



27 November 2014

Dear Shareholder/Supplier

**RE: 64<sup>TH</sup> ANNUAL GENERAL MEETING**

Murray Goulburn Co-operative Co. Limited's (MG) 64th Annual General Meeting (AGM) concluded a short time ago and given that the majority of supplier/shareholders were unable to attend, I wanted to take this opportunity to share with you the outcomes of the resolutions presented.

I am very pleased to report that shareholders voted in favour of all items of business presented, including:

**Item 2 – Election of the Directors - northern region**

Directors Natalie Akers, Ken Jones and Graham Munzel were re-elected at today's meeting for a term of three years.

**Item 3 – Approval of buy-back of B Class Preference Shares**

Approval was given for MG to conduct a voluntary selective buy-back of the B Class Preference Shares

Shareholders	Total votes cast	In favour	Against
Ordinary	41,887,474	39,118,500	2,768,974

**Item 4 – Approval of buy-back of C Class Preference Shares**

Approval was given for MG to conduct a voluntary selective buy-back of the C Class Preference Shares

Shareholders	Total votes cast	In favour	Against
Ordinary	41,887,474	39,118,500	2,768,974

**Item 5 – Amendments to the constitution of MG**

Shareholders voted in favour of all five special resolutions proposed to amend the MG constitution.

**(a) Operation of minimum shareholding requirement**

Shareholders	Total votes cast	In favour	Against
Ordinary	41,394,828	39,169,229	2,225,599

**(b) Addressing breaches of maximum shareholding limit**

Shareholders	Total votes cast	In favour	Against
Ordinary	40,653,998	38,572,713	2,081,285

**(c) Removal of references to A Class Preference Shares**

Shareholders	Total votes cast	In favour	Against
Ordinary	41,189,097	39,193,636	1,995,461

**(d) Removal/amendment of certain references to paid up capital\***

Shareholders	Total votes cast	In favour	Against
Ordinary	40,722,251	38,607,494	2,114,757

\* These amendments were also approved by B and C Class Preference Shareholders at separate meetings of those shareholders held immediately after the AGM.

**(e) Amendments to share transfer provisions**

Shareholders	Total votes cast	In favour	Against
Ordinary	40,923,120	38,557,241	2,365,879

**Buy-backs of B and C Class Preference Shares**

The Board is very pleased to confirm that the voluntary buy-backs of B and C Class Preference Shares will proceed. The voluntary buy-backs give both B and C Class Preference Shareholders the opportunity to realise the value of their shares and at the same time will deliver a number of administrative and cost benefits to MG.

The buy-backs will open on 1 December 2014 and close on 12 January 2015, with participating B and C Class Preference Shares to be bought back and then cancelled on or about 28 January 2015. Payment will be made to accepting shareholders around the same date.

In determining the buy-back price of \$1.25 per share, the Board referenced the rights attached to B and C Class Preference Shares, particularly with regard to dividends historically paid, and also took into account the amount received by A Class Preference Shareholders as part of the selective capital reduction which took place earlier this year.

While MG is expecting a strong response to the buy-back offers from B and C Class Preference Shareholders, it is unlikely that all eligible shareholders will elect to have their preference shares bought back. If all eligible shareholders accept the buy-back offers, the maximum cost of the buy-backs to MG would be approximately \$60.9 million. Whatever the outcome, MG intends to fund the buy-back from existing cash reserves and/or financing facilities.

In the next week or so, detailed buy-back documents will be sent to all B and C Class Preference Shareholders to assist them in deciding whether to participate in the voluntary buy-backs.

## **Changes to MG's Constitution**

A number of changes to MG's constitution were also approved today. While the majority of these will also assist in facilitating the proposed capital structure, they are of a general nature and will apply regardless of whether the capital structure occurs.

The Board determined that it was important to seek shareholder approval for these general changes in advance of the proposed capital structure being finalised, because had they not been approved, further modifications to the proposed capital structure would need to be made, which would impose additional costs and affect its efficiency. We are very pleased that we can now move forward with these changes.

If the proposed capital structure proceeds in 2015, a further round of constitutional changes will be needed and will require approval from Ordinary Shareholders as well as any remaining B and C Class Preference Shareholders at an Extraordinary General Meeting (EGM). At this stage, the Board intends to call the EGM in the first half of 2015, with full details to be made available to shareholders prior to that meeting.

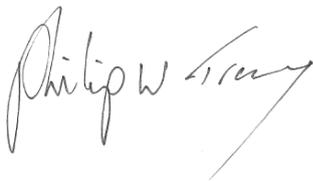
## **B and C Class Preference Shareholders Meetings**

Also today, immediately following the AGM, separate special meetings were held for B and C Class Preference Shareholders. The meetings were convened so that those classes of shareholders could vote on those proposed changes to MG's constitution which directly impact them. Both classes of preference shareholders subsequently approved the proposed changes to the constitution.

I would like to take this opportunity to thank all shareholders who either attended today's AGM or tendered their proxies towards today's favourable outcomes.

Looking ahead, 2015 is shaping up to be a transformational year for MG and I look forward to engaging further with many of you in the year ahead.

Yours sincerely

A handwritten signature in black ink, appearing to read "Philip W. Tracy". The signature is written in a cursive style with a long, sweeping underline.

Philip Tracy  
Chairman