

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: Freeling Agricultural Recreation Multi-purpose Centre (Farm Centre), 40 Hanson Street, Freeling.

Date: Monday, 24 August 2020.

Time: Meeting commencing at 2PM ACST, with registration to open at 1:30PM 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 29th DAY OF JULY 2020

COMPANY SECRETARY

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

MONDAY 24 AUGUST 2020

MEETING COMMENCING AT 2PM ACST, WITH REGISTRATION TO OPEN AT 1:30PM ACST

AGENDA

1. Welcome and opening
2. Apologies
3. Adoption of the minutes of the 2019 Annual General Meeting
4. Chairperson's Report and presentation of audited financial statements for 2019/20
5. Chief Executive Officer's Report
6. Election of four (4) Member Elected Directors
7. South Australian Grain Industry Trust Annual Report
8. Grain Producers Australia Report
9. Other business

Close: 3:30PM ACST

SUMMARY

Voting Registration

Voting registration for the AGM will commence at the venue at 1:30pm on Monday, 24 August 2020.

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 four vacant positions to be filled at the 2020 Annual General Meeting.

In accordance with clause 19.3(d) of the GPSA Constitution, nominations for Member Elected Directors closed on 5 July 2020. At that time, a total of four 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 John Andrew Gladigau, being eligible, is elected as a Member Elected Director of the company.

Resolution: That Mr James Henry Heaslip, being eligible, is elected as a Member Elected Director of the company.

Resolution: That Mr Robert Nicholas Hillier, being eligible, is elected as a Member Elected Director of the company.

Resolution: That Mr David Malpas 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 22 August 2020, 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.

CANDIDATE STATEMENTS

MR JOHN ANDREW GLADIGAU

CANDIDATE FOR MEMBER ELECTED DIRECTOR

I am a partner in Bulla Burra, a collaborative farm which crops 8,500ha annually to cereals and legumes in the Northern Mallee region of SA. I am also a 2007 Nuffield Scholar, a Graduate of the Australian Institute of Company Directors (AICD), and have been a member of the SA Grain Industry Blueprint Steering Committee.

I believe the grains industry is an exciting place to be a part of, but will have many challenges over the next few years. The SA Grain Blueprint will be an important initiative in bringing together all the many different sectors within our industry, and have us working together cohesively and with a shared vision and mission. I look forward to being part of that journey.

Social licence, the perception of farmers and agriculture – along with our capacity to attract, educate and keep a strong agricultural workforce focussed on profitability, sustainability and professionalism is an area I am passionate about. I believe I bring skills and networks to GPSA which can assist the SA grain industry in telling our story to a non Ag audience, and articulating a clear message around the need for engagement and why we do what we do.

MR JAMES HENRY HEASLIP

CANDIDATE FOR MEMBER ELECTED DIRECTOR

In 2016, I decided to move back to my family farm at Appila in the Upper Mid North. As a sixth-generation farmer I am extremely passionate about the agricultural industry and the opportunities it provides. Through my pathway into the agricultural industry I have developed a broad range of professional and technical skills, which will be highly relevant to serving on the GPSA board. My three years spent working as an external auditor and attaining a Diploma in Chartered Accountancy have given me sound financial literacy.

I am currently Vice-President of the Upper North Farming Systems board. This valuable board experience has enabled me to learn the importance of correct meeting procedures and how crucial it is to be able to communicate clearly as a team to accomplish results.

I understand the importance of good leadership and I am always striving to develop my own leadership skills. I have participated in the GPSA Emerging Leaders program which has contributed to this development.

I would relish the opportunity to join the GPSA Board. My passion for the grains industry and its success into the future will drive me to perform well as a GPSA Board Member.

MR ROBERT NICHOLAS HILLIER

CANDIDATE FOR MEMBER ELECTED DIRECTOR

I have operated a mixed family farming business near Bordertown, in SA's South East for nearly 30 years. The Hillier farm utilises irrigation and runs 2,000 Merino ewes and a prime lamb enterprise.

With tertiary qualifications in Agricultural Science and my own independent consulting business, I bring technical skills and expertise in RD&E activities, and agricultural chemical regulation.

I have previous committee and advocacy experience through irrigation associations, including the Zone 5A and 8A Irrigators Association, and I have previously serviced in an agricultural policy advisory role to Government.

Agricultural policy advocacy, attracting and retaining young talent, and filling skills gaps are key drivers for me in seeking a role on GPSA's Board.

MR DAVID MALPAS

CANDIDATE FOR REELECTION MEMBER ELECTED DIRECTOR

I operate a mixed farming enterprise with my wife Angela, near Lucindale in the South East, comprised of cropping, sheep and cattle.

In my role as GPSA Director and chair of GPSA's Audit & Finance Committee, I am committed to ensuring that GPSA remains a steadfast advocate for members on key policy concerns. As a past SAFF Grains Committee Member and Treasurer, I bring experience in both agricultural advocacy and financial oversight.

GPSA's role as the voice of South Australian grain producers is important to my business. An effective and united organisation helps to drive change by providing a crucial policy link between industry and government on growers' behalf.

Producers need an efficient and competitive environment to grow their farming businesses. Through my role as a director, I'm proud to have helped to drive grower advocacy on issues like GM crops, and storage and handling.