



## **Notice of Annual General Meeting**

Notice is hereby given to the members of the Agricultural Finance Co-operative Limited (the “**Co-operative**”) that the 2007 Annual General Meeting of members will be held at the offices of Jackson Smith Lawyers, Level 7, 217 Clarence Street, Sydney NSW 2000 on Monday, 19 November 2007 at 10am (local time).

The business of the meeting is to:

- Receive and consider the annual report of the Co-operative and the reports of the directors and auditors for the year ended 30 June 2007.
- Consider and, if thought fit, to pass resolution 1 as an ordinary resolution.
- Consider and, if thought fit, to pass resolution 2 as an ordinary resolution.
- Consider and, if thought fit, to pass resolution 3 as an ordinary resolution.
- Consider and, if thought fit, to pass resolution 4 as a special resolution.

All active members of the Co-operative are entitled to vote on all resolutions whether in person at the Annual General Meeting or by proxy per the enclosed proxy form.

### **Resolution 1 – Election of Raymond (Keith) Hay as a director of the Co-operative**

That Raymond (Keith) Hay, being a director of the Co-operative who retires by rotation under Rule 62(a) of the Co-operative’s Rules, and being eligible, is re-elected as a director of the Co-operative. Please refer to the attached Explanatory Memorandum for a summary of Keith’s experience.

### **Resolution 2 – Election of Robert Charles Yabsley as a director of the Co-operative**

That Robert Charles Yabsley, being a director of the Co-operative who retires by rotation under Rule 62(a) of the Co-operative’s Rules, and being eligible, is re-elected as a director of the Co-operative. Please refer to the attached Explanatory Memorandum for a summary of Robert’s experience.

### **Resolution 3 – Extension of Disclosure Statement to 48 months**

That the Co-operative Disclosure Statement be extended to 48 months.

Approval be and is hereby given to the extension of the Co-operative’s Disclosure Statement in the manner set out above and as explained in the attached Explanatory Memorandum accompanying this Notice of Meeting.

**Resolution 4 – Amendment to Rule 64(a)**

That the following Rule 64(a) be added to:

“64(a) The Directors shall receive such remuneration for their services as shall be determined at a general meeting, and all necessary expenses incurred by them in the business of the co-operative shall be refunded to them **and payment may be taken as additional shares issued in the Co-operative.**”

Approval be and is hereby given to the amendment of the Co-operative’s Rules in the manner set out above and as explained in the attached Explanatory Memorandum accompanying this Notice of Meeting, such amendment to take effect in accordance with the Co-operatives Act 1992.

By Order of the Board  
Dated 29 October 2007



Robert C Yabsley  
Chairman

## **Notes to Notice of Annual General Meeting**

### **Quorum**

A quorum must be present at the meeting. For there to be a quorum, there must be five Active Members present in person or by proxy who are entitled to vote.

### **Required majority**

The resolutions for the election of Raymond (Keith) Hay and Robert Charles Yabsley (Resolution 1 and 2) and extension of the Co-operative for 24 months (Resolution 3) are ordinary resolutions and will not be passed unless more than 50% of the votes cast by members present at the meeting in person or by proxy who are entitled to vote are cast in favour of the resolution.

The resolution for amendment to Rule 64(a) is a special resolution and will not be passed unless two-thirds of the votes cast by members present at the meeting in person or by proxy who are entitled to vote are cast in favour of the resolution.

### **Proxies**

A member entitled to attend and vote has a right to appoint a proxy to attend, speak and vote on a poll instead of the member.

No person shall act as a proxy unless the person is an Active Member.

No person shall act as a proxy for more than 10 persons unless the instrument appointing a proxy specifies the manner in which the proxy is to vote in respect of a particular resolution.

A proxy form accompanies this Notice of Annual General Meeting. The proxy form or the instrument appointing an attorney, and the original or certified copy of the power of attorney or other authority (if any) under which the proxy form or instrument is signed, must be received at:

The Co-operative's Administration and Management office:

PO Box 1055  
Goondiwindi Qld 4390

or to

Facsimile: (07) 4677 5236

By no later than 48 hours before the time for holding the annual general meeting, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll.

### **Explanatory Memorandum**

Members are referred to the Explanatory Memorandum accompanying, and forming part of, this Notice of Annual General Meeting.

### **Voting at the Meeting**

To vote in person at the meeting, you or your proxy, should arrive at least 30 minutes prior to the scheduled starting time of the meeting. This will enable attendances to be registered and voting papers to be provided.



**Proxy Form for the Annual General Meeting of  
Agricultural Finance Co-operative Limited (ABN 23 048 434 035)**

I/We, \_\_\_\_\_  
[insert name]

of \_\_\_\_\_  
[insert address]

being a member of the Co-operative, hereby appoint

\_\_\_\_\_ [insert name]

of \_\_\_\_\_ [insert address]

or in that person's absence \_\_\_\_\_ [insert name]

of \_\_\_\_\_ [insert address]

or in that person's absence, the chairperson of the meeting, or a person nominated by the chairperson, as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Co-operative to be held on 19<sup>th</sup> November 2007 at 10am and at any adjournment of that meeting.

I/We direct my/our proxy to vote in respect of each resolution to be considered as indicated with an "X" below, and to vote or abstain in respect of any procedural resolution as my/our proxy thinks fit.

	For	Against	Abstain*
<b>Ordinary Resolution No. 1</b>			
- Election of Director – Raymond (Keith) Hay	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution No. 2</b>			
- Election of Director – Robert Charles Yabsley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution No. 3</b>			
- Extend the Disclosure Statement to 48 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution No. 4</b>			
- Adoption of Amendment to Rule 64(a)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box, you are directing your proxy not to vote on your behalf on this matter and your votes will not be counted.

If no direction is given above, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of each resolution (including any procedural resolution) to be considered by the meeting and any adjournment of the meeting.

**SIGNATURE OF MEMBER – THIS MUST BE COMPLETED**

**Member 1 (Individual)**

Sole Director &  
Sole Company Secretary

**Joint Member 2 (Individual)**

Director/Company Secretary  
(delete one)

**Joint Member 3 (Individual)**

Director

\_\_\_\_\_  
**Date**

*Corporate Members should execute  
under seal or by attorney*

