



Notice of Annual General Meeting

Letter from the Chairman

Dear A Class Shareholders

I am pleased to announce that the 2020 Annual General Meeting of Ricegrowers Limited (ABN 55 007 481 156) ("the Company") will be held at 10.30am (AEST) on Friday, 28 August 2020 ("Annual General Meeting" or "Meeting") with registration commencing at 9.30am. A separate meeting of B Class Shareholders will be held immediately following the Annual General Meeting.

It is currently intended that the Annual General Meeting and B Class Shareholder 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 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.

Notice of Annual General Meeting Continued

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.

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.

Notice of Annual General Meeting Continued

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 10.30am (AEST) on Wednesday 26 August 2020.

A Class Shareholders are also encouraged to submit questions in advance of the Annual General Meeting 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 Board23 July 2020

Agenda

Financial Reporting

Consideration of the Annual Financial Report, Directors' Report and Independent Audit Report for the year ended 30 April 2020.

Remuneration Report - Resolution 1

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

"That the Remuneration Report for the year ended 30 April 2020 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.

Re-election of Mr Ian Glasson - Resolution 2

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

"That Mr Ian Glasson, being eligible, be re-elected as a director of the Company for a period of three years."

Re-election of Ms Luisa Catanzaro - Resolution 3

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

"That Ms Luisa Catanzaro, being eligible, be re-elected as a director of the Company for a period of two years."

Changes to the Constitution - Resolution 4

To consider, and if thought fit, to pass the following resolution as a special resolution:

"That the changes to the Company's constitution described in the Explanatory Note to this resolution be made with effect from the close of the Annual General Meeting."

By order of the Board

Kate Cooper Company Secretary 23 July 2020

Notice of Annual General Meeting

Continued

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 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 (Remuneration Report):

- by, or on behalf of a member of the Key Management Personnel ("KMP") whose remuneration is disclosed in the 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 a proxy by the Chairman of the Annual General Meeting for a person entitled to vote on Resolution 1 pursuant to an express authorization to exercise the proxy as the Chairman decides.

Attendance at Annual General Meeting

The Board strongly encourages you to attend the Meeting using the online platform. A Class shareholders should log in 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/SGLA20 into a web browser on a mobile or online device;
- A Class 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 commencement of the Meeting and will remain open until 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 Annual General Meeting in person, 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.

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 Reporting

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 2020 to be laid before the Annual General Meeting. There is no requirement for a formal resolution on this matter so there will be no formal resolution put to the meeting. However, shareholders 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 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 2020 Annual Report on the ASX and the Company's website.

Resolution 1 Remuneration Report

The Remuneration report on pages 59 to 73 of the Company's 2020 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 2020. A Class shareholders 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.

Resolutions 2 and 3 Re-election of Directors

Mr Ian Glasson and Ms Luisa Catanzaro, being eligible, offer themselves for re-election. Both directors were last elected by A Class shareholders in 2018 for a term of three years, meaning that they are not due to seek re-election until 2021. However, both directors are seeking re-election in 2020 to "smooth out" the re-election schedule, meaning re-elections are staggered across future years.

Biographies for both directors seeking-re-election are set out below.



Mr Ian Glasson Non-executive Independent Director Non-Grower BEng (Hons) MIEAust GAICD Director since 2016

Mr Glasson has significant career experience in the branded food and agribusiness sectors across several international markets. His professional experience has included direct interaction with grower and owner groups, and he has developed a strong knowledge of agribusiness integrated supply chains, commodity and financial markets, as well as experience with listed organisations and corporate transaction processes.

Mr Glasson first entered the branded food and agribusiness sectors in 1994, when he joined Goodman Fielder Limited, then Australia's largest food company, where he held several positions across the organisation, including General Manager of Goodman Fielder's global gelatin business and Managing Director of Goodman Fielder's international ingredients division.

Following three years as Managing Director of a joint venture between Gresham Partners and Rabobank between 2003 and 2006, Mr Glasson was the CEO of Sucrogen (formerly the sugar business of listed entity CSR, now owned by Wilmar) for seven years until 2013. Sucrogen's annual revenue was nearly \$2 billion, it produced nearly 50% of Australia's raw sugar and operated the largest sugar refining operations in Australia/New Zealand, as well as having a strong presence in the food and beverage sector and retail market.

From March 2013 until June 2016, Mr Glasson was the CEO of Gold Coin Group/Zuellig Agriculture, managing a portfolio of businesses that includes animal feed operations and farming ventures in eight countries throughout South-East Asia (including China) and included CB Norwood, a farm equipment business in New Zealand and Australia.

From November 2017 until June 2019, Mr Glasson was the CEO of PGG Wrightson Ltd a leading rural services business in New Zealand, listed on the New Zealand Stock Exchange.

Prior to a successful career in the branded food and agribusiness sectors, Mr Glasson spent the first 16 years of his career in the oil and gas sector with Esso in various management, planning and government affairs positions, including two years with Exxon (now Exxon Mobil) in the US.

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

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

Notice of Annual General Meeting Continued



Ms Luisa Catanzaro Non-executive Independent Director Non-Grower BComm FCA GAICD

Director since 2018

Ms Catanzaro has more than 30 years of professional experience in senior finance executive roles across a range of industries, including in the FMCG and agriculture sectors and with ASX listed companies.

From 2011 to 2015, Ms Catanzaro was Chief Financial Officer (CFO) of Lynas Corporation Limited, during a period of growth for the company when it was raising considerable amounts of capital and establishing operations in Malaysia.

Ms Catanzaro was CFO and Company Secretary of Dairy Farmers, the former dairy farmer co-operative, for four years from 2009 to 2013 and The Australian Agricultural Company Limited from 2001 to 2004, including being involved in its Initial Public Offering on the ASX.

Prior to these appointments, Ms Catanzaro held senior finance executive roles with Pioneer International Limited and as a senior audit manager at Arthur Andersen.

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

The Board (with Ms Catanzaro abstaining) recommends that A Class Shareholders vote in favour of this resolution.

Resolution 4 Changes to the Constitution

It is proposed that A Class shareholders approve the changes to the Constitution set out below. These changes reduce the maximum Board size by reducing the number of Elected RMB Members on the Board. It is currently intended that one Elected RMB Member will complete the end of their term as a Director in December 2021 and will not seek re-election.

Therefore, while the proposed changes to the Constitution will take effect from the end of the 2020 Annual General Meeting, the reduced maximum Board size will not become mandatory until the Elected RMB Members as at 1 May 2020 complete their terms as directors in December 2021.

The Rice Marketing Board has consented to these changes (subject to certain conditions, including that the changes are supported by a majority of A Class shareholders) and the agreements relating to the Company's Sole and Exclusive Export Licence will be formally updated to reflect the reduction in the number of Elected RMB Members who are appointed as Directors, subject to A Class Shareholder approval being obtained for this resolution at the Annual General Meeting.

The proposed amendments to the Constitution are set out below and a full copy of the proposed amended Constitution is also available on the Company's website.

Rule 11.1 Appointment and Removal of Directors

- (a) Subject to Rule 11.1(k) and (l), t∓he Board will comprise up to ten eleven (1011) Directors made up from the following categories, all of whom shall be natural persons and at least 18 years old:
 - (i) up to two three (2 3) Grower Directors who are Elected RMB Members and satisfy the qualification requirements of Rule 11.1(b)(i);
 - (ii) up to four (4) Non-Grower Directors who satisfy the qualification requirements of Rule 11.1(b)(ii) or 11.1(b)(iii) provided that only one (1) of such Directors may be an employee of the Company;
 - (iii) up to four (4) Grower Directors who satisfy the qualification requirements of Rule 11.1(b)(i) (not counting Directors elected under Rule 11.1(a)(i)).
- (b) A person is not eligible to be appointed or elected as a Director of the Company unless that person:
 - (i) holds, or is the Representative of a body corporate that holds, an A Class Share; or
 - (ii) is an employee of the Company; or
 - (iii) is, in the opinion of the Directors, a person with appropriate experience to be appointed or elected as a Director.
- (k) The number of Grower Directors in Rule 11.1(a)(iii) will be increased to six (6) Grower Directors if there are no Elected RMB Members who satisfy Rule 11.1(a)(i) and consent to act.
- (l) The Board will have until the Elected RMB Members as at 1 May 2020 complete their terms as directors in December 2021 to comply with the maximum Board size specified in Rule 11.1(a) (Effective Date). Prior to the Effective Date, Rule 11.1(a) should be read as permitting up to 11 Directors and Rule 11.1(a)(i) should be read as permitting up to 3 Grower Directors who are Elected RMB Members, each of which must satisfy the relevant qualification requirements in Rule 11.1(b).

In accordance with section 136(2) of the Corporations Act, this resolution is required to be passed by a special resolution (that is, passed by at least 75% of the votes cast by members entitled to vote on the resolution).

The Board unanimously recommends that A Class shareholders vote in favour of this resolution.





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



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VOTING FORM

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

0R

VOTE DIRECTLY

APPOINT A PROXY

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



Please mark either A or

in relation to the Annual General Meeting of the Company to be held at 10:30am on Friday, 28 August 2020, and at any adjournment or postponement of the Meeting.

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

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 law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am 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 \boxtimes

Resolutions

For Against Abstain*

1 Adoption of Remuneration Report

2 Re-election of Mr Ian Glasson

Re-election of Ms Luisa Catanzaro

Changes to the Constitution



* 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).

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, including where the Resolution is 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. All your shares will be voted in accordance with such a direction. 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.

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 **10:30am 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.



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)



ABN: 55 007 481 156

LODGE YOUR QUESTIONS

ON

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



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Please use this form to submit any questions about Ricegrowers 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 mo		
Performance or financial reports	A resolution being put to the AGM A resolution being put to the B Class	Future direction
Remuneration Report	Meeting	General suggestion
My question is for the auditor	Sustainability/Environment	Other
	` /	
Performance or financial reports	A resolution being put to the AGM	Future direction
Remuneration Report	A resolution being put to the B Class	General suggestion
My question is for the auditor	Meeting Sustainability/Environment	Other
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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
- 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

- 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

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



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.

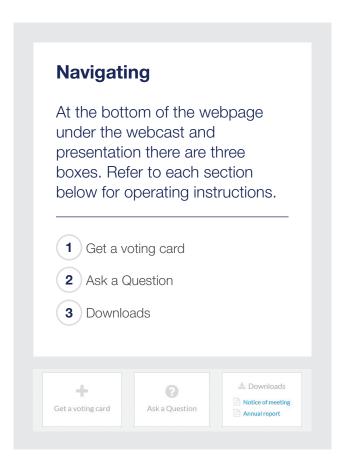
Step 1

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.





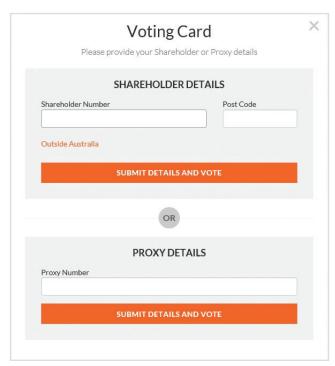
1. Get a voting card

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.)



This will bring up a box which looks like this.



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.

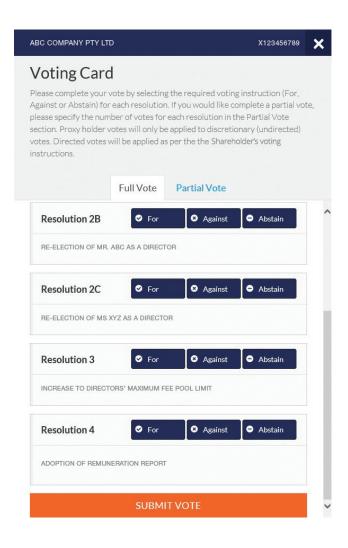
Once you have registered, your voting card will appear with all of the resolutions to be voted on by Shareholders at the Meetings (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to scroll up or down to view all resolutions.

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



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.

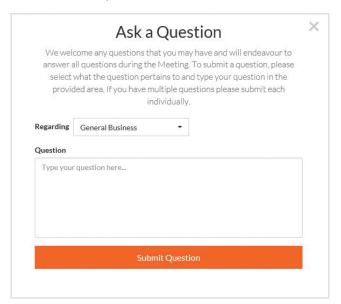
2. How to ask a question

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.



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

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

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.

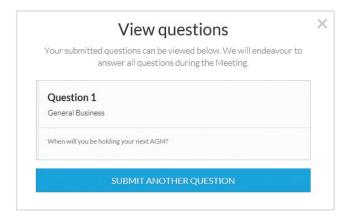
Note that not all questions are guaranteed to be answered during the Meetings, but we will do our best to address your concerns.

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.



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.

