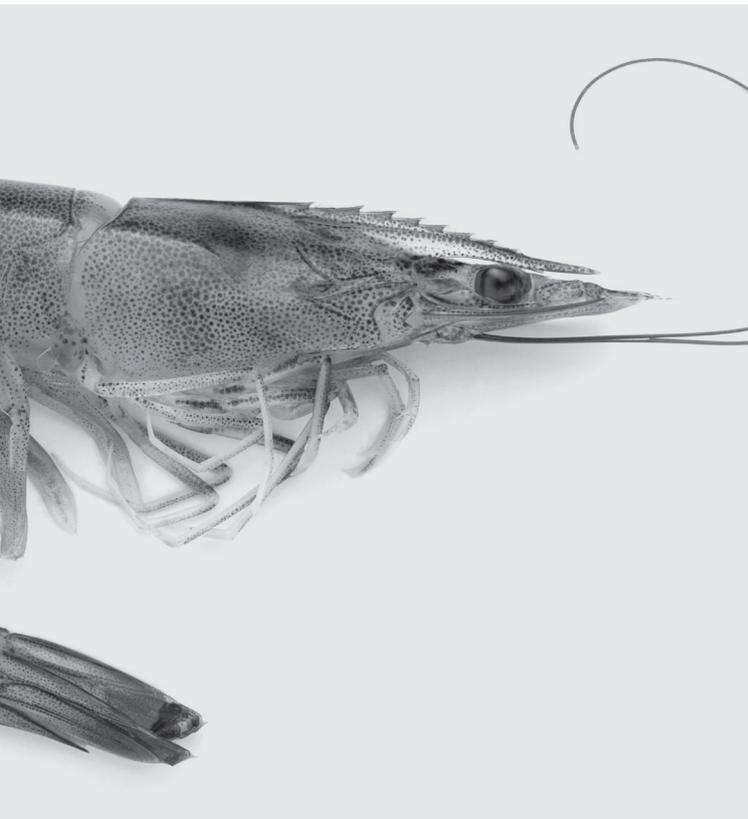


Enhanced capability
for growth

Notice of Annual
General Meeting
2019



Notice is hereby given that the 32nd Annual General Meeting (**Meeting**) of Ridley Corporation Limited (**Company**) will be held in the **Level 36 Meeting and Board rooms of KPMG, Tower 2, Collins Square, 727 Collins Street, Melbourne, Victoria, 3000** on **Monday, 25 November 2019** at 11.00am. Registration will commence at 10.00am.



Notice of Annual General Meeting

1. Financial Statements and Reports

To consider the Financial Statements, the Directors' Report and the Independent Auditor's Report for the Company for the year ended 30 June 2019.

2. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2019 be adopted."

The Remuneration Report is set out on pages 45 to 53 of the 2019 Annual Report. Please note that the vote on this item is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

No votes can be cast on this resolution by or on behalf of a member of Key Management Personnel (details of whose remuneration are disclosed in the Remuneration Report) or their Closely Related Parties (collectively referred to as a 'Prohibited Voter'). However, a Prohibited Voter may vote directed proxies on this resolution for someone other than a Prohibited Voter.

Further, a member of Key Management Personnel (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their Closely Related Parties may not vote as proxy on this resolution, unless it is a directed proxy and the vote is not cast on behalf of a Prohibited Voter. However, the Chairman can vote undirected proxies provided that the proxy expressly authorises the Chairman to do so.

3. Election of Directors

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

"That Mr David Lord, a Director retiring from office by rotation in accordance with rule 49 of the Company's Constitution, being eligible, be re-elected as a Director of the Company."

4. Election of Directors

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

"That Mr Ejnar Knudsen, a Director retiring from office by rotation in accordance with rule 49 of the Company's Constitution, being eligible, be re-elected as a Director of the Company."

5. Issue of Performance Rights to Managing Director

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

"That the Company approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue to the Company's Managing Director, Mr Quinton Hildebrand, of a number of indeterminate performance rights under the Ridley Corporation Limited Long Term Incentive Plan equal in value up to 170% of the Remuneration Package of the Company's Managing Director as at the effective date of grant, and valued at the five day Volume Weighted Average Price of Ridley shares immediately following the 26 August 2019 release of the 2019 financial year results on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this resolution by or on behalf of:

- a Director who may participate in the Ridley Corporation Limited Long Term Incentive Plan; and
- an Associate of that person.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, a member of Key Management Personnel and their Closely Related Parties may not vote as a proxy on this resolution if the appointment does not specify how the proxy is to vote. However, the Chairman can vote undirected proxies provided that the proxy expressly authorises the Chairman to do so.

A detailed explanation of the background and reasons for the proposed Resolutions are set out in the attached Explanatory Memorandum.

Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available proxies in favour of all Items.

By order of the Board



Alan M Boyd

Company Secretary

Date: 24 September 2019

Notice of Annual General Meeting continued

Voting Entitlements

Pursuant to regulation 711.37 of the Corporations Regulations, the Directors have determined that the shareholding of each member for the purposes of ascertaining voting entitlements for the Meeting will be as it appears on the share register at 7.00pm on Saturday, 23 November 2019. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.

Proxies

1. If you cannot attend the Meeting, you may appoint a proxy to attend and vote for you. A proxy may be a person or a body corporate, and need not be a shareholder of the Company. If you are entitled to cast 2 or more votes, you may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of your votes.
2. A member which is a body corporate and entitled to attend and vote at the Meeting, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the Meeting, may appoint an individual to act as its representative at the Meeting. The individual must be able to provide satisfactory evidence of his or her appointment as corporate representative prior to the commencement of the Meeting.
3. Your personalised proxy form is enclosed. Proxy voting instructions are provided on the back of the proxy form. Proxies must be received not less than 48 hours before the meeting, and be lodged:

By Fax

Australia 1800 783 447
Overseas +61 3 9473 2555

In Person

Registered Office

Level 4, 565 Bourke Street,
Melbourne, Victoria 3000

Share Registry

Computershare Investor Services Pty Ltd,
Yarra Falls, 452 Johnston Street,
Abbotsford, Victoria 3067

By Mail

Registered Office

Level 4, 565 Bourke Street,
Melbourne, Victoria 3000

Share Registry

Computershare Investor Services Pty Ltd,
GPO Box 242, Melbourne, Victoria 3001

Online

www.investorvote.com.au

Please submit your votes electronically by entering the control number on the front page of the proxy form and follow the prompts. For custodians who are subscribers of Intermediary Online, please submit your votes via www.intermediaryonline.com

4. If the proxy form is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the Chairman of the Meeting for full voting rights.
5. In relation to each of the remuneration-related resolutions (being Items 2 and 5), if the Chairman of the Meeting is appointed as your proxy, and you have not directed your proxy how to vote on the relevant resolution, please note that by completing and returning the proxy form accompanying the Notice of Meeting you will be expressly authorising the Chairman of the Meeting to exercise your undirected proxy on those resolutions even though they are connected with the remuneration of the Company's Key Management Personnel.

Explanatory Memorandum

This Explanatory Memorandum is an important document and should be read carefully.

Item 1. Financial Statements and Reports

As required by section 317 of the Corporations Act, the Financial Statements, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2019 will be laid before the meeting.

During this item, there will be a reasonable opportunity for shareholders to ask questions and comment on the above mentioned financial statements and reports. Shareholders will also be provided the opportunity to ask questions about the Company generally.

Shareholders will also have the right to question the auditors in connection with such matters as the Auditor's Report or the conduct of the audit. Written questions must be submitted no later than 5 business days before the Meeting and the written questions and answers will be available at and after the Meeting. There will be no formal resolution in respect of this item.

Item 2. Remuneration Report

A copy of the Remuneration Report is set out on pages 45 to 53 of the 2019 Annual Report and can also be found on the Company's website at www.ridley.com.au.

The Remuneration Report forms part of the Directors' Report for the financial year ended 30 June 2019, and contains information required by section 300A of the Corporations Act and accounting standard AASB124: *Related Party Disclosures*.

The Remuneration Report includes:

- a discussion of the Board's policy in relation to the nature and level of remuneration paid to Directors and senior executives of the Company and its controlled entities;
- a discussion of the relationship between the Board's remuneration policy and the Company's performance, including information about performance conditions; and
- details of the remuneration paid to each member of Key Management Personnel (including the Managing Director and each Non-Executive Director) for the financial year ended 30 June 2019.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on an ordinary resolution (a "spill resolution") that another general meeting be held within 90 days at which meeting those of the Company's Directors (other than the Managing Director) who held office when the resolution was passed to cause the Directors' Report to be considered at the second Annual General Meeting, must stand for re-election.

During this item of business, the members as a whole at the meeting, will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report.

Recommendation

Noting that each Director has a personal interest in their own remuneration as set out in the Remuneration Report, the Board of Directors recommends that shareholders vote in favour of Resolution 2.

Item 3. Election of Director

David Lord, MBA (Executive) MBS, Grad. Dip. Bus (Management) (Monash) MAICD

Independent Non-Executive Director

Appointed in April 2016, Mr Lord has enjoyed a senior management career primarily in consumer products and agribusiness, most recently as President and Chief Operating Officer of Saputo Dairy Division (Australia) and as CEO and Managing Director of Warrnambool Cheese & Butter Factory Company Limited (WCB) from 2010 to 2015. Between the years 2002 and 2009, David was CEO and Managing Director of Parmalat Australia, a national dairy food manufacturing company known for its Pauls, Ice Break, Vaalia and Smarter White brands. David has extensive experience in supply chain and in the domestic markets for consumer and industrial food products, and the marketing of Australian dairy products in the international commodity marketplace.

Other current listed company directorships

None.

Former listed company directorships in the last three years

None.

Recommendation

The Directors of the Company, other than Mr David Lord, recommend that shareholders vote in favour of this Resolution 3 and the Chair of the Meeting will be voting any open proxies in favour of it.

Item 4. Election of Director

Ejnar Knudsen, CFA

Mr Knudsen represents the interests of 19.73% shareholder AGR Agricultural Investments LLC (formerly known as Insitor Holdings, LLC) and AGR Partners, LLC.

Appointed in June 2013, Mr Knudsen is the CEO of AGR Partners, LLC, an associated entity of Ridley's largest shareholder, AGR Agricultural Investments LLC (formerly known as Insitor Holdings, LLC). Ejnar has more than 20 years of experience investing in and operating food and agriculture companies. Ejnar was Executive Vice President of Western Milling, a startup California grain and feed milling company that grew to over \$1 billion in sales. Ejnar spent 10 years as Vice President for Rabobank in New York managing a loan portfolio, equity investments, and corporate advisory services. Prior to founding AGR Partners, Ejnar was Co-Portfolio Manager of Passport Capital's Agriculture Fund and Craton Capital.

Other current listed company directorships

None.

Former listed company directorships in the last three years

None.

Recommendation

The Directors of the Company, other than Mr Ejnar Knudsen, recommend that shareholders vote in favour of this Resolution 4 and the Chair of the Meeting will be voting any open proxies in favour of it.

Explanatory Memorandum continued

Special Items of Business

Item 5. Issue of Rights to Managing Director

Resolution 5 seeks approval, for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the issue of performance rights under the Company's Long Term Incentive Plan (**LTIP**) to the Company's Managing Director, Mr Quinton Hildebrand, and for the issue of ordinary shares in the Company upon exercise of those performance rights.

The Company seeks the approval of the grant of the performance rights pursuant to ASX Listing Rule 10.14. If approval is granted under ASX Listing Rule 10.14, approval is not required under ASX Listing Rule 7.1.

5.1 Background

The LTIP was introduced in October 2006 and Mr Hildebrand is presently the only Director of the Company entitled to participate in the LTIP.

The participation of Mr Hildebrand (and other selected executives of the Company) in the LTIP is a result of the Company's decision to provide long term rewards that are linked to shareholder returns. Under the LTIP, selected executives and the Managing Director may be offered a number of Indeterminate Performance Rights (**Right(s)**).

Each Right provides the entitlement on exercise to acquire one fully paid ordinary share in the Company (**Share**) for nil consideration payable.

The Board has reviewed the terms and conditions of offers made in recent years under the LTIP, and in accordance with its discretion granted under the LTIP Rules, has resolved to make certain changes to the terms and conditions of offer for the 2020 financial year and thereafter. Rather than offer a set number of Rights for each participating employee as has been the methodology adopted in recent years, the number of Rights to be offered to participating executive employees will be determined by a fixed percentage of the executive's Remuneration Package as at the effective date of grant using a valuation for each Right equivalent to the Volume Weighted Average Price (**VWAP**) of Ridley shares traded during the five day period immediately prior to that date.

For the Managing Director, the fixed percentage of the Remuneration Package is 170%, divided into two tranches. The first tranche, Tranche A, represents 70% of the Remuneration Package while the second tranche, Tranche B, represents 100% of the Remuneration Package.

Under the LTIP, Rights vest at the conclusion of a three year performance period commencing on the effective date of grant of the Rights, provided that the following performance criteria are satisfied:

- that the employee is employed by the Company or another company within the Ridley Consolidated Group on the date of vesting (subject to certain exceptions including where employment ceases due to death, disability or redundancy more than 12 months into the performance period); and
- that over the performance period, the Company achieves a target performance level, as measured by reference to the Return on Funds Employed (**ROFE**) for Tranche A and to the Company's Total Shareholder Return (**TSR**) for Tranche B.

In acknowledgement of the 26 August 2019 appointment of Mr Hildebrand as Ridley's new Chief Executive Officer and Managing Director, in respect of this Resolution 5, the performance period will be from 1 September 2019 to 30 June 2022. In future years, the performance period will revert to an opening date of 1 July and closing date of 30 June.

ROFE is calculated as being the Ridley Consolidated Group Earnings Before Interest, Tax, Depreciation and Amortisation (**EBITDA**) for year three of the performance period (from 1 July 2021 to 30 June 2022 in respect of this Resolution 5) divided by the average of the Funds Employed (**FE**) at the start and end of that year.

TSR is expressed as a percentage and calculated as the sum of the cents per share increase in the Share price from the effective date of grant (being 1 September 2019 in respect of this Resolution 5) to the last day of the three year performance period (being 30 June 2022 in respect of this Resolution 5) plus the aggregate of cents per share dividends paid throughout the performance period, divided by the Share price at the effective date of grant. All Share prices adopted in the calculations comprise the five day VWAP immediately prior to the relevant start and end dates of the performance period.

The first \$1,000 of value for vesting Rights is paid to the employee in cash, with the remainder settled by way of Shares, with the allotment to exclude that number of Shares which is equivalent at the time of vesting to the \$1,000 of value paid in cash.

Where a participant ceases to be an Employee (and is not immediately employed by another company within Ridley) or submits a letter of resignation prior to the completion of a performance period, other than because of a Qualifying Reason, any Rights of the participant in relation to that performance period expire at the earlier time of termination or the submission of the letter of resignation and the participant is treated as having never held those Rights.

Where a participant ceases to be an employee (and is not immediately employed by another company within the Ridley Consolidated Group) or submits a letter of resignation prior to the completion of a performance period due to a Qualifying Reason, any Rights of the participant in relation to that performance period are forfeited in the same proportion as the remainder of the performance period bears to the three year performance period and the surviving Rights are tested for possible vesting at the date of the employee's departure.

A summary of the terms of the LTIP is set out in Schedule 1 to this Notice of Meeting. A description of the LTIP and its historical application for the 2019 and 2018 financial years can also be found in the Remuneration Report on pages 47 and 48 of the Company's 2019 Annual Report. A copy of the LTIP Rules will be made available free of charge if requested by a shareholder from the Company Secretary.

5.2 Terms of the proposed issue of Rights

Timing of issue

If approved by shareholders, the Rights will be issued before 31 December 2019.

Consideration for issue and exercise

The Rights issued to Mr Hildebrand will be issued for nil consideration payable, and each Right will provide the entitlement on exercise to acquire one fully paid ordinary Share for nil consideration.

Maximum number of Rights

The maximum number of Rights which may be acquired by Mr Hildebrand under the shareholder approval being sought is 1,133,488, being the number of performance rights under the LTIP equal in value up to 170% of the Remuneration Package of the Company's Managing Director as at, and valued at the five day Volume Weighted Average Price of Ridley shares immediately prior to, the 1 September 2019 effective date of grant.

Details of Rights previously granted under the LTIP to Directors or their associates

Mr Hildebrand is presently the only Director of the Company entitled to participate in the LTIP.

No Director of the Company, nor any associate of any such Director, has received any Rights since the date

of the last approval of 600,000 Rights to former Managing Director Mr Tim Hart at the 2018 Ridley Annual General Meeting. Mr Hart's employment terminated on 27 June 2019.

Performance hurdles

The number of Rights that vest and Shares to be allocated to the Managing Director at the end of the Performance Period is to be determined by reference to the schedule below.

In order for the Managing Director to receive his full entitlement to Shares with respect to Tranche A, the Company must have achieved an EBITDA to Funds Employed percentage of 30% or more.

If the Company's EBITDA to Funds Employed percentage is less than 19% over the relevant performance period, then all Tranche A Rights will lapse and be cancelled.

In order for the Managing Director to receive his full entitlement to Shares with respect to Tranche B, the Company must have achieved a Total Shareholder Return over the entire performance period in excess of 70%.

If the Company's Total Shareholder Return for the three year performance period is less than 30%, then all Tranche B Rights will lapse and be cancelled.

5.3 Other information

A voting exclusion statement is set out immediately beneath Resolution 5 in this Notice of Meeting.

No loans have been or will be provided by the Company in relation to the issue of Rights to, or the exercise of Rights by, Mr Hildebrand under the LTIP.

Details of any Rights issued to a Director or their associates under the LTIP are published in the Company's Annual Report relating to the period in which the Rights have been issued. The Annual Report also contains a statement that shareholder approval for the issue of the Rights was obtained under ASX Listing Rule 10.14.

Any person other than Mr Hildebrand who becomes entitled to participate in the LTIP, and who requires approval to participate in the LTIP under ASX Listing Rule 10.14, will not be issued Rights until that approval is obtained under ASX Listing Rule 10.14.

Recommendation

The Non-Executive Directors of the Company recommend that shareholders vote in favour of Resolution 5.

Tranche A: EBITDA/Funds Employed

Performance hurdles	Potential vesting
<19%	Nil.
19% – 30%	50% – 100% of Rights equal in value to 70% of Remuneration Package as at, and valued at the five day VWAP immediately prior to, the effective date of grant of the Tranche A Rights. Progressive vesting to be on a pro rata straight line basis.
> 30%	100% of Rights equal in value to 70% of Remuneration Package as at, and valued at the five day VWAP immediately prior to, the effective date of grant of the Tranche A Rights.

Tranche B: Total Shareholder Return

Performance hurdles	Potential vesting
< 30%	Nil.
30% – 70%	25% – 100% of Rights equal in value to 70% of Remuneration Package as at, and valued at the five day VWAP immediately prior to, the effective date of grant of the Tranche B Rights. Progressive vesting to be on a pro rata straight line basis.
> 70%	100% of Rights equal in value to 100% of Remuneration Package as at, and valued at the five day VWAP immediately prior to, the effective date of grant of the Tranche B Rights.

Schedule 1

Summary of the terms of the Ridley Corporation Limited Long Term Incentive Plan (LTIP)

A summary of the key terms and conditions of the LTIP is set out below. A copy of the LTIP Rules will be made available free of charge by the Company if requested by a shareholder. All requests should be addressed to the Company Secretary.

Capitalised terms used in this summary have the meaning in the LTIP Rules, unless otherwise indicated.

Performance rights

Under the LTIP, the Board of the Company may issue Rights to eligible employees, where a Right means any right of a LTIP participant to be allocated a fixed cash payment of \$1,000 plus an indeterminate number of fully paid ordinary shares in the Company (**Shares**) subject to certain performance criteria.

The number of Rights granted to a holder represents the maximum number of Shares that the holder may acquire under the LTIP on exercise of the Rights. The offer and allocation of Rights may comprise up to two tranches, Tranche A and Tranche B, each of which will be subject to separate performance hurdles. The actual number of Shares that could be acquired by the holder on exercise of the Rights depends on satisfaction of the relevant performance criteria (explained below). On this basis, the number of Shares allocated to the holder on exercise of Rights under the LTIP may be lower, but cannot be higher, than the number of Rights held.

Entitlement to participate

The Board may in its absolute discretion make an offer of Rights to an Eligible Employee selected by the Board, on the terms and conditions determined by the Board. An Eligible Employee means, in relation to such an offer, any employee of the Ridley Consolidated Group (excluding a non-executive director of the Company but including a full or part time executive director, employee, consultant, officer or contractor of the Company or any other company within the Ridley Consolidated Group) who is invited by the Board to participate in the LTIP.

Vesting of Rights and allocation of Shares

The Performance Period for a grant of Rights is the period of time during which the Performance Criteria, each as specified in the offer letter, must be satisfied. The date upon which the Performance Period ends is referred to as the Test Date.

The Company's performance as at the Test Date will be tested in accordance with the Performance Criteria (set out below). Having regard to such performance, the Company will determine the number of Shares to be allocated to a holder (if any).

Once the Company has determined the number of Shares that it is required to allocate, it will make that allocation as soon as reasonably practicable.

Performance Criteria

In order for the Rights to vest and Shares to be allocated to a holder, the following Performance Criteria will need to be satisfied:

(a) Employment Condition

Either the holder must still be employed by the Company at the Test Date, or his or her employment with the Company will need to have ceased prior to that date for a "Qualifying Reason," defined within the LTIP Rules as meaning:

- (a) the death, total and permanent disability or redundancy of the Participant as determined by the Board in its absolute discretion;
- (b) the Participant ceases to be employed by a company within the Group as a result of a company ceasing to be a member of the Group, or a company in the Group selling a business it conducts other than to another company in the Group;
- (c) the Participant ceases to be employed by a company within the Group as a result of a Company-initiated termination for reasons other than cause; or
- (d) any other reason as determined by the Board in its absolute discretion.

Where a Participant ceases to be an Employee (and is not immediately employed by another company within the Group) or submits a letter of resignation prior to the completion of a Performance Period, other than because of a Qualifying Reason, any Indeterminate Rights of the Participant in relation to that Performance Period expire

at the earlier time of termination or the submission of the letter of resignation and the Participant is treated as having never held those Rights.

Where a Participant ceases to be an Employee (and is not immediately employed by another company within the Group) or submits a letter of resignation prior to the completion of a Performance Period due to a Qualifying Reason, any Indeterminate Rights of the Participant in relation to that Performance Period are forfeited in the same proportion as the remainder of the Performance Period bears to the three year Performance Period and the surviving Rights are tested for possible vesting at the date of the employee's departure.

(b) Company Performance Condition

In addition, the Company must have achieved a certain target performance level, measured over the Performance Period by reference to the performance hurdles associated with the relevant tranche of Rights.

Number of Shares to be allocated to a holder

The number of Rights that vest and Shares to be allocated to the participating employees at the end of the Performance Period are to be determined by reference to the Performance Criteria applicable to the relevant tranches of Rights on issue.

Valuation of Rights

For the purposes of determining the number of Rights to be offered to eligible employees, the valuation of Rights occurs at the effective date of grant using the five day VWAP immediately prior to the effective date of grant.

For accounting purposes and in accordance with the requirements of Australian Accounting Standard AASB 2 Share Based Payments, the Rights are valued using appropriate and widely accepted valuation methodologies which take into account the effective date of grant of the Offer, the Company's Share price at that date, the nil exercise price of the Rights, and the Company's Share price volatility. Under Australian accounting standards this value will be expensed progressively over the Performance Period. The Company engages an independent, professional valuer to conduct this AASB 2 calculation.

Lapse of Rights

Regardless of the number of Shares allocated after the Test Date, all Rights that vest on the Test Date will then lapse and the holder will have no other rights with respect to them.

Rights will also lapse if:

- a forfeiture event occurs (as determined by the Board);
- the holder ceases to be an employee (subject to the exceptions explained above); or
- the holder has (in the reasonable opinion of the Board) acted fraudulently, dishonestly or in material breach of his or her obligations to the Company.

Limitations on the number of Shares that may be issued

Under the LTIP, the Board must not make an Offer of Rights if the total number of Shares that have not been approved by shareholders and that are the subject of Rights (and any other entitlements to Shares, whether under this LTIP or other employee incentive schemes) at the time of the Offer exceeds (or would exceed) 5% of the Company's total number of Shares on issue at that time.

Restrictions on dealing with Rights and Shares

(a) Rights

The holder cannot transfer, assign or novate Rights without the approval of the Board, and Rights will not be listed for quotation on any stock exchange.

(b) Shares

One of the purposes of the LTIP is to encourage employees to share in the ownership of the Company. As a result, the LTIP imposes certain restrictions on when a holder can dispose of Shares allocated to the holder under the LTIP.

In particular, a holder will only be able to dispose of, or transfer, Shares issued under the LTIP if:

- the seventh anniversary of the date of grant of the Rights has occurred;
- the holder has ceased to be an employee (and was not immediately employed by another company within the Group);

- there was a successful takeover or scheme of arrangement in respect of the Company; or
- the holder received written consent from the Board in extenuating circumstances.

In addition, if Shares are allocated to a holder under the LTIP and remain subject to disposal restrictions, they are subject to forfeiture at the discretion of the Board if the holder's employment is terminated for cause or he or she has acted fraudulently, dishonestly or in material breach of his or her obligations to the Company.

Consequences of a Change of Control Event

If a Change of Control Event (as explained below) occurs during the Performance Period, the Test Date for the Performance Period will be brought forward and the date of the Change of Control Event will be deemed to be the Test Date.

The Company's performance will be tested as at that deemed Test Date in accordance with the Performance Criteria explained above, and the holder will be entitled to be allocated such number of Shares as is determined by reference to the ROFE and TSR performance achieved by the Company for the respective tranches as explained above.

For the purposes of the LTIP, a Change of Control Event occurs if a third party obtains a relevant interest in greater than 50% of the Company's Shares, the Company's Board recommends a takeover bid for the Company, or if the Board determines, in its absolute discretion, that a change of control has occurred prior to the acquirer exceeding 50% ownership due to a takeover bid or scheme of arrangement or similar event.

However, if the new controller has shares listed on the ASX, the holder may agree with the Company to forgo this right and to require the Board to take all reasonable steps to enable the holder to be issued new rights relating to securities in the new controller, so as to provide an incentive on substantially similar terms.

Adjustments

If (before the Test Date) the Company makes any new issue of securities, or other alterations to its capital by way of a rights issue, bonus issue or other distribution of capital, reduction of capital, or reconstruction of capital:

- the Board will reconstruct the number of Rights granted to the holder to the extent, if any, required to comply with the ASX Listing Rules; and
- the Board may make adjustments to the number of Rights granted to the holder on any other basis it sees fit in its absolute discretion.

If the Company declares and pays a special dividend to holders of all issued Shares, the Board may in its absolute discretion, with effect from the time of declaration of the special dividend, make adjustments to the number of the holder's Rights to take into account the effect of that special dividend.

Amendments

The Board has power to amend at any time all or any of the provisions of the LTIP and the terms and conditions of an Offer. However, the Board cannot do so without the consent of a Participant if the amendment would prejudicially affect the existing rights of a Participant, with the exception that (even in those circumstances) the Board may make an amendment if it is primarily for the purpose of complying with present or future law, to correct any manifest error or mistake, or to take into consideration possible adverse tax implications in respect of the LTIP.

In addition, the Board has power (subject to the ASX Listing Rules) to waive in whole or in part any of the Performance Criteria or other terms or conditions applicable to a Participant's Rights if:

- a Change of Control Event occurs or is likely to occur; or
- the Participant ceases to be an Employee.

Termination

The Board can terminate the operation of the LTIP at any time, so long as doing so does not prejudicially affect the existing rights of existing Participants.

Glossary

Associate has the same meaning as in the ASX Listing Rules.

ASX Listing Rules means the Listing Rules of ASX Limited.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependant of the member or of the member's spouse; or
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- a company that the member controls; or
- a person prescribed by the Corporations Regulations.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

EBITDA means the Ridley Consolidated Group Earnings Before Interest, Tax, Depreciation and Amortisation for the relevant period.

FE means the average of the opening and closing Ridley Consolidated Group Funds Employed for the relevant reporting period.

Key Management Personnel has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Director of the Company.

ROFE means the sum of EBITDA divided by FE for the relevant period, expressed as a percentage.

TSR means Total Shareholder Return calculated having regard to, broadly, the movement in share price over the performance period on the assumption that all dividends are reinvested.

Questions from Shareholders

Please use this form to submit any questions concerning the Company that you would like us to respond to at the Meeting. Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in the accompanying Notice of Meeting and Explanatory Memorandum.

We will respond to as many of the more frequently asked questions as possible at the Meeting. Please note we will not be able to reply individually.

Please return this form to the Company's Share Registry, Computershare by fax to (03) 9473 2555 by no later than Monday, 18 November 2019.

Shareholder's name

Address

Question(s): Please tick box if it is a question directed to the Auditor



