



Australian Agricultural Company Limited
ABN 15 010 892 270

2013 Notice of Annual General Meeting and Director Elections

ASX Announcement No. 40/2013

19 July 2013

Manager
ASX Market Announcements
Australian Securities Exchange

A copy of the 2013 Notice of Annual General Meeting (AGM) of the Australian Agricultural Company Limited (in respect of the financial year ended 31 March 2013) to be held on 21 August 2013 and Proxy Form are attached.

AACo announces that Arunas Paliulis (Director) will retire by rotation and will not stand for re-election as a Director at the AGM.

David Crombie will also retire by rotation and offers himself for re-election with effect from the 2013 AGM.

Dr Mohd Emir Mavani Abdullah, who filled a casual vacancy when appointed on 10 April 2013, must also retire and offers himself for re-election with effect from the AGM.

Mr Adil Allana, who is currently alternate director for Arunas Paliulis, has nominated for election as a director with effect from the AGM.

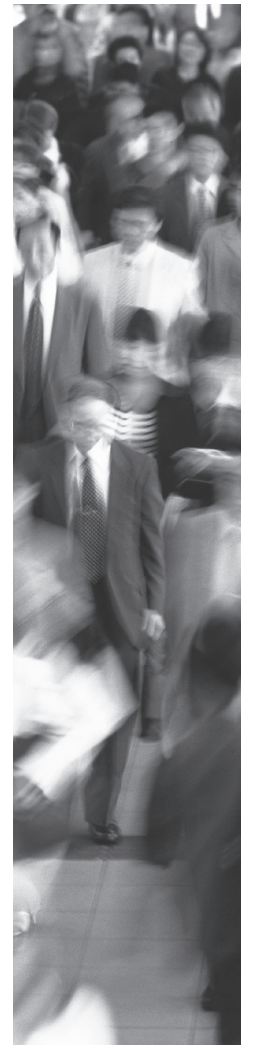
The Board (with the Director abstaining in respect of his own election and in the case of Adil Allana, with Arunas Paliulis abstaining) unanimously recommends that Shareholders vote in favour of the election of each of David Crombie, Dr Mohd Emir Mavani Abdullah and Adil Allana.

Full details of the business of the AGM on 21 August 2013 including the resolutions to elect directors are set out in the Notice of Annual General Meeting and the Explanatory Statement which forms part of it.

Issued by:

Bruce Bennett
Company Secretary and General Counsel

www.aaco.com.au



NOTICE OF ANNUAL GENERAL MEETING

2.00pm Wednesday 21 August 2013
Bowman Room, Christies Conference Centre
Level 1, 320 Adelaide Street, Brisbane

Australian Agricultural Company Limited
ABN 15 010 892 270

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders of the Australian Agricultural Company Limited ("AACo") will be held on Wednesday 21 August 2013 at 2.00pm (Brisbane time) in the Bowman Room, Level 1, Christie Conference Centre, 320 Adelaide Street, Brisbane, Queensland 4000.

If you are unable to attend the Annual General Meeting of Shareholders, please complete and return the enclosed proxy form in accordance with the specified directions in this Notice of Annual General Meeting and on the proxy form. This Notice of Annual General Meeting should be read in conjunction with the Explanatory Statement which is attached to this Notice of Annual General Meeting.

Explanatory note regarding the reporting date change: As announced on 31 January 2013, AACo has changed its financial year-end from 31 December to 31 March, effective from 31 March 2013. AACo has reported in respect of the three-month accounting period from 1 January 2013 to 31 March 2013 (being the 2013 financial year). Results for this period were published on 24 May 2013. Normal half- and full-year reporting periods will follow (for example, AACo will report on a twelve-month accounting period from 1 April 2013 to 31 March 2014, being the 2014 financial year).

For the avoidance of doubt, this Notice of Annual General Meeting, the accompanying Explanatory Statement and the Annual General Meeting to be held on Wednesday 21 August 2013 all relate to the 2013 financial year, being the three month period from 1 January 2013 to 31 March 2013.

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

- ▶ To receive and consider the Financial Report and the Reports of the Directors and the Auditor in respect of the three months ended 31 March 2013.

Note: There is no vote on this Item.

Item 2: Remuneration Report

- ▶ To consider and, if thought fit, to pass the following ordinary resolution:
"That the Remuneration Report of AACo for the financial year ended 31 March 2013 be adopted."

Note: In accordance with section 250R of the *Corporations Act 2001* (Cwlth), the vote on this resolution will be advisory only.

Item 3: Election of Director: Mr David Crombie

- ▶ To consider and, if thought fit, to pass the following ordinary resolution:
"That Mr David Crombie, a Director retiring in accordance with Article 9.3 of the Constitution of AACo, being eligible, is re-elected as a Director of AACo."

Item 4: Election of Director: Dr Mohd Emir Mavani Abdullah

- ▶ To consider and, if thought fit, to pass the following ordinary resolution:
"That Dr Mohd Emir Mavani Abdullah, being eligible in accordance with Article 9.8 of the Constitution of AACo, is elected as a Director of AACo."

Item 5: Election of Director: Mr Adil Allana

- ▶ To consider and, if thought fit, to pass the following ordinary resolution:
"That Mr Adil Allana is elected as a Director of AACo."

SPECIAL BUSINESS

Item 6: Renewed approval of Performance Rights Plan

- ▶ To consider and, if thought fit, to pass the following ordinary resolution:
"That, for the purpose of ASX Listing Rule 7.2 Exception 9(b) and all other purposes under the Corporations Act and the Listing Rules of ASX Limited, the members approve the terms and conditions of the Performance Rights Plan, and the grant of performance rights and issue of Shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Statement."

Item 7: Renewal of proportional takeover provisions:

- ▶ To consider and, if thought fit, to pass the following special resolution:
"That Articles 5.10 to 5.14 (inclusive) of the Constitution of AACo be renewed for a period of three years in accordance with Part 6.5 of the Corporations Act."

Voting exclusion statement

Voting exclusion on Item 2

A vote must not be cast (in any capacity) on Item 2 by or on behalf of:

- key management personnel of AACo (including the Directors), details of whose remuneration is disclosed in the Remuneration Report ("KMP"); or
- a closely related party (such as close family members and any companies the person controls) of those persons,

whether as shareholder or proxyholder.

However, a vote may be cast on Item 2:

- by a member of the KMP, or a closely related party of a member of the KMP, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Item 2, and the vote is not cast on behalf of a member of the KMP or a closely related party of a member of the KMP; or
- by the Chairman of the meeting, if the vote is cast as a proxy appointed in writing that does not specify the way the proxy is to vote on the resolution, and expressly authorises the Chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Proxy voting by the Chairman of the meeting on Item 2

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Item 2 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if that Item is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the meeting intends to vote all available proxies in favour of Item 2.

Voting exclusions on Item 6

AACo will disregard any votes cast on Item 6 by:

- a Director of the entity entitled to participate in the employee incentive scheme in relation to the entity; and
- an associate of those persons.

However, AACo need not disregard a vote on Item 6 if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxy voting by the Chairman of the meeting on Item 6

If you appoint the Chairman of the meeting as your proxy, and you do not direct your proxy how to vote on Item 6 on the proxy form, you will be expressly authorising the Chairman of the meeting to exercise your proxy even if Item 6 is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman of the meeting intends to vote all available proxies in favour of Item 6.

By Order of the Board

Bruce Bennett

General Counsel and Company Secretary
19 July 2013

NOTES

Voting by Proxy Information

If you are entitled to attend and vote at the meeting of members, you may appoint a proxy to attend and vote at the meeting on your behalf. A proxy does not need to be a member. If you are entitled to cast two or more votes at the meeting, you may appoint two persons as your proxy or proxies to attend and vote at the meeting. If you appoint two proxies and you do not specify the proportion or number of your votes, each proxy may exercise half of your votes on a poll.

Any undirected proxies on a given Item may be voted by the appointed proxies as they choose, subject to the restrictions set out in the voting exclusion statements in this Notice of Annual General Meeting. In particular:

- if an undirected proxy in relation to Item 2 or 6 is given to a director (other than the Chairman) or other member of the KMP, details of whose remuneration are set out in the Remuneration Report (or any of their closely related parties), such a proxy will not vote on Item 2 or 6. To allow such a proxy to vote on Item 2 or 6, members must direct the proxy how to vote by ticking “For”, “Against” or “Abstain” opposite Item 2 or 6 on the proxy form;
- if a member appoints the Chairman as the member’s proxy in relation to Item 2, but does not complete any of the boxes “For”, “Against” or “Abstain” opposite Item 2 on the proxy form, the Chairman will exercise your proxy even if Item 2 is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of Item 2. If a member wishes to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Item 2, the member should specify this by completing the “Against” or “Abstain” box on the proxy form; and
- if a member appoints the Chairman as the member’s proxy in relation to Item 6, but does not complete any of the boxes “For”, “Against” or “Abstain” opposite Item 6 (as the case may be) on the proxy form, the Chairman will exercise your proxy even if Item 6 is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of Item 6. If a member wishes to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on Item 6 the member should specify this by completing the “Against” or “Abstain” box on the proxy form.

AACo must receive an Appointment of Proxy at least 48 hours before the meeting. Any proxy form received after this deadline (including at the Annual General Meeting) will be invalid. If an Appointment of Proxy is signed by the appointer’s attorney, the authority under which the appointment was signed, or a certified copy of the authority, must accompany the Appointment of Proxy.

NOTICE OF ANNUAL GENERAL MEETING

The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post, fax, online or delivered by hand to:

By post

Australian Agricultural Company Limited
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By fax

Link Market Services Limited
Facsimile (02) 9287 0309

Online

www.linkmarketservices.com.au

By hand

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

By no later than 2.00pm (Brisbane time) on 19 August 2013.

For your convenience, an Appointment of Proxy Form accompanies this Notice of Annual General Meeting. Please refer to the Appointment of Proxy Form for instructions on completing the form.

Entitlement to Vote Date

The Directors have determined that for the purposes of regulation 7.11.37 of the Corporations Regulations 2001 (Cwlth) and ASX Settlement Operating Rule 5.6.1, the persons eligible to vote at the meeting will be those persons who are registered Shareholders at 7.00pm (Sydney time) on 19 August 2013.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Corporate Representatives

Any corporate Shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing that person with:

- a) a letter or certificate, executed in accordance with the corporate Shareholder's Constitution, authorising that person as the corporate Shareholder's representative at the meeting; or
- b) a copy of the resolution appointing the person as the corporate Shareholder's representative at the meeting, certified by the company secretary or Director of the corporate Shareholder.

Please bring this evidence of your appointment as corporate representative to the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement is an explanation of, and contains information about, the resolutions to be considered at the Annual General Meeting, which are set out in the accompanying Notice of Annual General Meeting, to assist Shareholders to determine how they wish to vote on the resolutions. This Explanatory Statement forms part of the accompanying Notice of Annual General Meeting and should be read together with the Notice of Annual General Meeting.

Item 1: Financial Statements and Reports

The *Corporations Act 2001* (Cwlth) (the "**Corporations Act**") and the Constitution of AACo require the following reports in respect of the three months ended 31 March 2013 to be laid before the meeting:

- a) the Financial Report (which includes the financial statements and Directors' declaration);
- b) the Directors' Report; and
- c) the Auditor's Report.

In accordance with the Corporations Act, Shareholders will be given a reasonable opportunity, as a whole, at the meeting to ask questions and make comments on these reports, and on the business, operations and management of AACo.

There is no requirement, either in the Corporations Act or in the Constitution of AACo, for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report.

Item 2: Remuneration Report

Section 250R(2) of the Corporations Act requires AACo to propose a resolution that the Remuneration Report of AACo for the year ended 31 March 2013 be adopted. The vote on this resolution is advisory only.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

Item 3: Election of Director: Mr David Crombie

As required by Article 9.3 of the Constitution of AACo, at each Annual General Meeting, one-third of the Directors for the time being (excluding casual appointees and the Managing Director) must retire from office.

The Directors to retire at any Annual General Meeting must be those who have been longest in office since their last election, but, as between persons who were last elected as Directors on the same day, those to retire must be determined by lot, unless they otherwise agree among themselves.

Mr Arunas Paliulis is currently the longest serving director, having been originally elected as a Director on 12 June 2009 and re-elected as a Director on 11 May 2011. In accordance with Article 9.3, Mr Paliulis will be retiring at the conclusion of the 2013 Annual General Meeting, but does not offer himself for re-election. Mr David Crombie was appointed as a Director of AACo on 5 October 2011. Each of Mr Thomas Keene, Mr Stuart Black and Mr Crombie were elected as Directors of AACo on 16 March 2012. The AACo Constitution requires that two Directors retire under Article 9.3 at the 2013 AGM.

With Mr Paliulis retiring and not standing for re-election, it has been determined as between Mr Keene, Mr Black and Mr Crombie, that Mr Crombie will also retire in accordance with Article 9.3. Mr Crombie offers himself for re-election as a Director of AACo.

A profile for Mr Crombie is set out in the following section. The re-election of this Director will be by a separate ordinary resolution of AACo. To be re-elected, the candidate must receive more votes in favour of his re-election than against his re-election.

The Board (with Mr Crombie abstaining) recommends that Shareholders vote in favour of the re-election of Mr Crombie.

Profile: Mr David Crombie

Mr Crombie was appointed a Director on 5 October 2011. Mr Crombie is a member of the Audit Committee, Nomination Committee and Staff and Remuneration Committee.

He is a Director of Alliance Aviation Services Limited and Foodbank Queensland Limited. He was also a founding Partner and is currently a non-Executive Director of GRM International and he is also a Commissioner of the Australian Centre for International Agricultural Research (ACIAR). He is a past President of the National Farmers Federation, former Chairman of MLA and a former Director of Grainco Australia, the Meat Industry Council and Export Finance Insurance Corporation.

Mr Crombie operates family properties, breeding cattle and farming in southern Queensland.

Item 4: Election of Director: Dr Mohd Emir Mavani Abdullah

As required by Article 9.8 of the Constitution of AACo, any person appointed to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, holds office until the conclusion of the next Annual General Meeting but is eligible for election at that meeting. Non-Executive Director, Dr Mohd Emir Mavani Abdullah, was appointed to be a Director of AACo on 10 April 2013 (as announced to ASX on that day) to fill a casual vacancy. Dr Emir is eligible for election at the Annual General Meeting in accordance with Article 9.8 of the Constitution of AACo and offers himself for election.

A profile for Dr Emir is set out in the following section. The election of this Director will be by a separate ordinary resolution of AACo. To be elected, the candidate must receive more votes in favour of his election than against his election.

The Board (with Dr Emir abstaining) recommends that Shareholders vote in favour of Dr Emir's election.

Profile: Dr Mohd Emir Mavani Abdullah

Dr Emir is currently the Chief Executive Officer designate of Felda Global Ventures Holdings. He is also a director of the Malaysia Nuclear Power Corporation and the Malaysia Petroleum Resources Corporation.

Dr Emir has previously served as an economic adviser to the United Arab Emirates Finance Minister and to the Malaysian Prime Minister's department.

Item 5: Election of Director: Mr Adil Allana

In accordance with Articles 9.6 and 9.7 of the Constitution of AACo, the company may, in general meeting, appoint eligible persons to the Board of AACo. AACo has received one director nomination in relation to eligible persons under Article 9.7 of its Constitution, for Mr Adil Allana. A profile for Mr Allana is set out in the following section. The election of this Director will be by a separate ordinary resolution of AACo. To be elected, the candidate must receive more votes in favour of his election than against his election.

The Board (with Mr Paliulis abstaining) recommends that Shareholders vote in favour of the election of Mr Allana.

Profile: Mr Adil Allana

Mr Adil Allana is the Member of the Supervisory Board of IFFCO, a United Arab Emirates -based business house which manufactures and markets a well-integrated range of mass market consumer products.

Mr Adil Allana is also the Executive Director of IFFCO's packaging businesses, comprising companies which manufacture and market plastics and corrugated boxes with state-of-the-art production facilities in the United Arab Emirates. In addition Mr Adil Allana is also the promoter of Allanasons Limited, India. Allanasons Limited is part of the wider Allana Group, India's leading agribusiness group with leadership positions in proteins, coffee, spices and edible oils.

Mr Adil Allana was appointed as alternate director for Mr Paliulis on 16 May 2013 (which appointment will end with Mr Paliulis's retirement at the conclusion of the 2013 Annual General Meeting).

Item 6: Renewed approval of Performance Rights Plan

Item 6 seeks Shareholder approval for the employee incentive plan currently in operation, and the issue of securities under the plan, known as the AACo Performance Rights Plan ("**Plan**").

The Plan was originally approved by Shareholders at the 2011 Annual General Meeting held on 11 May 2011, following a review of the previous option plan for future incentive awards.

Shareholder approval of the Plan ensures issues under the plan do not count towards the 15% limit on issues under ASX Listing Rule 7.1.

AACo's remuneration structure aims to align long term incentives for senior executives with the delivery of sustainable value to Shareholders. This alignment of interests is important in ensuring that senior executives are focused on delivering sustainable returns to Shareholders, whilst allowing AACo to attract and retain senior executives of a high calibre. The Plan aims to link the long term remuneration of senior executives with the economic benefit derived by Shareholders over the relevant measurement period and, subject to Shareholder approval, will form part of AACo's overall remuneration strategy.

The Plan provides for the grant of performance rights ("**Performance Rights**") to participants ("**Participants**"). A Performance Right is a right to acquire a fully paid ordinary share in AACo ("**Share**"), subject to specified service and performance conditions.

NOTICE OF ANNUAL GENERAL MEETING

A summary of the rules for the Plan (“**Plan Rules**”) is set out below. The Plan Rules set out the general terms of the Plan. A grant of Performance Rights under the Plan is subject to both the Plan Rules and the terms of the trust deed (“**Trust Deed**”).

Consistent with previous practice, it is proposed that grants of Performance Rights will be made annually, following announcement of AACo’s full-year results. The Board will have discretion to make grants at other times including on the commencement of employment by a person deemed by the Board to be eligible to participate in the Plan.

Summary of Plan Rules

The following is a summary of the Plan Rules.

Overview

The Plan allows AACo to issue Performance Rights to eligible employees, which will automatically convert into an equivalent number of Shares after certain performance and service conditions have been satisfied, or, if such performance and service conditions are not satisfied, will lapse.

Who is eligible to participate?

Participation in the Plan is by invitation only. That is, only those eligible employees invited by the Board to apply will be able to participate. An employee includes a full or part time employee of AACo or any of its related bodies corporate (including a Director of AACo or of a related body corporate of AACo).

Operation of the Plan

The Plan is designed to provide participating eligible employees with an increased incentive to make a contribution to the long term growth and performance of AACo.

The grant of Performance Rights to an eligible Participant entitles the Participant to be granted an equivalent number of Shares upon vesting of those Performance Rights (“**Performance Right Shares**”). AACo has established a trust for the sole purpose of subscribing for or purchasing, delivering and allocating Performance Right Shares under the Plan. Accordingly, any Performance Right Shares will be held by the trustee on trust for the Participant in accordance with the terms of the Trust Deed and the Plan Rules. Following vesting of the Performance Rights, Participants are entitled to issue a withdrawal notice to the trustee requiring legal title in the Performance Rights Shares to be transferred to the Participant.

Consideration for Performance Rights

A Participant is not required to pay any consideration for the acquisition of a Performance Right or the Performance Right becoming a vested Performance Right (ie the Shares are allocated to the Participant without consideration).

Performance or vesting conditions

Vesting of Performance Rights under the Plan will be subject to vesting conditions as determined by the Board of AACo and specified in the Participants’ invitation(s), which may include service and/or performance condition(s).

Vesting timeframes

If Performance Rights have not lapsed and the performance condition(s) have been satisfied, Performance Rights will vest in accordance with the timeframes set out in the Participants’ invitation(s)

Lapsing of Performance Rights

Performance rights will lapse:

- upon the cessation of employment by the Participant, unless the Participant is a “good leaver” (as defined in the Plan Rules) and the Board determines in its sole and absolute discretion to allow some or all of those Performance Rights to vest, in which case those Performance Rights will automatically exercise;
- if the vesting conditions under the Plan have not been met at the vesting date; or
- the vesting conditions have not been met and the Board determines that the vesting conditions cannot be met by the vesting date.

Transfer of Performance Rights

A Participant is not entitled to assign, transfer, sell, encumber, hedge or otherwise deal with a Performance Right except in accordance with the Trust Deed and the Plan Rules.

Rights attaching to Performance Right Shares

Performance Right Shares will rank *pari passu* with all existing Shares from the date of allocation and will be entitled in full to those dividends which have a record date for determining entitlements after the date of issue.

No right to dividends

The Performance Rights issued under the Plan do not confer on the holder an entitlement to dividends until such time as the Performance Rights vest and Performance Right Shares are issued or transferred.

Hedging of unvested Performance Right Shares

Participants are specifically prohibited from hedging the exposure to the AACo share price during the vesting period in respect of their unvested Performance Rights.

Change of control

Subject to the ASX Listing Rules, if a “Change of Control Event” occurs, all unvested Performance Rights will vest on a pro-rata basis. Subject to the ASX Listing Rules, the balance of unvested Performance Rights may also vest at the discretion of the Board.

Capital reconstructions

If the capital of AACo is reconstructed, the Performance Rights (or Performance Right Shares) will be treated in accordance with the ASX Listing Rules.

Bonus issues or rights issues

Subject to the ASX Listing Rules, if there is a bonus issue, then upon vesting of the Performance Rights, the Participant will be entitled to the number of Shares which would have been issued to them under that bonus issue if immediately before the record date for the bonus issue, the Participant had duly exercised their Performance Rights. In the case of a rights issue, a Participant may, subject to the ASX Listing Rules and to the extent permitted by law, elect to participate in the rights issue in the same way as Shareholders by making payment in respect of his entitlement, however such participation does not change the number of Performance Rights the Participant is entitled to under the Plan (or the number of Shares to be granted upon vesting of those Performance Rights). Any Shares acquired will be held by the Trustee of the Plan on behalf of the Participant and will be subject to the same terms and conditions as any other Shares held on behalf of the Participant pursuant to the Plan. The Performance Rights to be issued under the Plan do not confer on the holder an entitlement to participate in other issues until such time as the Performance Rights vest and Shares are issued or transferred.

No voting rights

The Performance Rights to be issued under the Plan do not confer an entitlement to vote at general meetings of AACo until such time as the Performance Rights vest and Performance Right Shares are issued or transferred.

Quotation of Performance Right Shares

Performance Rights will not be quoted on the ASX. AACo will make application to the ASX for official quotation of Shares issued on Performance Rights becoming vested Performance Rights, as soon as practicable after the Shares are issued to, or acquired by, the trustee.

Limitation on issue

The number of Performance Rights which may be granted under this Plan must not exceed (assuming all outstanding Performance Rights were exercised) a maximum of five percent (5%) of the total issued capital of the Company at the time of the grant of the Performance Rights, excluding unregulated offers.

Variation to the Plan Rules

The Board may alter the Plan Rules or their application in accordance with the ASX Listing Rules and the AACo Constitution and otherwise in accordance with the terms of the Plan Rules.

Details of previous grants under the Plan

Since the Plan was approved by Shareholders at the 2011 Annual General Meeting held on 11 May 2011, 1,066,732 Performance Rights have been issued under the Plan and 252,223 Shares and have been issued under the Plan. No director of AACo other than Mr Farley has participated in the Plan.

Requirements for approval

Shareholder approval of the Plan is sought for all purposes under the Corporations Act and the Listing Rules of the ASX.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides a formula that limits the number of equity securities AACo may issue without Shareholder approval to 15% of each class of securities within any 12 month period.

Exception 9(b) of ASX Listing Rule 7.2 provides that the 15% restriction in ASX Listing Rule 7.1 will not apply to an issue of securities under the Plan where the issue of securities under the Plan has been approved by a resolution of Shareholders made during the previous three years.

Item 6 provides for Shareholder approval for future issues of securities under the Plan for the purposes of Exception 9 of ASX Listing Rule 7.2. Accordingly, if the resolution at Item 6 is passed, any securities issued under the Plan will be excluded from the calculation of the maximum number of new securities that can be issued by AACo in any 12 month period (currently 15% of securities previously on issue) for a period of three years from the date of this approval. This will give the Board the flexibility to issue securities, not only under the Plan, but for other purposes.

The Board unanimously recommends that Shareholders vote in favour of the approval of the AACo Performance Rights Plan.

Item 7: Renewal of proportional takeover provisions

It is proposed to renew, by special resolution of Shareholders, Articles 5.10 to 5.14 (inclusive) of the AACo Constitution for a three year period in accordance with Part 6.5 of the Corporations Act ("**Proportional Takeover Provisions**").

Effect of renewing Proportional Takeover Provisions

The effect of renewing the Proportional Takeover Provisions will be:

- a) if a proportional takeover offer is received by AACo, the Directors are required to ensure that a resolution is voted on to approve the bid before the fourteenth day before the bid closes;
- b) a majority of shares voted at the meeting, excluding the shares of the offeror and its associates, is required for the resolution to be passed;
- c) if no resolution is voted on before the fourteenth day before the bid closes, such resolution is deemed to have been approved; and
- d) if the resolution is rejected, the registration of any transfer of shares resulting from the proportional offer will be prohibited.

The Proportional Takeover Provisions do not apply to full takeover bids.

Reasons for renewing the provisions

The Board considers that Shareholders should have the opportunity to vote on a proposed proportional takeover offer.

A proportional takeover bid may result in effective control of AACo changing hands without Shareholders having the opportunity of disposing of all of their Shares. Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their Shares whilst leaving themselves as part of a minority interest in AACo.

NOTICE OF ANNUAL GENERAL MEETING

Present acquisition proposals

As at the date of this notice, no Director is aware of a proposal by any person to acquire, or increase the extent of, a substantial interest in AACo.

Review of the advantages and disadvantages of the Proportional Takeover Provisions during the period when they were previously in effect

The potential advantages and disadvantages of the Proportional Takeover Provisions for the Directors and Shareholders of AACo are set out below. There has not been any proportional takeover bid during the period that the provisions were in effect previously.

Potential advantages:

- a) the Board is able to formally ascertain the views of Shareholders in respect of a proportional takeover;
- b) Shareholders are given the right to determine whether a proportional takeover bid should proceed;
- c) Shareholders have greater ability to avoid being locked in as a minority;
- d) bidders may be more inclined to structure their offer in a way which is more attractive to a majority of Shareholders as a result of the Shareholders' greater bargaining power; and
- e) knowing the view of a majority of Shareholders may assist each individual Shareholder in assessing the likely outcome of the bid and whether to approve or reject the offer under the bid.

Potential disadvantages:

- a) potential bidders may be discouraged from making a proportional takeover bid;
- b) the discouragement of potential bidders may lead to a depressed share price;
- c) an increased likelihood that a proportional takeover bid would not be successful; and
- d) the provisions may be considered by some Shareholders as an unreasonable restriction on their ability to freely deal with their shares.

The Board unanimously recommends that Shareholders vote in favour of the renewal of the Proportional Takeover Provisions.



AUSTRALIAN AGRICULTURAL COMPANY LIMITED
Level 1, 299 Coronation Drive
Milton QLD 4064

www.aaco.com.au



Australian Agricultural Company Limited
ABN 15 010 892 270

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:
Australian Agricultural Company Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 302 876



X99999999999

SHAREHOLDER PROXY FORM

I/We being a member(s) of Australian Agricultural Company Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **2:00pm on Wednesday, 21 August 2013, at Bowman Room, Level 1, Christie Conference Centre, 320 Adelaide Street, Brisbane, Queensland, 4000** and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. **The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.**

Important Note - The Chairman of the Meeting intends to vote undirected proxies able to be voted in favour of all items of business

Important note for Item 2 and Item 6

If the Chairman of the meeting is your proxy or is appointed your proxy by default, and you do not direct your proxy how to vote 'For', 'Against' or 'Abstain' on Item 2 or Item 6 in Step 2, you are expressly authorising the Chairman of the Meeting to vote in favour of Item 2 or Item 6 (as applicable) even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

STEP 2

VOTING DIRECTIONS

ORDINARY BUSINESS

Item 2

Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3

Election of Director: Mr David Crombie

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 4

Election of Director:
Dr Mohd Emir Mavani Abdullah

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Item 5

Election of Director: Mr Adil Allana

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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SPECIAL BUSINESS

Item 6

Renewed approval of Performance Rights Plan

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 7

Renewal of proportional takeover provisions

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AAC PRX301R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00pm on Monday, 19 August 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Australian Agricultural Company Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**