

Notice of 2021 Annual General Meeting



To be held at *The Dunlop Room, Deniliquin RSL Club*
72 End Street, Deniliquin, NSW 2710 on
Thursday 28 October 2021 at 10.30am (NSW time).

Registration will commence at 10am.

This notice is issued electronically in accordance with section 253RA
of the *Corporations Act 2001* (Cth).



ATTENDING THE AGM SAFELY

The AGM will be carried out in accordance with any COVID-19 public health orders, or other related orders, issued by the NSW Government, in force at the time of the meeting. Due to current restrictions, numbers are limited and registering to attend the meeting is essential. To register please contact:

- Customer Operations on T. 1300 138 265; or
- email companysecretary@murrayirrigation.com.au

In order to ensure the AGM is carried out as safely as possible, upon entry, all those attending the meeting will be subject to relevant COVID-19 check-in requirements (including possible screening). To the extent this is required by NSW Government public health orders when the AGM is held, attendees will be required to show proof that they have received two vaccinations against COVID-19. This requirement will depend on the total rate of vaccination in NSW for those aged 16 years and above when the AGM is held.

See www.nsw.gov.au/covid-19/easing-covid-19-restrictions

You should not attend the AGM if you:

- are experiencing any cold or flu-like symptoms (such as a cough, sore throat or runny nose) or other symptoms associated with COVID-19;
- have recently travelled to a COVID-19 designated hotspot;
- have returned from overseas travel in the last 14 days;
- have tested positive for COVID-19 in the last 14 days; or
- have recently come into contact with someone who has tested positive for COVID-19.

POSSIBLE DEFERRAL OF THE AGM

Please note that the AGM could be deferred if it becomes necessary or appropriate to do so as a result of any changes to COVID-19 public health orders. In these circumstances, the AGM may be held at a later date as a virtual meeting (that is, entirely online) in accordance with Part 2G.5 of the *Corporations Act 2001* (Cth).

The Company will monitor the situation closely and give its shareholders as much notice as possible if circumstances change.

MURRAY IRRIGATION LIMITED

ACN 067 197 933
(Company)



Agenda

(subject to change)

Attendance and apologies

Chair's welcome

Company overview

Ordinary business

Special business

Shareholders' questions and comments

ORDINARY BUSINESS

Item 1: Financial Report, the Directors' Report and the Auditor's Report

To consider the Financial Report, the Directors' Report and the Auditor's Report of the Company for the financial year ended 30 June 2021.

Explanatory note

The *Corporations Act 2001* (Cth) requires the Company's financial statements and reports for the last financial year to be laid before the meeting. The financial statements are contained in the Company's 2021 Annual Report.

The 2021 Annual Report is available on the Company's website (www.murrayirrigation.com.au).

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

A representative of the Company's auditor, Grant Thornton Audit Pty Ltd, will be available to answer questions at the meeting. It is very likely that the representatives of the auditor will attend the meeting by telephone or video link due to travel restrictions related to COVID-19. Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies and the auditor's independence.

Item 2: Declaration of Election of Member Directors

To declare the results of the ballot for the election of Member Directors in accordance with Rule 6 of the Constitution.

Explanatory note

The term of office of two Member Directors, being Phillip Snowden and Waander Van Beek, will end at the completion of the 2021 AGM. Both Directors were eligible and offered themselves for re-election. As a nomination was also received from Lachlan Marshall, the Board determined that an electronic ballot would be held in accordance with Rule 6 of the Constitution to elect two Member Directors. A ballot was conducted in September 2021 for these positions. Messrs Marshall and Snowden were elected as a result of the ballot and will hold office from the completion of the 2021 AGM until the completion of the 2025 AGM.

SPECIAL BUSINESS

Item 3: Selective share capital reduction resulting from applications by shareholders for the cancellation of shares

The meeting will consider and, if thought fit, pass the following resolution as a special resolution:

"That the cancellation, for no consideration, of all the fully paid ordinary shares in the capital of the Company identified in Schedule 1 be approved."

Schedule 1

Item 1 Persons who have applied for the cancellation of shares under rule 95 of the Company's constitution

Name of shareholder	Number of shares
Rebecca Jane Mills	76

Explanatory note

This procedure is a requirement of the *Corporations Act 2001* (Cth) and is consistent with previous practice. The directors recommend that shareholders vote in favour of this special resolution.

Reasons for the reduction

The cancellation of shares is taking place under rule 95 of the Constitution, under which a shareholder who:

under rule 95 of the Company's Constitution, a member who:

- does not hold, or no longer holds, any Delivery Entitlements (as defined in the Company's Constitution); or
- is not, or is no longer, the registered proprietor of a Landholding (as defined in the Company's Constitution) or a parcel of land within a Joint Water Supply Scheme (as defined in the Company's Constitution),

applies for, and authorises, the cancellation of the shareholder's shares.

The cancellation of shares listed in Item 1 of Schedule 1 is due to a shareholder voluntarily converting to a domestic water supply arrangement and disconnecting their landholding. This shareholder retains water supply after the cancellation under a separate agreement with the Company.

The shares will be cancelled for no consideration pursuant to a selective share capital reduction in accordance with Division 1 of Part 2J.1 of the *Corporations Act 2001* (Cth). The selective share capital reduction was approved by the directors on 26 August 2021. It was also approved by a special resolution of the shareholder whose shares are to be cancelled, acting personally or through her proxy or attorney. The selective share capital reduction must also be approved by a special resolution passed at a general meeting of the Company. That is the subject matter of this special resolution.

The share capital of the Company at the date of this notice of meeting is:

Shares	Class
1,391,510	Ordinary

The effect of the selective share capital reduction, if passed, will be to:

- reduce the capital of the Company by cancellation, for no consideration, of 76 ordinary shares, in accordance with application received by the Company; and
- reduce the number of votes that may be cast at a general meeting by one.

The share capital of the Company after the reduction in capital is made will be:

Shares	Class
1,391,434	Ordinary

The directors are of the opinion that the proposed selective reduction is fair and reasonable to the Company's shareholders as a whole.

There is no other information known to the directors which is material to the decision on how to vote on the resolution which has not been made known to shareholders.

By order of the Board



Nathan Holahan

Company Secretary

6 October 2021

Notes

PARTICIPATING IN THE AGM

These notes form part of the notice of meeting.

ELIGIBILITY TO VOTE AND PAYMENT OF ACCOUNTS

To be eligible to vote, a shareholder must have paid all fees presently due and payable to the Company by the shareholder by **10.30am on Monday 25 October 2021** (that is, at least 72 hours before the meeting). Shareholders who have a formal payment arrangement in place and are meeting the terms of their arrangement as at 10.30am on Monday 25 October 2021 are also eligible to vote. Please allow sufficient time for payments to clear by this deadline. If paying electronically, please use your account reference number to enable your payment to be applied promptly.

VOTING

Shareholders can vote by either:

- attending the meeting and voting in person; or
- appointing a proxy to attend and vote on their behalf.

Corporate shareholders must appoint a body corporate representative, proxy or attorney to vote on their behalf.

BODY CORPORATE REPRESENTATIVES

A shareholder that is a body corporate may appoint an individual as its corporate representative in accordance with rule 71.1 of the company's Constitution to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

Shareholders can appoint a body corporate representative by completing and submitting a *Form 18 (Authorised corporate representative notification: Voting rights on behalf of a company)* which is available on the Company's website. This form must be received by the Company using one of the methods set out below.

POWERS OF ATTORNEY

If you appoint any attorney to attend and vote at the meeting on your behalf, the power of attorney (or a certified copy) must be received by the Company by using one of the methods set out below by no later than 10.30am on Tuesday 26 October 2021.

VOTING BY PROXY

You may appoint a proxy to attend the meeting and vote on your behalf. The proxy does not need to be a shareholder and can exercise your vote on any item of business. You can appoint a proxy before the meeting by completing and submitting the proxy form provided with this notice.

You may direct your proxy how to vote or to abstain from voting, in which case the proxy must follow your direction. If you do not direct your proxy how to vote, your proxy may vote for, against or abstain on any item of business.

You may also appoint the Chair of the meeting as your proxy. If you do not direct the Chair how to vote, your votes will be cast in favour of all resolutions in this notice of meeting.

A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes (disregarding fractions). If you wish to do this, please contact us for further information.

Proxy forms must be validly signed and received by the Company no later than 10.30am on Tuesday 26 October 2021. Proxy forms received after this time will be invalid. Proxy forms must be lodged by one of the following methods:

- **In person:**
Murray Irrigation Limited
443 Charlotte Street
Deniliquin NSW 2710
- **By post:**
Murray Irrigation Limited
PO Box 528
Deniliquin NSW 2710

For shareholders who choose to return their proxy forms to the Company by post, it is recommended that the form be posted well ahead of the deadline above to ensure that the form is received by the Company before the deadline.

- **By email:**
companysecretary@murrayirrigation.com.au
- **By fax:**
03 5898 3301



Murray Irrigation

Murray Irrigation Limited

ABN 23 067 197 933

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