

Notice of annual general meeting

Peanut Company of Australia Limited ACN 057 251 091

Notice is given that the annual general meeting of Peanut Company of Australia Limited (**Company**) will be held at:

Location	BDO Level 10, 12 Creek Street, Brisbane, Queensland 4000
Date	Tuesday 26 July 2016
Time	11.00am

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the directors and the auditor for the financial year ended 31 March 2016.

Resolution 1 – Re-election of Niven Hancock

To consider and, if in favour, to pass the following resolutions as an ordinary resolution:

'That, for the purposes of rule 16 of the Constitution and for all other purposes, Mr Niven Hancock, who retires by rotation, and being eligible, be re-elected as a Director of the Company.'

Note: Information about Niven Hancock appears in the Explanatory Memorandum

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution.

Further information relating to the resolutions is set out in the Explanatory Memorandum.

Dated 1 July 2016

By order of the board



Don Mackenzie
Company Secretary

Notes

- (a) A shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a shareholder of the Company. A shareholder who 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.

- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (j) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of shareholders as at 7pm Friday 22 July 2016.
- (k) If you have any queries on how to cast your votes call 07 4162 6311 during business hours.

Explanatory memorandum

Peanut Company of Australia Limited ACN 057 251 091

Introduction

This Explanatory Memorandum has been prepared for the Shareholders in conjunction with the Notice of Annual General Meeting of the Company to be held at the offices of BDO, Level 10, 12 Creek Street, Brisbane on Tuesday 26 July 2016 at 11.00am (Brisbane time).

Definitions

A number of capitalised terms are used throughout this Notice of Annual General Meeting and Explanatory Memorandum. Except to the extent the context otherwise requires:

Term	Definition
Annual General Meeting or Meeting	means the annual general meeting convened by this Notice.
Board	means the board of Directors of the Company.
Chairman or Chair	means the chairman of the Company.
Company or PCA	means Peanut Company of Australia Limited ACN 057 251 091.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended.
Directors	means the directors of the Company.
Constitution	means the constitution of the Company as adopted on 30 October 2013.
Explanatory Memorandum	means the explanatory memorandum accompanying the Notice.
Notice or Notice of Annual General Meeting	means this notice of Annual General Meeting.
Shareholders	means shareholders of the Company.

Ordinary business

Financial statements and reports

The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Constitution provides for these reports to be received and considered at the Meeting.

Neither the Corporations Act nor the Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports. However Shareholders will be given reasonable opportunity at the Meeting to raise questions with respect to these reports.

Resolution 1 – Re-election of Mr Niven Hancock

Rule 16.1 of the Constitution requires that at every annual general meeting, one-third of the Directors (other than the Managing Director) must retire from office.

The Board has undertaken a review of the performance of Niven Hancock and the contribution he has made to the Board together with the skills and expertise which he provides to the Board and the Company.

Having retired by rotation in accordance with rule 16.1 of the Company's Constitution, and being eligible, Niven Hancock offers himself for re-election.

Niven was appointed as non-executive Director on 24 August 1992. Until February 2009 he conducted peanut farming operations at Kumbia in the South Burnett in Queensland. He is also a member of the Audit and Risk Management Committee.

Recommendation

The Directors (other than Niven Hancock who does not make a recommendation) unanimously recommend that Shareholders vote in favour of this resolution.