

Australian Agricultural Company Limited ABN 15 010 892 270

2016 AACO NOTICE OF MEETING

ASX Announcement No. 14/2016

10 June 2016

Manager ASX Market Announcements Australian Securities Exchange

A copy of the 2016 Notice of Annual General Meeting (AGM) of the Australian Agricultural Company Limited (AACo) and Proxy Form are attached.

The Directors who will retire and who offer themselves for re-election at the 2016 AGM on 14 July 2016 are Mr David Crombie, Mr Tom Keene and Mr Neil Reisman. The Board (with the Director abstaining in respect of his own election) unanimously recommends that Shareholders vote in favour of the election of Mr David Crombie, Mr Tom Keene and Mr Neil Reisman.

Full details of the business of the AGM on 14 July 2016 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

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 Thursday 14 July 2016 at 10:00am (Brisbane time) at Brisbane Convention and Exhibition Centre, Cnr Merivale and Glenelg Streets, South Bank, Brisbane, Queensland 4101.

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.

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 12 months ended 31 March 2016.

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 2016 be adopted."

Note: In accordance with section 250R of the Corporations Act 2001 (Cth), 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: Mr Tom Keene

> To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Tom Keene, 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 5: Election of Director: Mr Neil Reisman

> To consider and, if thought fit, to pass the following ordinary resolution:

"That Mr Neil Reisman, being eligible in accordance with Article 9.8 of the Constitution of AACo, is elected as a Director of AACo."

SPECIAL BUSINESS

Item 6: 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 Item 2 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.

By Order of the Board

Bruce Bennett

General Counsel and Company Secretary

9 June 2016

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 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. To allow such a proxy to vote on Item 2, members must direct the proxy how to vote by ticking "For", "Against" or "Abstain" opposite Item 2 on the proxy form; and
- > if a member appoints the Chairman as the member's proxy in relation to Item, 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.

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.

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 +61 2 9287 0309

Online

www.linkmarketservices.com.au

By hand

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

By no later than 10:00am (Brisbane time) on Tuesday, 12 July 2016.

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* (Cth) 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 Tuesday, 12 July 2016.

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 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
- 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 (Cth) (the "Corporations Act") and the Constitution of AACo require the following reports in respect of the 12 months ended 31 March 2016 to be laid before the meeting:

- > the Financial Report (which includes the financial statements and Directors' declaration);
- > the Directors' Report; and
- > 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 2016 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 Constitution of AACo requires that two Directors retire under Article 9.3 at the 2016 Annual General Meeting.

Article 9.5 of the Constitution of AACo provides that 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 David Crombie is the longest serving Director, having last been elected as a Director on 21 August 2013. Mr Stuart Black AM and Mr Tom Keene are the equal second longest serving Directors, both having last been elected as Directors on 17 July 2014.

In accordance with Article 9.3, Mr Crombie will be retiring at the conclusion of the 2016 Annual General Meeting and 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 Mr Crombie's re-election.

Profile: Mr David Crombie AM, BEcon (UQ)

Mr Crombie was appointed a Director on 5 October 2011. Mr Crombie is a Chairman of the Staff and Remuneration Committee and is a member of the Audit and Risk Management Committee and the Nomination Committee. Mr Crombie is a Director of Alliance Aviation Services Limited and Barrack Street Investments. He was a founding Partner and is currently a Non-executive Director of Palladium Group (formerly GRM International). He is a former Commissioner of the Australian Centre for International Agricultural Research (ACIAR) and a former Director of Foodbank (QLD). Mr Crombie is a former 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 in southern Queensland, breeding cattle and farming.

During the past three years Mr Crombie has served as a Director of the following listed companies:

- > Alliance Aviation Services Limited* appointed 26 October 2011; and
- > Barrack Street Investments Limited* appointed 9 June 2014.
- * Denotes current Directorship

Item 4: Election of Director: Mr Tom Keene

It has been determined as between Mr Black and Mr Keene that Mr Keene will also retire in accordance with Article 9.3. Mr Keene will be retiring at the conclusion of the 2016 Annual General Meeting and offers himself for re-election as a Director of AACo.

A profile for Mr Keene is set out in the following section. The 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 Keene abstaining) recommends that Shareholders vote in favour of Mr Keene's re-election.

Profile: Mr Tom Keene B Fc, FAICD

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

Mr Keene has had an extensive career in agriculture and is the former Managing Director of Graincorp Limited, and is currently a Director of the integrated timber business Midway Limited*. He is also the former Chairman of Grain Trade Australia Limited and a former Director of Cotton Seed Distributors Limited. In 2007, Mr Keene was named the NAB Agribusiness Leader of the Year.

Other than as noted above, during the past three years Mr Keene has not served as a Director of any other listed company.

*Denotes current Directorship.

Item 5: Election of Director: Mr Neil Reisman

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. Mr Reisman was appointed to be a Director of AACo on 10 May 2016 (as announced to ASX on that day) as an addition to the Board. Mr Reisman 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 Mr Reisman 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 Reisman abstaining) recommends that Shareholders vote in favour of Mr Reisman's election.

Profile: Mr Neil Reisman JD

As noted above, Mr Reisman was appointed a Director on 10 May 2016 and stands for election as a Director at the Annual General Meeting. Mr Reisman is a managing director and member of the Board of Directors of the Tavistock Group. Since joining the firm in 2004, he has held multiple roles including chairing Tavistock Group's Investment Committee and having the General Counsel and Chief Financial Officer report into him.

Mr Reisman spends most of his time working with portfolio companies within the Tavistock Group. He has more than 30 years of business experience with emphasis on operations, legal, tax and finance. Previously, Mr Reisman worked at various multinational companies, including Arthur Andersen and Amoco Corporation. He received his juris doctor in 1986 from the University of Pennsylvania Law School and his bachelors of science in Accountancy in 1983 from the University of Illinois.

During the past three years Mr Reisman has not served as a Director of any other listed company.

Item 6: 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 or by means of a postal ballot, 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 Proportional Takeover 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 to dispose 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.

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 advantages and disadvantages of the Proportional Takeover Provisions for the Directors and Shareholders of AACo during the period when they were previously in effect, as well as the potential advantages and disadvantages of the Proportional Takeover Provisions proposed to be renewed, are set out below. There was not any proportional takeover bid during the period that the provisions were in effect previously.

Advantages when previously in effect and other 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.

Disadvantages when previously in effect and other potential disadvantages:

- a) potential bidders may be discouraged from making a proportional takeover hid:
- 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, Tower A, Gasworks Plaza 76 Skyring Terrace, Newstead QLD 4006

www.aaco.com.au



Australian Agricultural Company Limited ABN 15 010 892 270

LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

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

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



ALL ENQUIRIES TO

Telephone: +61 1300 302 876



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PROXY FORM

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

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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am (Brisbane time) on Thursday, 14 July 2016 at Brisbane Convention and Exhibition Centre, Cnr Merivale and Glenelg Streets, South Bank, Brisbane, Queensland 4101 (the Meeting) and at any postponement or adjournment of the Meeting.

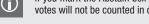
Important for Resolution 2: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 \boxtimes

	Resolutions	For Against Abstain*	For Against Abstain*
7	2 Remuneration Report	6 Renewal of proportional takeover provisions	
1	3 Election of Director: Mr David Crombie		
מ	4 Election of Director: Mr Tom Keene		
	5 Election of Director: Mr Neil Reisman		



* 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.

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Director/Company Secretary (Delete one) Sole Director and Sole Company Secretary Director

This Proxy 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 Proxy Form. If executed by a company, the Proxy Form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).



HOW TO COMPLETE THIS SHAREHOLDER 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 Proxy Form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this Proxy Form.

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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 Proxy Form and return them both together.

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 Proxy 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; and
- (b) return both Proxy Forms together.

SIGNING INSTRUCTIONS

You must sign this Proxy 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 Proxy Form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this Proxy 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 Proxy 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 or online at www.linkmarketservices.com.au.

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 **10:00am (Brisbane time) on Tuesday, 12 July 2016,** 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

* During business hours (Monday to Friday, 9:00am-5:00pm)