

# News release



Friday, 8 May 2015

## **MG's Extraordinary General Meeting: Shareholders vote strongly in favour of MG's Capital Structure**

Murray Goulburn Co-operative Co. Limited (MG) held an Extraordinary General Meeting (EGM) of shareholders today, with the meeting held in accordance with the Notice of Meeting.

Shareholders voted in favour of all items of business presented including the adoption of the new capital structure and related constitutional amendments, the consolidation and conversion of B and C Class Preference Shares to non-voting Ordinary Shares and the increase in the aggregate Director fee pool.

Commenting on the outcomes of the meetings, MG Chairman Philip Tracy said: "Today's historic vote takes MG a critical step closer to achieving our goal of raising \$500 million to fund capital investments to enable the delivery of sustainably higher farmgate returns."

"The strength of today's vote demonstrates that MG's suppliers are not only overwhelmingly in favour of the new capital structure, but also see the growth that lies ahead for dairy foods. They see the opportunity that Asia presents and support MG's growth and value creation strategy.

"From the outset, the Board believed it was critically important to involve MG supplier shareholders in the capital structure development process and after 18 months of consultation and discussion, including 5 rounds of supplier meetings, what we saw today was a co-op in unison and alignment. I am enormously proud of the process undertaken to develop the capital structure and I thank all supplier/shareholders for their involvement and commitment.

"With the EGM now behind us, we will move forward with the various Offers to eligible suppliers and external investors to invest in MG's future, with the aim of completing the fundraising process and listing the MG Unit Trust on the Australian Securities Exchange in July," Mr Tracy said.

Following the meeting MG Managing Director, Gary Helou, said: "Today's result represents a strong vote of confidence in MG's growth and value creation to transform the business and improve farmgate returns. The approval of the capital structure gives us the opportunity to raise \$500 million in new capital which we will invest to further our strategic shift towards premium value-add dairy foods and in the process reduce MG's exposure to the volatility of the dairy commodity price cycle."

"Global demand for dairy foods continues to grow, particularly in Asia. All global dairy companies are racing to capture a share of these growth opportunities and in this context, MG does not have a moment to waste. We will invest the new capital we ultimately raise, in world's leading manufacturing capability and market reach, to ensure we are well placed to meet and serve the growing needs of dairy customers and consumers in Australia and internationally for premium, quality, Australian made dairy foods," Mr Helou said.

The tables below detail the results of the vote of each item of business on the agenda.

## Extraordinary General Meeting – Ordinary Shareholders

### 1) Capital Structure

Total votes cast	In favour	Against
129,560,822	119,591,190	9,969,632

The motion was carried as an Ordinary Resolution

### 2) Amendments to the Constitution relating to the Share Standard

Total votes cast	In favour	Against
129,254,308	119,834,160	9,420,148

The motion was carried as a Special Resolution

### 3) Amendments to the Constitution relating to the replacement of Preference Share Provisions

#### a) Resolution 3a

Total votes cast	In favour	Against
129,101,451	121,268,900	7,832,551

The motion was carried as a Special Resolution

#### b) Resolution 3b

Total votes cast	In favour	Against
129,102,535	121,406,739	7,695,796

The motion was carried as a Special Resolution

### 4) Amendments to the Constitution relating to conversion metrics

#### a) Resolution 4a

Total votes cast	In favour	Against
129,390,744	121,362,536	8,028,208

The motion was carried as a Special Resolution

#### b) Resolution 4b

Total votes cast	In favour	Against
129,137,528	121,155,311	7,982,217

The motion was carried as a Special Resolution

### 5) Consolidation and conversion of B and C Class Preference Shares

#### a) Resolution 5a

Total votes cast	In favour	Against
129,390,744	121,659,161	7,731,583

The motion was carried as a Special Resolution

## b) Resolution 5b

Total votes cast	In favour	Against
129,375,034	121,509,749	7,865,285

The motion was carried as a Special Resolution

## 6) Increase to aggregate fees paid to non-executive Directors

Total votes cast	In favour	Against
121,002,465	91,419,235	29,583,230

The motion was carried as an Ordinary Resolution

## Class Meeting – B Class Preference Shareholders

### 1) Variation of class rights

Total votes cast	In favour	Against
1,531,886	1,500,326	31,560

The motion was carried as a Special Resolution

## Class Meeting – C Class Preference Shareholders

### 1) Variation of class rights

Total votes cast	In favour	Against
4,988,716	4,867,711	121,005

The motion was carried as a Special Resolution

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A copy of the EGM speech and presentation is available at [www.mgc.com.au](http://www.mgc.com.au).

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### About Devondale Murray Goulburn (Murray Goulburn Co-operative Co. Limited - ABN 23 004 277 089):

Devondale Murray Goulburn is Australia's largest dairy foods company. In 2013/14 the company received approximately 3.4 billion litres or 37% of Australia's milk and generated sales revenue in excess of \$2.9 billion. Devondale Murray Goulburn was formed in 1950 and remains 100% dairy farmer controlled, with more than 2,500 farmer/shareholders and more than 2,400 employees. Devondale Murray Goulburn is also Australia's largest dairy food exporter to the major markets of Asia, the Middle East and North Africa, and the Americas. Devondale Murray Goulburn produces a range of ingredient and nutritional products, supplies the food service industries globally and its flagship Devondale brand is sold nationally.