



ABN 99 081 890 459

# SCHEME MEETING and EXTRAORDINARY GENERAL MEETING

## Lodge your vote:



### Online:

[www.awb.com.au](http://www.awb.com.au)



### By Mail:

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1800 810 032  
(outside Australia) +61 3 9415 4057

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

## Proxy/Voting Form



Vote online 24 hours a day, 7 days a week:

**[www.awb.com.au](http://www.awb.com.au)**



**Cast your vote or appoint a proxy**



**For your vote to be effective it must be received by 2:00pm (Melbourne time) on Sunday 14 November 2010**

## How to Vote on Items of Business

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

### Vote Directly

**Voting 100% of your holding:** Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the 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.

### Appoint a Proxy to Vote on Your Behalf

**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 as they choose. 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 meetings 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, any securityholder may 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 meetings 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](http://www.investorcentre.com) under the information tab, "Downloadable 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  
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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 their broker of any changes.



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IND

## Proxy/Voting Form

Please mark ☒ to indicate your directions

### STEP 1 Indicate How your Vote will be Cast *Select one option only*

At the Scheme Meeting and Extraordinary General Meeting of AWB Limited to be held at Arthur Streeton Auditorium, Sofitel Melbourne on Collins, 25 Collins Street, Melbourne on 16 November 2010 at 10am and 11am respectively and at any adjournment of those meetings, I/we being member/s of AWB Limited direct the following:

XX

#### 1. Vote Directly

☐ Record my/our votes strictly in accordance with directions in Step 2.



**PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

#### 2. Appoint a Proxy to Vote on Your Behalf: I/We hereby appoint

☐ the Chairman of the Meeting OR



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meetings. 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, as the proxy sees fit).

### 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.

## IF YOU WISH THE SCHEME AND PROPOSED DIVIDEND TO PROCEED IT IS IMPORTANT THAT YOU VOTE IN FAVOUR OF THE RESOLUTIONS AT BOTH THE SCHEME MEETING AND THE EXTRAORDINARY GENERAL MEETING

Please note that by completing this form you are appointing a proxy or casting a Direct Vote for BOTH the Scheme Meeting and the Extraordinary General Meeting. If you wish to appoint a proxy or cast a Direct Vote for only one of the Meetings, please contact Computershare (see contact details on the front of this form).

### SCHEME MEETING RESOLUTION

Item 1 Approval of the scheme of arrangement between AWB Limited and its ordinary shareholders

For

Against

Abstain

☐☐☐

### EXTRAORDINARY GENERAL MEETING RESOLUTIONS

Item 1 Approval of the amendment to AWB Limited's Constitution to remove the 10% shareholding cap

For

Against

Abstain

☐☐☐

Item 2 Approval of the amendment to AWB Limited's Constitution to permit payment of dividends from sources other than profits

☐☐☐

The Chairman of the Meetings intends to vote undirected proxies in favour of each item of business.

### 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

/ /

AWB

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Computershare +