA Holdings Ltd and Committee for Perth Ltd.

He was formerly the Chancellor of Curtin University, retiring in April 2024. Dr Crane was also formerly a Director of Lawson Grains Pty Ltd, a Non-executive Director of Interflour Pte Ltd, one of Asia's largest flour milling businesses, operating in Indonesia, Vietnam and Malaysia, and the former Chairman of the Business Council of Co-operatives and Mutuals. Before moving to Australia from the UK in 2001 Dr Crane had a career in the European malting and brewing industry including roles in production, export sales and as Commercial Director.

In 2014 Dr Crane joined the Prime Minister's B20 Leadership Group when Australia hosted the G20 and worked on the Trade & Investment, Infrastructure and Education & Employment Taskforces contributing to the subsequent G20 meetings in Turkey, China, Germany and Argentina. He has attended senior management programs at Henley Management College, Kellogg School of Management North-western University, Harvard Business School and the International Directors Programme at INSEAD.

Dr Crane holds a Bachelor of Science in Environmental Studies, a PhD in Remote Sensing of Agriculture and is a Fellow of the Australian Institute of Company Directors.

The Board, with the assistance of the Nominations Committee, has reviewed the performance of Dr Crane and endorses his nomination as a candidate for re-election. The Board considered the skills, knowledge and experience that Dr Crane brings to the Board and his contribution to Board discussions. The Board considers Dr Crane to be independent.

For the reasons above, the Board (with Dr Crane abstaining) recommends that A Class Shareholders vote in favour of this resolution.

Resolutions 3 and 4 – Re-election of Directors (John Bradford and Ian Mason)

In accordance with the Company's Constitution, there are currently three (3) Grower Directors. Rule 11.1(k) of the Company's Constitution provides that the number of Grower Directors in Rule 11.1(a)(iii) will be increased to five (5) Grower Directors if there are no Elected RMB Members who satisfy Rule 11.1(a)(i) and consent to act. Mr Bradford and Mr Mason currently serve as Elected RMB members, following their formal re-appointment as Elected RMB members in February 2022 and subsequent confirmation by A Class Shareholders at the General Meeting on 1 June 2022.

As announced to the ASX on 28 May 2024, the NSW Government has introduced legislation to end statutory rice export marketing arrangements by 1 July 2025. As a result of this decision and subject to the *Rice Marketing Amendment Bill 2024 (NSW)* becoming law, then, prior to the Annual General Meeting, Mr Bradford and Mr Mason intend to resign from the RMB and seek re-election as Grower Directors of the Company.

If the *Rice Marketing Amendment Bill 2024 (NSW)* has not become law before the Annual General Meeting and Mr Bradford and Mr Mason are still RMB members, then resolutions 3 and 4 will not be put to A Class Shareholders. Instead, Mr Bradford and Mr Mason will continue to serve the Company as Elected RMB Directors.

The biographies, experience, skills and qualifications of Mr Bradford and Mr Mason are set out below.

Resolution 3 – Re-election of John Bradford

Non-executive Non-Independent Director
Grower Director
GAICD
Director since August 2015

Directors' Committees: Member, Finance, Risk and Audit, People and Remuneration, Nomination, and Grower Services.

Mr Bradford is the Deputy Chair of the Company. He was first appointed to the Board in August 2015 and was last confirmed as a Grower Director of the Company by A Class Shareholders at the General Meeting held 1 June 2022.

Mr Bradford is a fifth generation farmer whose family has been farming in the Riverina for over 100 years. He operates multiple properties producing food and fibre within the Riverina, and Western Victoria.

Mr Bradford has a long history of involvement with irrigation and rice industry bodies including through positions held on the NSW Irrigators' Council, the Murray Irrigation Board and as a branch delegate (Deniliquin) of the Ricegrowers' Association of Australia. He has been appointed as a Member of the Rice Marketing Board since 2015. Throughout his career Mr Bradford has demonstrated strong leadership skills including in the debate around water policy. His management and business skills are evident in his successful farming enterprise.

During his tenure at SunRice, Mr Bradford has held various roles including as Chair of the Grower Services Committee and of Rice Research Australia Pty Limited. Mr Bradford is currently the Chair of Trukai Industries Limited (PNG). He is also a member of the Rice Research Australia Pty Limited Committee.

The Board, with the assistance of the Nominations Committee, has reviewed the performance of Mr Bradford and endorses his nomination as a candidate for re-election. The Board considered the skills, knowledge and experience that Mr Bradford brings to the Board and his contribution to Board discussions.

For the reasons above, the Board (with Mr Bradford abstaining) recommends that A Class Shareholders vote in favour of this resolution.

Resolution 4 – Re-election of Ian Mason

Non-executive Non-Independent Director
Grower Director
MAICD
Director since February 2018

Directors' Committees: Member, Grower Services, Safety Health and Sustainability.

Mr Mason was first appointed to the Board in February 2018 and was last confirmed as a Grower Director of the Company by A Class Shareholders at the General Meeting held 1 June 2022.

Mr Mason operates a farming business near Finley in southern New South Wales where his family has farmed since 1913, and also at Barraba in Northern New South Wales.

Mr Mason has been involved in irrigation and rice growing since 1977. During his career Mr Mason has been actively involved in community and industry organisations including as the Chair of AgriFutures Australia Rice Advisory Panel (2007-2017), and serving as a member of the panel for 20 years. Mr Mason has also acted as the Delegate to the Central Executive of the Ricegrowers' Association of Australia (1995-2017). He has also been a member of the NSW State Water Murray Lower Darling Customer Services Committee, a member of the Berriquin Irrigators' Council and the Southern Riverina Irrigators, as well as a Board member of Southern Growers. He is also currently a Director of Trukai Industries Limited (PNG).

The Board, with the assistance of the Nominations Committee, has reviewed the performance of Mr Mason and endorses his nomination as a candidate for re-election. The Board considered the skills, knowledge and experience that Mr Mason brings to the Board and his contribution to Board discussions.

For the reasons above, the Board (with Mr Mason abstaining) recommends that A Class Shareholders vote in favour of this resolution.

Voting Information Schedule

Entitlement to vote

In accordance with the *Corporations Regulations 2001* (Cth), 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 Sunday, 1 September 2024.

Only holders of 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.

How to Vote

You may vote at the Annual General Meeting by:

- Attending the Meeting in person and voting;
- Casting your vote directly by using the Voting Form;
- Appointing up to two proxies to attend the Meeting and vote on your behalf by using the 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 A Class 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 Meeting 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 they hold one or more First A Class Shares; and
- one additional vote if they hold a Second A Class Share.

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.

Webcast

You will also be able to watch the Meeting by viewing the webcast by visiting meetings.linkgroup.com/SGL2024. Shareholders will not be able to vote, ask questions or make comments via the webcast.

a) Voting in person

To vote in person at the 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) Direct voting

You can directly cast your vote before the Meeting without attending the Meeting by using the 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 Voting Form for instructions on how to complete the form. Note that if you:

- Mark Box A but do not provide a voting direction on any resolution in Step 2, the Chairman of the 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, you will be taken not to have appointed a proxy and your direct votes will be counted.

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 10.00am (AEST) on Sunday, 1 September 2024 to be effective.

c) Voting by proxy

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

A Class Shareholders that are entitled to cast two 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 A Class Shareholder's votes.

A proxy need not be another shareholder.

The lodging of a Voting Form to appoint a proxy will not preclude an A Class Shareholder from attending in person and voting at the Meeting if the A Class Shareholder is entitled to attend and vote. If the A Class 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 Voting Form for instructions on how to complete the form.

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 10.00am (AEST) on Sunday, 1 September 2024 to be effective.

Further information on Voting Form and the Chairman of the Meeting

Please 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 A Class 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 (and without marking Box A), you will be taken to have appointed the Chairman of the Meeting as your proxy to vote on your behalf; or
- with voting directions and 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 Meeting as your proxy, or the Chairman becomes your proxy by default (as above), and you do not mark a box next to Resolution 1, then by completing and submitting the Voting Form, you will be expressly authorising the Chairman of the Meeting to vote as they see fit in respect of that Resolution even though it is connected with the remuneration of the Company's KMP.

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.

d) Voting by attorney

You may appoint an attorney to vote at the 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 10.00am (AEST) on Sunday, 1 September 2024 to be effective. Your appointment of an attorney does not preclude you from attending in person and voting at the Meeting. If an A Class Shareholder votes on any of the resolutions, their attorney is not entitled to vote and must not vote as that A Class Shareholder's attorney on that resolution.

e) Voting by corporate representative

To vote at the Meeting, an A Class 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 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 10.00am (AEST) on Sunday, 1 September 2024.

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** 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 fax** by successfully transmitting a facsimile to the Share Registry on +61 2 9287 0309.

Arrangements to vote jointly held A Class Shares

If you hold A Class Shares jointly with another person, you will be entitled to vote. However, if you and the other person with whom you jointly own A Class Shares both vote, only the vote of the A Class Shareholder whose name appears first in the Share Register will be counted to the exclusion of the other A Class Shareholder who has voted. All joint holders of shares are entitled to attend the Meeting.

Meeting outcome

The results of the Meeting will be available shortly after the conclusion of the Meeting 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 Meeting.

ABN: 55 007 481 156

LODGE YOUR VOTE

ONLINE
https://investorcentre.linkgroup.com

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

BY FAX
+61 2 9287 0309

ALL ENQUIRIES TO
Telephone: 1300 553 550 Overseas: +61 1300 553 550

X99999999999

VOTING FORM

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

STEP 1 Please mark either A or B

A VOTE DIRECTLY

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

in relation to the Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 3 September 2024,** and at any adjournment or postponement of the Meeting.

For your vote to count, you should mark either "for" or "against" for each item, and 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 Annual General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 3 September 2024 at Deniliquin RSL Club, 72 End Street, Deniliquin, 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, then by signing and submitting this form, 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.

STEP 2

VOTING DIRECTIONS

This form will only be valid and accepted by the Company if it is signed and received no later than 48 hours before the Meeting.

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

Resolutions	For	Against	Abstain*
1 Remuneration Report	☐	☐	☐
2 Re-election of Dr. Andrew Crane	☐	☐	☐
3 Re-election of John Bradford	☐	☐	☐
4 Re-election of Ian Mason	☐	☐	☐

* 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.

STEP 3

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, any of the shareholders 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).

SAMPLE

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 mark "For", "Against" or "Abstain" for each item. Note, if you mark the "Abstain" box for an item, your vote for that item will not be counted.

If you mark Box A but do not provide a voting direction on any resolution in Step 2, the Chairman of the Meeting will be deemed to be your appointed proxy for all resolutions.

If you mark both Box A and Box B, you will be taken not to have appointed a proxy and your direct votes will be counted.

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 submit a direct vote prior to the meeting, and then you attend the meeting, the Chairman has determined that your direct vote will not be cancelled unless you complete and submit a poll voting card on the day.

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 relevant box in Box B. 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 the relevant box in Step 1. If you do not identify a proxy at Box B (and without marking Box A), or if your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. If your named proxy attends the Meeting but does not vote on a poll on a resolution in accordance with your directions, the Chairman of the Meeting will become your proxy in respect of that resolution. A proxy need not be a shareholder of the Company.

PROXY VOTING BY THE CHAIRMAN OF THE MEETING

On a poll, the Chairman of the Meeting will vote directed proxies as directed and may vote undirected proxies as the Chairman of the Meeting sees fit. If the Chairman of the Meeting is your proxy or becomes your proxy by default, and you do not provide voting directions, then by submitting the Proxy Form you are expressly authorising the Chairman of the Meeting to exercise your proxy on resolutions that are connected directly or indirectly with the remuneration of KMP.

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. If you hold a Second A Class Share within the meaning of the Company's Constitution, both your votes will be voted in accordance with such a direction unless you indicate only to exercise one of your votes, or to exercise your two votes in different ways, 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 item of business, your proxy may vote as he or she chooses on that item. If you mark more than one box on an item your vote on that item will be invalid.

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, any of the shareholders 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 https://investorcentre.linkgroup.com.

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 **10:00am (AEST) on Sunday, 1 September 2024,** 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

https://investorcentre.linkgroup.com

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

QR Code

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link **https://investorcentre.linkgroup.com** into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

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

IMPORTANT INFORMATION

Link Group is now known as MUFG Pension & Market Services. Over the coming months, Link Market Services will progressively rebrand to its new name MUFG Corporate Markets, a division of MUFG Pension & Market Services.

SAMPLE

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.