

SunRice: Voting Information Schedule

1. Entitlement to vote

(a) Annual General Meeting

In accordance with Regulation 7.11.37 of 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 Tuesday, 20 August 2019.

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.

You will be entitled to vote at the Annual General Meeting if you are registered as an A Class Shareholder on the Share Register as at 7.00pm (AEST) on 20 August 2019.

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

2. How to vote

You may vote at the Annual General Meeting by:

- Attending the Annual General Meeting and voting in person;
- Appointing one proxy to attend the Annual General Meeting and vote on your behalf, using the corresponding proxy form that accompanies the Notice of Annual General Meeting;
- Appointing one attorney to attend the Annual General 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 Annual General Meeting and vote on your behalf, using a certificate of appointment of corporate representative.

Voting at the Annual General Meeting will be by way of poll, not a show of hands. Under the Constitution, on a poll each A Class Shareholder present has one vote. If you are appointed as proxy or attorney for one or more other A Class Shareholders, you will be entitled to cast your own vote and one vote for each of the A Class Shareholders you represent.

(a) Voting in person

To vote in person at the Annual General Meeting, you must attend the Meeting. You will be admitted to the Annual General Meeting and given a voting card on disclosure at the point of entry of your name and address.

(b) Voting by proxy

If you are not able to attend the Annual General Meeting but still wish to vote, you can do so by appointing a proxy to attend and vote on your behalf at the Meeting. A proxy form is enclosed with the Notice of Annual General Meeting.

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

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

The lodging of a proxy form will not preclude a Shareholder from attending in person and voting at the Annual General 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 shareholder's proxy on the resolution.

Please refer to the enclosed proxy form for instructions on how to complete the form.

In order for the appointment of a proxy to be valid, a duly signed proxy form (and, if the proxy form is executed under a power of attorney, the original power of attorney or a certified copy of the power of attorney or other authority under which it is signed) MUST be lodged with the Company's share registry, Link Market Services, ("Share Registry") by no later than:

- 10.30am (AEST) on 20 August 2019 (or, if the Annual General Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting) in any of the ways set out in the "Lodgement details" section below.

To use the online lodgement facility, Shareholders will need to login to the website using the holding details as shown on the proxy form. Select "Voting" and follow the prompts to lodge your vote. To use the online lodgement facility, Shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form). Please note the online lodgement facility will open by close of business on Monday, 15 July 2019.

A vote given in accordance with the terms of a proxy is valid despite the revocation of the proxy, unless notice in writing of the revocation has been received by the Share Registry by no later than 10.30am (AEST) on 20 August 2019 (or, if the Annual General Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

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

If you do not direct your proxy how to vote, the proxy may vote, or abstain from voting, as he or she thinks fit. If you instruct your proxy to abstain from voting, he or she is directed not to vote on your behalf, and the Shares the subject of the proxy appointment will not be counted in computing the required majority.

The Chairman intends to vote all valid undirected proxies on all resolutions at the Annual General Meeting in favour of those resolutions.

If you return your proxy form:

- Without identifying a proxy on it, you will be taken to have appointed the Chairman of the Meeting as your proxy vote on your behalf; or
- With a proxy identified on it but your proxy does not attend the Meeting, the Chairman of the Meeting will act in place of your nominated proxy and vote in accordance with any directions on your proxy form.

(c) Voting by attorney

You may appoint an attorney to vote at the Annual General Meeting. Your attorney need not be another Shareholder. Each attorney will have the right to vote on the poll and also to speak at the Meeting. Persons who are attending as an attorney should bring the original (or a certified copy) of the power of attorney or other authority under which it is signed to the Meeting, unless the Company has already noted it. The Chairman of the Meeting may require any person purporting to act as attorney to establish to the satisfaction of the Chairman that the person has been validly appointed as an attorney and is the person named in the power of attorney, failing which the person may be excluded from attending or voting at the Meeting.

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

- 10.30am (AEST) on 20 August 2019 (or, if the Annual General Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting) in any of the ways set out in the “Lodgement details” section below.

The attorney of a Shareholder will be admitted to the Annual General Meeting and given a voting card on providing at the point of entry to the Meeting, written evidence of their appointment, their name and address, and the name of their appointer. Your appointment of an attorney does not preclude you from attending in person and voting at the Meeting. If the Shareholder votes on any of the resolutions, their attorney is not entitled to vote and must not vote as that Shareholder’s attorney on that resolution.

(d) Voting by corporate representative

To vote at the Annual General Meeting, a Shareholder or proxy that is a corporation may appoint a person to act as its representative. Persons who are attending as a corporate representative for a corporation must be provided with written evidence of his or her appointment, being either a letter or certificate authorising him or her to act as the Shareholder’s representative (executed in accordance with the Shareholder’s constitution) or a copy of the resolution appointing the representative, certified by a secretary or director of the Shareholder.

An authorised corporate representative will be admitted to the Annual General Meeting and given a voting card on providing, at the point of entry to the Meeting, written evidence of his or her appointment as described above, including any authority under which that appointment is signed, the appointee’s name and address and the identity of their appointer. The Chairman of the Annual General Meeting may require any person purporting to act as a corporate representative to establish to the satisfaction of the Chairman that the person has been validly appointed as a corporate representative and is the person named in the instrument of appointment, failing which the person may be excluded from attending or voting at the Meeting.

A pro forma “Certificate of Appointment of Corporate Representative” may be obtained from the Share Registry. Copies of the form will be available at the Meeting or it can be downloaded from the Link Market Services website at www.linkmarketservices.com.au by selecting the Investor Services option, then selecting Forms and under the heading Holding Management.

The certificate should be lodged at the registration desk on the day of the Annual General Meeting or with the Share Registry by no later than:

- 10.30am (AEST) on 20 August 2019 (or, if the Annual General Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting) in any of the ways set out in the “Lodgement details” section below.

If a certificate is completed by an individual or corporation under power of attorney, the power of attorney, or a certified copy, must accompany the completed certificate unless the power of attorney has previously been noted by the Company.

(e) Lodgement details

Completed proxy forms, powers of attorney and certificates of appointment of corporate representative should be lodged in one of the following ways:

- By post, by using the enclosed reply paid envelope or, if you are outside Australia or do not use the reply paid envelope, to the Share Registry at the following address:

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

- By hand delivery to the Share Registry Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000; or
- By successfully transmitting a facsimile to the Share Registry on +61 2 9287 0309.

3. 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 A Class Shares are entitled to attend the Annual General Meeting.

4. Meeting outcomes

The results of the voting will be available shortly after the conclusion of the Annual General Meeting and will be announced to ASX once available. The results will also be published on SunRice's website (<http://www.sunrice.com.au/>) as soon as is practical after the Annual General Meeting.