



GRAIN PRODUCERS SA

GRAIN PRODUCERS SA LIMITED (ACN 154 897 533)

ELECTION BY-LAWS

1. Introduction

- (a) These by-laws have been made pursuant to clause 20.2 of the Constitution for the purpose of clause 19.3(i).
- (b) These by-laws have effect from the Enacting Date.

2. Definitions

In these by-laws, words and phrases defined in the Constitution have the meaning given to them in the Constitution. Unless there is something in the subject or context which is inconsistent:

Enacting Date means the day these By-Laws are authorised by the Board.

Independent Company means a company that is not Grain Producers SA Limited and is not controlled by Grain Producers SA Limited within the meaning of the Act.

3. Candidate Statements

- (a) A Candidate may supply a Candidate Statement of not more than 200 words.
- (b) At the absolute discretion of the Chief Executive Officer, a Candidate may supply a photograph.
- (c) Candidate Statements must not include any links or references to external media, including websites, social media, newspapers, or other material.

4. Ballot procedures

- (a) The names of any Candidates who are retiring Member Elected Directors and who are seeking re-election in accordance with clause 19.6(b)(i) of the Constitution, must be distinguished on the Ballot paper by an asterisk, or similar device, following their name. For the avoidance of doubt, a Director appointed to fill a vacancy or casual vacancy under clause 19.5 of the Constitution who is seeking election in accordance with clause 19 of the Constitution shall not be distinguished or identified on the Ballot in any election material by an asterisk, or similar device, following their name.
- (b) A Ballot paper must be in a form authorised by the Board and signed by an Officer of the Company in order to be valid.
- (c) A Candidate who is seeking election may nominate a scrutineer for the purpose of a Ballot at the Annual General Meeting, or in writing at least 48 hours before the scheduled commencement time for the Annual General Meeting or adjourned or postponed Annual General Meeting (as the case may be) at which the person candidate is seeking election. The scheduled commencement time is as specified in the notice of meeting or as declared by the Chair (as the case may be). For the avoidance of doubt, a person acting as scrutineer need not be a member of the Company.

5. Voting procedure

- (a) The voting system to be used shall be plurality-at-large.

Explanatory note: Each eligible voter selects a number of candidates (up to the number of vacancies), with the candidates receiving the highest number of votes being the successful nominee. I.e., If there are three vacancies then a member eligible to vote marks a ballot paper by selecting or marking no more than three candidates. The three candidates with the highest number of votes shall be the successful nominee.

- (b) In the event of a tie between two candidates that cannot be resolved by a run-off ballot, the Returning Officer shall draw a name of one of the candidates at random. The name drawn shall be the successful nominee

6. Returning Officer

- (a) The Board, pursuant to clause 19.3(i)(i)(C) of the Constitution, may engage an Independent Company or a representative of an Independent Company to act as the Returning Officer.
- (b) If a representative of an Independent Company is appointed as Returning Officer, the Board may simultaneously engage that Independent Company in order to assist with the conduct of the Ballot.
- (c) Where the Returning Officer is not a representative of an Independent Company, the Returning Officer may, in accordance with clause 19.3(i)(i)(C) of the Constitution but at their absolute discretion, engage an Independent Company to assist with the conduct of the Ballot.
- (d) If an Independent Company is engaged by the Returning Officer, a representative of the Independent Company may be appointed as the Deputy Returning Officer for the Ballot and will be responsible for assisting the Returning Officer with the conduct of the Ballot.

AUTHORISED BY THE BOARD OF GRAIN PRODUCERS SA LIMITED (ACN 154 897 533) ON
THE 26th DAY OF JULY 2019.