

NOTICE OF ANNUAL GENERAL MEETING**GRAIN PRODUCERS SA LIMITED
(ACN 154 897 533)**

NOTICE is given under s 249H of the *Corporations Act 2001* that an Annual General Meeting of members (AGM) of Grain Producers SA Limited (ACN 154 897 533) is to be held as follows:

- Venue:** Adelaide Hills Convention Centre, 145A Mount Barker Road Hahndorf.
- Date:** Monday, 23 August 2021.
- Time:** Meeting commencing at 11AM ACST, with registration to open at 10:30AM ACST.
- Business:** The business of the meeting is detailed in the agenda overleaf.

BY ORDER OF THE BOARD OF GRAIN PRODUCERS SA LIMITED

DATED THE 26th DAY OF JULY 2021

COMPANY SECRETARY

Note: Event details subject to change due to covid-19 activity restrictions.

**ANNUAL GENERAL MEETING
GRAIN PRODUCERS SA LIMITED
(ACN 154 897 533)**

MONDAY 23 AUGUST 2021

MEETING COMMENCING AT 11AM ACST, WITH REGISTRATION TO OPEN AT 10:30AM ACST

AGENDA

1. Welcome and opening
2. Apologies
3. Adoption of the minutes of the 2020 Annual General Meeting
4. Chairperson's Report and presentation of audited financial statements for 2020/21
5. Chief Executive Officer's Report
6. Ratification of two (2) Member Elected Directors

Resolution:

That Adrian McCabe and Dion Woolford, being directors retiring from office in accordance with clause 19.6(a)(i) and having nominated for re-election in accordance with clause 19.3(d) and (e) of the GPSA Constitution, be declared as Member Elected Directors of the Company.

7. South Australian Grain Industry Trust Annual Report
8. Grain Producers Australia Report
9. Other business

Close: 1:00PM ACST

Note: Event details subject to change due to covid-19 activity restrictions.

SUMMARY

Voting Registration

Voting registration for the AGM will commence at the venue at 10:30am on Monday, 23 August 2021.

How to Vote

If you are a member entitled to attend and vote at this meeting of GPSA, you will be able to cast votes personally at the AGM or you may appoint a proxy to vote on your behalf. A proxy need not be a member of the Company

Members are advised that online participation is not able to be accommodated.

Voting Procedure

The number of candidates is equal to the number of Relevant Positions for election. Accordingly, and in the interests of transparency, the Board has determined that these Candidates shall be formally ratified as Member Elected Directors of the Company.

Returning Officer

Matthew Illman, C/- William Buck Chartered Accountants

Entitlement to vote at the AGM

In accordance with GPSA's Constitution and By-Laws, only Producer Members shall be eligible to vote. Persons wishing to apply for Producer Membership are encouraged to submit their applications as soon as possible to provide the GPSA Board with sufficient time to consider their membership applications.

Enquiries

For further information or to request a Proxy Form, please contact GPSA by phoning 1300 734 884.

An instrument appointing a proxy, attorney, or representative must be received by the Company at least 48 hours before the scheduled commencement time for the meeting.

Coronavirus

GPSA's AGM will incorporate measures to help stop the spread of coronavirus, including physical distancing, hygiene, and capacity limits. Please RSVP for the AGM by contacting GPSA at info@grainproducerssa.com.au or by calling 1300 734 884.

If you have experienced a fever, cough, sore throat, shortness of breath or travelled overseas in the past month, please do not attend the AGM.

Further details are outlined in the Explanatory Statement.

EXPLANATORY STATEMENT

The GPSA Board has determined that there are three vacant positions to be filled at the 2021 Annual General Meeting.

In accordance with clause 19.3(d) of the GPSA Constitution, nominations for Member Elected Directors closed on 4 July 2021. At that time, a total of two nominations were received.

When the number of nominations is equal or less than the number of positions, the GPSA Board is empowered by clause 19.3(f) of the GPSA Constitution to declare that each of those nominated persons is elected a Member Elected Director with effect from the close of the AGM. In the interests of transparency, the Board has decided that the meeting should formally declare those persons as a Member Elected Director.

The resolution(s) to be put shall be:

Resolution: That Mr Adrian Gerald McCabe retires by rotation under clause 19.6(a)(i) of the company's constitution, and being eligible, is re-elected as a Member Elected Director of the company.

Resolution: That Mr Dion Edward Woolford who retires by rotation under clause 19.6(a)(i) of the company's constitution, and being eligible, is re-elected as a Member Elected Director of the company.

This may be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands in accordance with clause 17.3(a) of the GPSA Constitution.

VOTING INFORMATION

Proxies

A proxy form is accessible on request by phoning GPSA on 1300 734 884.

A member has the right to appoint a proxy. A proxy need not be a member of GPSA. In accordance with the *Corporations Act 2001* (Cth), a member who is 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. Where two proxies are appointed, a separate proxy form should be used to appoint each proxy.

The proxy form (and the power of attorney or other authority (if any) under which it is signed or a certified copy thereof) must be received by the Returning Officer, GPSA c/- William Buck Chartered Accountants & Advisors, GPO Box 11050, Adelaide SA 5001 or received by facsimile on 08 8409 4499 or by email at SA.GPSA@williambuck.com by 2.00pm (Adelaide time) on 21 August 2021, being not less than 48 hours before the appointed time of the AGM.

Members may appoint the Chairman of the AGM as their proxy.

Entitlement to vote at the AGM

Only Producer Members of GPSA may vote in accordance with clause 11.2(d) of the GPSA Constitution and the Membership By-Laws.

Persons meeting the membership criteria as set out in the Membership By-Laws may apply for Producer Membership with GPSA using the form accessible at www.grainproducerssa.com.au.

Persons wishing to apply for membership are encouraged to submit their applications as soon as possible to provide the GPSA Board with sufficient time to consider their membership applications.

The Register of members shall close 48 hours before the appointed time of the AGM.

Online attendance and voting

Members are advised that online participation is not able to be accommodated. However, members who are unable to attend the AGM may still participate by appointing a proxy in accordance with this Explanatory Statement.