



# Annual General Meeting

6 February 2013

[www.ruralco.com.au](http://www.ruralco.com.au)



# Annual General Meeting

Chairman's Address

[www.ruralco.com.au](http://www.ruralco.com.au)

# → Business of the Meeting

## Ordinary Business

### *1. Financial Report*

To receive and consider the Annual Financial Report of the Company and its controlled entities for the financial year ended 30 September 2012 including the report of the Directors, Directors' Declaration and Independent Auditors Report.

Questions in relation to the reports?

## Business of the Meeting

### 2. *Adoption of the Remuneration Report for the Year ended 30 September 2012*

To consider and, if thought fit, pass the following non-binding resolution as an ordinary resolution:-

“That the Remuneration Report for the year ended 30 September 2012 (set out on pages 32-41 of the Company’s Annual Report 2012) be adopted.”

• Proxies received in favour	3,081,441
• Proxies received against	367,023
• Undirected proxies	382,747

# Business of the Meeting

## 3. *Re-election of Directors*

### **(a) Richard A F England**

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

“That Richard A F England, who retires by rotation in accordance with clause 20.2 of the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

Information about Mr England appears in Section 3(a) of the Explanatory Notes to the Notice of Meeting.

- |                              |            |
|------------------------------|------------|
| • Proxies received in favour | 30,706,686 |
| • Proxies received against   | 349,706    |
| • Undirected proxies         | 386,485    |

## Business of the Meeting

### **(b) Michael J Millner**

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

“That Michael J Millner, who retires by rotation in accordance with clause 20.2 of the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

Information about Mr Millner appears in Section 3(b) of the Explanatory Notes to the Notice of Meeting.

- |                              |            |
|------------------------------|------------|
| • Proxies received in favour | 30,766,865 |
| • Proxies received against   | 289,205    |
| • Undirected proxies         | 386,485    |

# Business of the Meeting

## (c) Bruce Dixon

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

“That Bruce Dixon, who retires by rotation in accordance with clause 19.4 of the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

Information about Mr Dixon appears in Section 3(c) of the Explanatory Notes to the Notice of Meeting.

• Proxies received in favour	28,502,891
• Proxies received against	74,092
• Undirected proxies	2,834,900

## Business of the Meeting

### (d) Michele J Allan

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

“That Michele J Allan, who retires by rotation in accordance with clause 19.4 of the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

Information about Dr Allan appears in Section 3(d) of the Explanatory Notes to the Notice of Meeting.

- |                              |            |
|------------------------------|------------|
| • Proxies received in favour | 28,557,455 |
| • Proxies received against   | 27,528     |
| • Undirected proxies         | 2,837,400  |



### 4. *Approval of termination benefits to the Managing Director*

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That approval be given for all purposes (including sections 200B and 200E of the Corporations Act 2001 (Cth)), for the giving of benefits to Mr John Maher in connection with him ceasing to hold a managerial or executive office in the Company or a related body corporate on the basis set out in the Explanatory Notes to this Notice of Meeting.”

- |                              |           |
|------------------------------|-----------|
| • Proxies received in favour | 2,618,405 |
| • Proxies received against   | 790,631   |
| • Undirected proxies         | 387,272   |



## Other Business

Questions?