

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

31 July 2019

**NOTICE** is given that an Annual General Meeting of members (AGM) of Grain Producers SA Limited (ACN 154 897 533) (GPSA) will be held at the Lakeview Room, Adelaide Hills Convention Centre, (145A Mount Barker Road, Hahndorf) on Monday 26 August 2019 commencing at 3pm (Adelaide time).

**AGENDA**

1. Declaring the AGM open and welcome
  - a. Apologies
  - b. Adoption of the minutes of the 2018 Annual General Meeting
2. Chairperson's Report
3. Chief Executive Officer's Report
4. Ratification of three (3) Member Elected Directors

**Resolution: That Adrian McCabe, Dion Woolford, and Jared Sampson, 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.**

5. South Australian Grain Industry Trust Annual Report
6. Grain Producers Australia Report
7. Other business
8. Meeting close

## **FURTHER INFORMATION**

### **Voting Registration**

Voting registration for the AGM will commence at the venue at 2:00pm on Monday, 26 August 2019.

### **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 the AGM will not be video linked or otherwise made available for members to participate online.

### **Voting Procedure**

The number of candidates matches 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.

# EXPLANATORY STATEMENT



## 2019 ANNUAL GENERAL MEETING

### Ratification of three (3) Member Elected Directors

The GPSA Board has determined that there are three vacant positions to be filled at the 2019 Annual General Meeting.

In accordance with clause 19.3(d) of the GPSA Constitution, nominations for Member Elected Directors closed on 7 July 2019. At that time, a total of three nominations were received. These nominations are:

- Adrian McCabe,
- Dion Woolford, and
- Jared Sampson.

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 to be put shall be:

*That Adrian McCabe, Dion Woolford, and Jared Sampson, 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.*

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](mailto:SA.GPSA@williambuck.com) by 3.00pm (Adelaide time) on 24 August 2019, being not less than 48 hours before the appointed time of the AGM.

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

### Grain Producers SA Ltd

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## **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](http://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.

## **No online attendance or voting**

Members are advised that the AGM will not be video linked or otherwise made available for members to participate online. However, members who are unable to attend the AGM may still participate and have their votes counted by appointing a proxy to attend and vote on their behalf.

31 July 2019.