



# AGRICULTURAL FINANCE

CO-OPERATIVE LIMITED

ABN 23 048 434 035

## Notice of Annual General Meeting

Notice is hereby given to the members of the Agricultural Finance Co-operative Limited (the “**Co-operative**”) that the 2008 Annual General Meeting of members will be held in the Daylesford Room, Level 5, Hilton Melbourne Airport, Arrival Drive, Melbourne Airport Vic 3045 on Saturday, 4<sup>th</sup> April 2009 at 1:30pm (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 2008.
- 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.

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 Vincent Thomas Germano as a director of the Co-operative**

That Vincent Thomas Germano, nominated by two members of the Co-operative, be elected as a director of the Co-operative under Rule 63 of the Co-operative’s Rules. Please refer to the attached Explanatory Memorandum for a summary of Vincent’s experience. This position has become vacant after the Co-operative received Raymond (Keith) Hays’ resignation.

### **Resolution 2 – Election of Andrew Jackson McLaughlin as a director of the Co-operative**

That Andrew Jackson McLaughlin, nominated by two members of the Co-operative, be elected as a director of the Co-operative under Rule 63 of the Co-operative’s Rules. Please refer to the attached Explanatory Memorandum for a summary of Andrew’s experience. This position has become vacant as John Darcy Tiver, being a director of the Co-operative and due to retire by rotation under Rule 62(a) of the Co-operative’s Rules, wishes to retire as director of the Co-operative.

By Order of the Board  
Dated 11 March 2009

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 Vincent Thomas Germano and Andrew Jackson McLaughlin (Resolution 1 and 2) 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.

### **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 Saturday, 4<sup>th</sup> April 2009 at 1:30pm (local time) 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 – Vincent Thomas Germano	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolution No. 2</b> - Election of Director – Andrew Jackson McLaughlin	<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*

