

A. NOTICE OF 2015 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Australian Dairy Farmers Co-operative Limited will be held
at Five Star Function Centre, Leura Oval, Adeney Street, Camperdown
on Thursday 10th December 2015 commencing at 11.00am
to consider the following:

BUSINESS:

1. Apologies
2. Minutes from Annual General Meeting 2014
3. Chairman's report / update (verbal)
4. CEO's report / update (verbal)
5. Directors' Report, Annual Financial Report and Audit Report

To receive the Directors' Report, Annual Financial Report and Audit Report for the year ended 30 June 2015

6. Other Business
7. Close Meeting

12th November 2015
By order of the Board



Beenish Shiraz
Company Secretary

An Annual Financial Report is forwarded with this Notice of Annual General Meeting.

**NOTES ON VOTING AT THE ANNUAL GENERAL MEETING OF MEMBERS
OF AUSTRALIAN DAIRY FARMERS CO-OPERATIVE LIMITED TO BE HELD
ON THURSDAY 10 DECEMBER 2015**

A. ONLY ACTIVE MEMBERS VOTE

Only Members who are Active Members (within the meaning of Rule 13) as at the date of the Meeting, will be entitled to vote either in person or by proxy (Rule 54). A Member whose shares are (at the date of the Meeting) required to be forfeited because the Member has not been active for one (1) year is not entitled to be present at the Meeting.

Notwithstanding that a Member may be eligible to vote, he or she may, in certain circumstances, be precluded from voting by reason of the provisions of the *Co-operatives National Law* (NSW) in which event, any vote cast by the Member or on the Member's behalf will be disregarded.

A person is not entitled to exercise, under a Power of Attorney, the power of a Member to vote, if the person has that power in respect of another Member under another Power of Attorney.

B. VOTING BY PROXY

A Member entitled to attend and vote at the Meeting may appoint a proxy holder to attend and (on a poll) vote on the Member's behalf. A proxy holder must be an Active Member or a duly appointed Corporate Representative of an Active Member.

A Proxy Form must be in writing under the hand of the Appointer or of his or her Attorney duly authorised in writing. The Proxy must be in the form of Form B of the Co-operative's Rules or such other form as the Board approves. If a member requires details of other active members who may be attending the meeting and who a member may wish to appoint as a proxy, please contact any Board Director or the Co-operative's Company Secretary on (03) 9909 2208.

C. LODGEMENT OF PROXY FORMS, POWERS OF ATTORNEY OR OTHER INSTRUMENTS

An instrument appointing a proxy shall not be treated as valid unless the instrument and the Power of Attorney or other Authority (if any) under which the instrument is signed (or a notarial certified copy thereof) is or are deposited with The Company Secretary by mail to 222A, 757 Bourke Street, Docklands VIC 3008 not less than twenty-four (24) hours before the Meeting or such lesser period as the Chairperson may permit.

D. CORPORATE REPRESENTATIVES FORMS AND POWERS OF ATTORNEY

Any Corporate Power of Attorney or other instrument in writing by a Member which evidences a Corporation appointing a person to represent it, must be executed under seal or otherwise on behalf of the Corporation as required by its constitution. All Corporate Members (other than those who have previously lodged with the Secretary a duly executed Corporate Representative Form that covers all Meetings of Members of Australian Dairy Farmers Co-operative Limited) are asked to complete the Corporate Representative Form which is enclosed for Corporate Members and send it to The Company Secretary by mail to 222A, 757 Bourke Street, Docklands, VIC 3008 so that it arrives not later than twenty-four (24) hours before the time of the Meeting or such lesser period as the Chairperson may permit. If you are unable to lodge the Corporate Representative Form not later than twenty four (24) hours before the time of the Meeting, it should be duly executed by the appropriate person or persons and the named representative should arrive at the meeting early, with the completed Corporate Representative Form.