

NOTICE OF ANNUAL GENERAL MEETING 2016

RURALCO HOLDINGS LIMITED
ABN 40 009 660 879



The Annual General Meeting (AGM) of Ruralco Holdings Limited (the Company) will be held at the Sofitel Sydney Wentworth (Hobart Room), 61 - 101 Phillip Street, Sydney in New South Wales on 19 February 2016 at 12pm.

BUSINESS OF THE MEETING

ORDINARY BUSINESS

1. Financial Report for the year ended 30 September 2015

To receive and consider the Annual Financial Report of the Company and its controlled entities for the financial year ended 30 September 2015 including the report of the Directors, Directors' Declaration and Independent Auditors Report.

Note: There is no requirement for shareholders to approve these reports.

2. Adoption of the Remuneration Report for the Year ended 30 September 2015

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

"That the Remuneration Report for the year ended 30 September 2015 (set out on pages 31-48 of the Company's Annual Report 2015) be adopted."

The Board unanimously recommends that Shareholders vote in favour of this resolution.

NOTES:

- This resolution is advisory only and does not bind the Company or the Directors.
- The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's future remuneration policies.
- If at least 25% of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, the Company must put to the vote at the second of those AGMs a resolution (the "spill resolution") that another shareholders' meeting (the "spill meeting") be held within 90 days at which all of the Company's directors (other than the Managing Director) will cease to hold office immediately before the end of the spill meeting and will seek re-election.

3. Re-Election of Directors

(a) John Tuskin

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

"That John Tuskin, who retires by rotation in accordance with clause 20.2 of the Company's Constitution, being eligible, is re-elected as a Director of the Company."

Information about Mr Tuskin appears in Section 3(a) of the Explanatory Notes to this Notice of Meeting.

The Board (with Mr Tuskin abstaining) unanimously recommends you vote in favour of this resolution.

The Chairman of the AGM intends to vote undirected proxies in favour of Mr Tuskin's re-election.

(b) Elizabeth Johnstone

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

"That Elizabeth Johnstone, who retires by rotation in accordance with clause 20.2 of the Company's Constitution, being eligible, is re-elected as a Director of the Company."

Information about Ms Johnstone appears in Section 3(b) of the Explanatory Notes to this Notice of Meeting.

The Board (with Ms Johnstone abstaining) unanimously recommends you vote in favour of this resolution.

The Chairman of the AGM intends to vote undirected proxies in favour of Ms Johnstone's re-election.

4. Approval of Increase in Total Directors' Remuneration

That for the purposes of ASX Listing Rule 10.17, the Company's constitution and for all other purposes the maximum aggregate amount of fees that may be paid to all non-executive Directors as a whole be increased by \$150,000 to \$850,000 (per annum), such amount to be inclusive of superannuation guarantee charge contributions, effective from 1 March 2016.

For voting exclusion statements please see the Explanatory Notes.

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VOTING EXCLUSION STATEMENT

In accordance with the ASX Listing Rules and the Corporations Act 2001 (Cth) (the Act), the Company will disregard any vote(s) cast on the following resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
RESOLUTION 2 - ADOPTION OF THE REMUNERATION REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015	<p>The Act prohibits a member of key management personnel (KMP) and their closely related parties from voting in any capacity (eg, as a shareholder, proxy or corporate representative).¹ The 2015 Remuneration Report identifies the Company's KMP for the financial year to 30 September 2015.</p> <p>The prohibition does not apply:</p> <ul style="list-style-type: none">• If the person has been appointed as a proxy by writing that specifies how the proxy is to vote on Resolution 2, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.• To the Chairman of the AGM as proxy where the proxy appointment expressly authorises the Chairman of the AGM to exercise an undirected proxy. If a shareholder appoints the Chairman of the AGM as their proxy and the shareholder does not direct the Chairman of the AGM how to vote on Resolution 2, the shareholder may authorise the Chairman of the AGM in respect of Resolution 2 to exercise the proxy notwithstanding that Resolution 2 is directly or indirectly with the remuneration of a member of the Company's KMP. <p>The Chairman of the AGM intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of Resolution 2.</p>
RESOLUTION 4 - APPROVAL OF INCREASE IN TOTAL DIRECTORS' REMUNERATION	<p>In accordance with the requirements of the ASX Listing Rules the Company will disregard any votes cast on resolution 4 by:</p> <ul style="list-style-type: none">• All Directors; or• Any associate of any of them. <p>However, the Company will not disregard a vote if:</p> <ul style="list-style-type: none">• 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• The Chairman of the AGM as proxy casts it for a person who is entitled to vote in accordance with the directions on the proxy form to vote as the proxy decides. <p>For the purposes of section 250BD of the Act:</p> <ol style="list-style-type: none">1. a vote must not be cast on Resolution 4 by a KMP or a closely related party of a KMP, acting as proxy, if their appointment does not specify the way the proxy is to vote on Resolution 4. However this voting exclusion does not apply if the KMP is the Chairman of the AGM acting as proxy and their appointment expressly authorises the Chairman of the AGM to exercise the proxy even if that item is connected directly or indirectly with the remuneration of a member of the KMP; and2. if you appoint the Chairman of the AGM as your proxy, and you do not direct your proxy how to vote on Resolution 4 on the proxy form, you will be expressly authorising the Chairman of the AGM to exercise your proxy even if Resolution 4 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman of the AGM. <p>The Chairman of the AGM intends to vote undirected proxies (where the Chairman of the AGM has been appropriately authorised) in favour of Resolution 4.</p>

If you do not wish to appoint the Chairman of the AGM to vote on the resolutions in the manner indicated above, the Company encourages you to complete the voting directions by marking either 'For', 'Against' or 'abstain' in the Proxy Form for the relevant resolutions.

Notes on voting and Explanatory Notes follow, and a Proxy Form is enclosed.

By order of the Board

Angie Somann-Crawford
Company Secretary
Dated: 1st December 2015

¹ Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Their closely related parties are defined in the Act and include certain members of their family, dependents and companies they control.

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EXPLANATORY NOTES

1. Financial Reports

Resolution 1 asks shareholders to receive and consider the Financial Reports, the reports of the Board of Directors and external auditors for the year ended 30 September 2015. The Financial Reports for consideration at the Annual General Meeting (AGM) will be the full Financial Report. Any shareholder wishing to receive a copy of the full Financial Report should contact the Company's share registry, Computershare Investor Services Pty Limited (Computershare), and a copy will be provided free of charge.

A brief overview of the financial and operating performance of the Company and its controlled entities (Ruralco Group) during the year ended 30 September 2015 will be provided during the AGM.

While the Corporations Act 2001 (Cth) (the Act) requires the Annual Financial Report of the Ruralco Group, including the Report of the Directors, Directors' Declaration and Independent Auditor's Report for the year to be laid before the AGM, neither the Act nor the Company's Constitution requires shareholders to vote on, approve or adopt those reports.

Shareholders will however have the opportunity at the AGM to raise questions about or to comment on those reports and the management and performance of the Company.

Shareholders will also have a reasonable opportunity at the AGM to ask questions of the Company's external auditor, KPMG, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the AGM, written questions to the Chairman about the management of the Company, or to the Company's Auditor about the content of the Auditor's Report or the conduct of the audit may be submitted no later than 5 business days before the date of the AGM to Computershare at the address on the enclosed reply envelope or by facsimile to +61 3 9473 2555. Shareholders may also submit their written questions directly to the Company at our registered office at 273C Kennedy Drive, Cambridge, Tasmania, 7170.

2. Adoption of the Remuneration Report

Pursuant to section 250R(2) of the Act, the Company is required to present the 2015 Remuneration Report to shareholders for consideration and adoption at the AGM. The Remuneration Report is set on pages 31-48 of the Company's Annual Report 2015. It is also available on the Company's website at www.ruralco.com.au. The report:

- explains the structure of and rationale behind the Company's remuneration practices and the link between the remuneration of employees and the Company's performance;
- sets out remuneration details for each director and for each key management person including the Company's specified executives; and
- makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

A reasonable opportunity will be provided for shareholders to ask questions about, or comment on, the Remuneration Report at the AGM.

The resolution is advisory only and does not bind the Company or its Directors. Of itself, a failure of shareholders to pass Resolution 2 will not require the Directors to alter any of the arrangements in the 2015 Remuneration Report. The Board will however consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the AGM when reviewing the Company's future remuneration policies.

Consequence of voting against Resolution 2

Under the Act, if at least 25% of the votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, the Company must put to the vote at the second of those AGMs a resolution (the "spill resolution") that another shareholders' meeting (the "spill meeting") be held within 90 days at which all of the Company's directors (other than the Managing Director) will cease to hold office immediately before the end of the spill meeting and will seek re-election.

Noting that each Director has a personal interest in their own remuneration from the Company as described in the 2015 Remuneration Report, the Board considers that the remuneration policies adopted by the Company are appropriate and unanimously recommends that shareholders vote in favour of Resolution 2.

3. Election of Directors

The Company's constitution requires that one-third of the Directors (other than the Managing Director) retire at each AGM, with re-election possible after each term. Since Mr Tuskin and Ms Johnstone were last elected in 2014 and 2015 respectively, they retire as Directors at the end of the AGM and, each being eligible, offer themselves for re-election.

The Board sets out below the profile of the Directors who are standing for re-election and election.

3(a). John H Tuskin – MAICD

Non-executive Director. Member of the Investment Committee and Audit, Risk & Corporate Governance Committee.

Appointed to the Board on 1 October 2013, John is the Managing Director of TP Jones & Co Pty Ltd, the Combined Rural Traders (CRT) member in Youngtown and Longford, Tasmania. John is also a non-executive director of XLD Grain Pty Ltd, an independent grain trading business based in Tasmania, and previously served as chairman of the CRT National Council. John is involved at state level with various agricultural based steering committees.

John brings expertise in the agricultural sector, business, risk management and financial management.

3(b). Elizabeth Johnstone – LLB, MA(Hons), BA(Hons), FAICD

Non-executive Director. Chair of the Audit, Risk & Corporate Governance Committee, Member of the Nomination and Remuneration Committee.

Appointed to the Board on 1 September 2014, Elizabeth is currently a director of ASX Compliance Pty Ltd, the KinCare Group of Companies (Chair), Macquarie University Hospital

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Operations Ltd (member of the Audit & Risk Committee) and the Royal Flying Doctor Service, South East Section (Chair of Audit & Risk Committee) and the Sydney Writers' Festival.

Elizabeth was previously a corporate partner and practice head for company law and governance at a top tier legal firm, and is a former Business and Professional Women's Association/ QANTAS Business Woman of the Year.

Elizabeth brings significant experience in transformation programs, risk management and legal advice.

Increase in Total Directors' Remuneration

The increase is sought to accommodate incremental fee increases and the addition of another Director (if required in the future). No securities have been issued to a non-executive director under ASX Listing Rule 10.11 or 10.14 with the approval of the Company's shareholders at any time within the preceding 3 years of the date of this Notice of Meeting.

NOTES

RULES OF ELECTION

1. The Board has determined the following rules to apply to the election:
 - (a) a shareholder may vote for or against (or abstain from voting) in respect of the appointment of all or any of the candidates;
 - (b) to be elected, a candidate must receive the votes in favour of their appointment being 50% or more of all votes cast in respect of them (disregarding abstentions);
 - (c) if there are more than 2 candidates who qualify to be elected under paragraph 1b, the candidates to be appointed will be determined in the order of the number of votes in favour of their appointment (from highest to lowest); and
 - (d) if there is an equality of votes for the last position(s), the candidates to be appointed will be determined by drawing lots.

DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth) and ASX Settlement Operating Rule 5.6.1, the Directors have determined that for the purposes of the AGM, Shares will be taken to be held by the persons who are registered as shareholders as at 7.00pm Australian Eastern Daylight Savings Time (AEDST) on Wednesday 17 February 2016. This means that any person registered as the holder of a share at 7.00pm (AEDST) on Wednesday 17 February 2016 is entitled to attend and vote at the AGM in respect of that share. Transactions registered after that time will be disregarded in determining the shareholders entitled to attend and vote at the AGM.

PROXIES

If you are a shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a shareholder of the Company and can be an individual or a body corporate.

If you want to appoint one proxy, please use the form provided. If you want to appoint two proxies, please follow the instructions on the front page of the proxy form.

The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies neither proxy may vote on a show of hands.

If you appoint a proxy who is also a shareholder or is also a proxy for another shareholder, your directions may not be effective on a show of hands. However your directions will be effective if a poll is required.

A body corporate appointed as a shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM. The representative should bring to the AGM evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

To be effective the proxy form must be received by Computershare not later than 12pm (AEDST) on Wednesday 17 February 2016.

Proxy forms may be delivered in person, by mail, by fax or online to Computershare as follows:

In person:

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

By mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria, 3001, Australia

By fax:

1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Online:

www.investorvote.com.au

You may submit your proxy online by using your smartphone or by visiting www.investorvote.com.au. To use this option, you will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) and your allocated Control Number as shown on your proxy form. You will be taken to have signed the proxy form if you lodge it in accordance with the instructions on the website. To use your smartphone voting service, scan the QR code which appears on the top of your proxy form and follow the instructions provided. To scan the code you need to have already downloaded a free QR code reader app to your smartphone. When scanned, the QR code will take you directly to the mobile voting site. A proxy cannot be appointed electronically if they are appointed under a Power of Attorney or similar authority. The online proxy facility may not be suitable for shareholders who wish to appoint two proxies with different voting directions. Please read the instructions for online proxy submissions carefully before you lodge your proxy.

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Body corporate representative

Any corporation wishing to appoint a person to act as representative at the AGM may do so by providing that person with:

- a "Certificate of Appointment of Corporate Representative" which can be obtained from Computershare; or
- a letter or certificate authorising the person to act as the corporation's representative in accordance with the corporation's constitution; or
- a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

Admission to the AGM

Shareholders who will be attending the AGM, and who will not be appointing a proxy, are asked to bring the proxy form to the AGM to help speed admission.

Shareholders who do not plan to attend the AGM are encouraged to complete and return the proxy form for each of their holdings of shares.

A replacement proxy form may be obtained from Computershare:
Telephone (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Scrutineer

The Company's external auditor, KPMG will act as scrutineer for any polls that may be required at the AGM.

Questions and comments by shareholders at the AGM

In accordance with the Act, a reasonable opportunity will be given to shareholders to ask questions about or make comments on the management of the Company at the AGM.

Similarly, a reasonable opportunity will be given to shareholders to ask the Company's external auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to KPMG if the question is relevant to the content of KPMG's audit report or the conduct of its audit of the Company's financial report for the year ended 30 September 2015.

Relevant written questions for KPMG must be received at least 5 business days prior to the AGM (i.e. by no later than 4pm (AEDST) on Friday 12 February 2016). A list of relevant written questions will be made available to shareholders attending the AGM. KPMG will either answer the questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM.

Please send any written questions for KPMG:

- to Computershare at the address on the enclosed reply envelope;
- to Computershare by facsimile to +61 3 9473 2555; or
- to the Company at our registered office: 273C Kennedy Drive, Cambridge TAS 7170

by no later than 4pm (AEDST) on Friday 12 February 2016.

000001 000 RHL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

In Person:

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford
Victoria 3067
Australia



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

By Fax:

(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555



Online:

www.investorvote.com.au

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 12pm (AEDST) Wednesday, 17 February 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the 2016 Ruralco Holdings Limited Annual General Meeting (Meeting) and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Ruralco Holdings Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and 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 Ruralco Holdings Limited to be held at the Sofitel Sydney Wentworth (Hobart Room), 61-101 Phillip Street, Sydney, New South Wales on Friday, 19 February 2016 at 12pm (AEDST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 4 (except where I/we have indicated a different voting intention below) even though Items 2 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 4 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

		For	Against	Abstain
Item 2	Adoption of the Remuneration Report for the Year ended 30 September 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(a)	Re-Election of Director - John Tuskin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3(b)	Re-Election of Director - Elizabeth Johnstone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of Increase in Total Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

_____ / ____ / ____

Date

RHL

999999A

Computershare +