

2008 Plebiscite in respect of the vote by Dairy Farmers
Milk Co-operative Limited ARBN 108 690 384 in relation
to a proposed scheme of arrangement between Australian
Co-operative Foods Limited and its members

ACTIVE MEMBERS' VOTING GUIDE

INCLUDING
POSTAL PLEBISCITE BALLOT PAPER
AND CORPORATE REPRESENTATIVE FORM



THIS IS AN IMPORTANT DOCUMENT.
Please read carefully in conjunction with the
Explanatory Memorandum.

TERMS USED

IN THIS VOTING GUIDE:

ACF means Australian Co-operative Foods Limited
ABN 65 010 308 068.

ACF Scheme of Arrangement means the proposed scheme of arrangement under Part 13 of the Co-operatives Act 1992 (NSW) between ACF and its members, which, if approved by ACF's members and the New South Wales Supreme Court, would involve the disposal of all of the shares in ACF to National Foods Limited ABN 65 004 486 631.

DFMC means Dairy Farmers Milk Co-operative Limited
ARBN 108 690 384.

2008 Plebiscite in respect of the vote by Dairy Farmers
Milk Co-operative Limited ARBN 108 690 384 in relation
to a proposed scheme of arrangement between Australian
Co-operative Foods Limited and its members

VOTING GUIDE FOR ACTIVE MEMBERS

IMPORTANT INFORMATION

This Voting Guide and the accompanying Explanatory Memorandum contain important information.

You should read all documents in the Explanatory Memorandum and this Voting Guide in their entirety.

This Voting Guide contains voting information for the DFMC Plebiscite.

It also contains your green Postal Plebiscite Ballot Paper and a beige Corporate Representative Form.

The Postal Plebiscite Ballot closes at noon on Tuesday, 11 November 2008.



If you have any questions in relation to the Plebiscite, please consult your local DFMC Director.

WHAT YOU SHOULD DO NOW

- 1 Read the Explanatory Memorandum carefully.
- 2 Vote on the DFMC Plebiscite by completing the ballot paper enclosed in this Voting Guide.
- 3 Discuss with DFMC and your local Farm Services Officer revised Milk Supply contracts offered as part of the Transaction.

VOTING GUIDE FOR ACTIVE MEMBERS

WHAT YOU SHOULD DO:

Read the Explanatory Memorandum accompanying this Voting Guide. All terms used in this Voting Guide have the same meaning as the terms used in the Explanatory Memorandum.

Read the Notice of Postal Plebiscite Ballot (see page 5 of this Voting Guide).

Vote on the Resolution as set out in the Notice of Postal Plebiscite Ballot. In order to vote you must complete your Postal Plebiscite Ballot Paper and return it in accordance with the How to Vote instructions on page 4. The postage is prepaid and therefore no stamp is required.

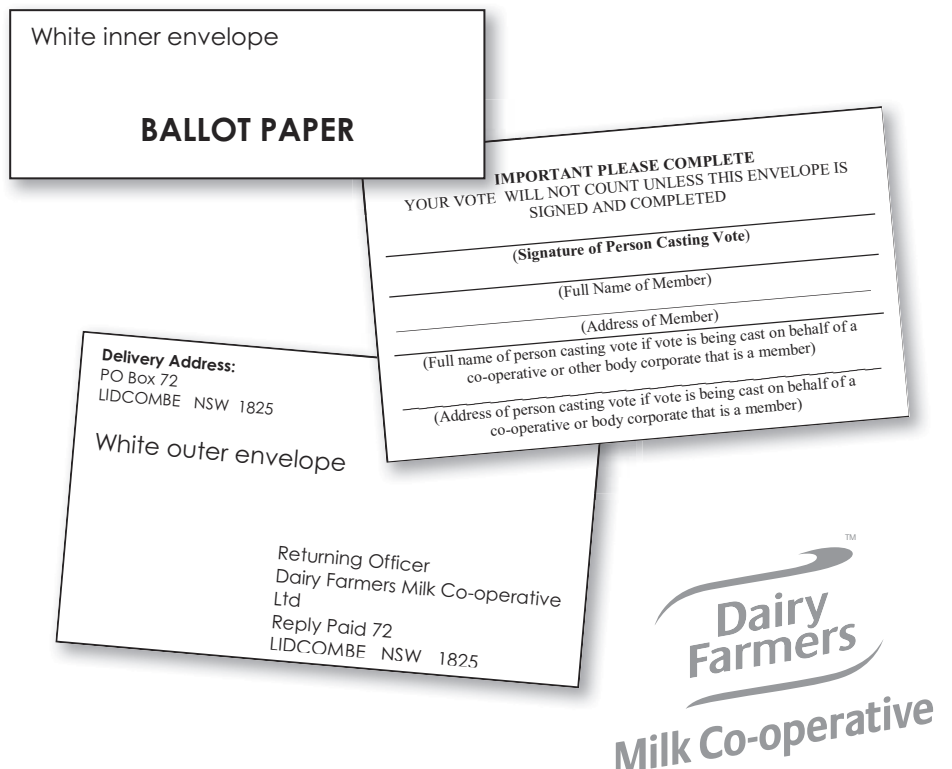
Forward the envelope addressed to the Returning Officer either by post to **PO Box 72, Lidcombe NSW 1825** or by personal delivery to **Quad 1, 8 Parkview Drive, Sydney Olympic Park NSW 2127** so as to reach the Returning Officer not later than **12.00 (noon) on Tuesday, 11 November 2008**, which is the close of the Postal Plebiscite Ballot. Please allow at least five business days for postage.

2008 Plebiscite in respect of the vote by Dairy Farmers Milk Co-operative Limited ARBN 108 690 384 in relation to a proposed scheme of arrangement between Australian Co-operative Foods Limited and its members

BALLOT ENVELOPES

Do we have to use three (3) special envelopes to vote in the Postal Plebiscite Ballot?

Yes. The 3-envelope system is required by the Co-operatives Regulations 2005 (NSW) and must be followed to cast a valid vote. The method of voting is set out in the How to Vote section on page 4 of this Voting Guide and also stated on the bottom half of the Postal Plebiscite Ballot Paper. Please follow the voting procedure carefully. In particular, please make sure that the white middle envelope is completed and signed.

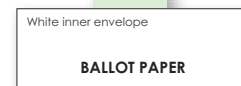
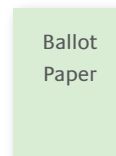


2008 Plebiscite in respect of the vote by Dairy Farmers Milk Co-operative Limited ARBN 108 690 384 in relation to a proposed scheme of arrangement between Australian Co-operative Foods Limited and its members

HOW TO VOTE

- 1 Complete green ballot paper by voting YES or NO – green form on page 7 of this Voting Guide.
- 2 Put completed green ballot paper in envelope provided.
- 3 Sign and complete front of white middle envelope.
- 4 Put white envelope in larger white envelope provided.
- 5 Post white envelope – allow at least 5 business days for postage. Votes must be received before ballot closes at 12.00 (noon) on Tuesday, 11 November 2008.

Green ballot paper



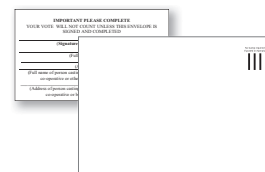
IMPORTANT PLEASE COMPLETE
YOUR VOTE WILL NOT COUNT UNLESS THIS ENVELOPE IS SIGNED AND COMPLETED

(Signature of Person Casting Vote)

(Full Name of Member)

(Full name of person casting vote if vote is being cast on behalf of a co-operative or other body corporate that is a member)

(Address of person casting vote if vote is being cast on behalf of a co-operative or other body corporate that is a member)



DAIRY FARMERS MILK CO-OPERATIVE LIMITED

(ARBN 108 690 384)

2008 Plebiscite in respect of the vote by Dairy Farmers Milk Co-operative Limited in favour of a proposed scheme of arrangement between Australian Co-operative Foods Limited and its members

VOTING GUIDE FOR ACTIVE MEMBERS

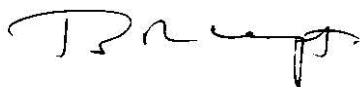
NOTICE OF POSTAL PLEBISCITE BALLOT

NOTICE IS HEREBY GIVEN that DFMC is conducting a Plebiscite which will close at noon on Tuesday, 11 November 2008 to consider and if thought fit, to pass the following resolution:

THAT, the Board of DFMC be directed to vote, in the Special Postal Ballot to be held by ACF which closes on 12 November 2008, in favour of the ACF Scheme of Arrangement which, if approved by the members of ACF and the NSW Supreme Court, would involve DFMC disposing of all of its shares in ACF to National Foods Limited.

SYDNEY 10 October 2008

By order of the Board.



B R Wright, Secretary

Notes:

- 1 The Plebiscite is being conducted as if it was a special postal ballot in accordance with Rule 65 of the Rules of DFMC to approve the resolution that the Board of DFMC be directed to vote in favour of the ACF Scheme of Arrangement.
- 2 The resolution must be passed by a three-quarters majority of those who cast valid votes in the Plebiscite.
- 3 Inactive members are not entitled to vote in the Plebiscite Resolution on this Notice of Postal Plebiscite Ballot.
- 4 If the Member is a body corporate please see the notes on voting by a body corporate in a postal plebiscite ballot on the reverse of the Corporate Representative Form.

This page has been left blank intentionally

Dairy Farmers Milk Co-operative Limited

(ARBN 108 690 384)

POSTAL PLEBISCITE BALLOT PAPER

under Rule 65 of DFMC Rules

Note: Before completing this ballot paper, please read the “How to vote” section below.

Ballot of members to determine the following proposal:

Do you approve of the Board of DFMC voting in favour of the ACF Scheme of Arrangement which, if approved by the members of ACF and the NSW Supreme Court, would involve DFMC disposing of all of its shares in ACF?

(Please write YES or NO in the box)

This ballot will close at 12.00 (noon) on Tuesday, 11 November 2008.

How to Vote

1. Read these directions and the Postal Plebiscite Ballot Paper carefully.
2. Complete and sign the details on the reverse side of the envelope that has appropriate spaces for the insertion of your name, address and signature (in this ballot paper referred to as **the middle envelope**).
3. If:
 - (a) you approve of the Board of DFMC being directed to vote in favour of the ACF Scheme of Arrangement – write the word “YES” in the box; or
 - (b) you do not approve of the Board of DFMC being directed to vote in favour of the ACF Scheme of Arrangement – write the word “NO” in the box.
4. After marking the Postal Plebiscite Ballot Paper, fold it and place it in the small envelope provided and seal the envelope. Then place the small envelope in the completed middle envelope and place the middle envelope in the envelope addressed to the returning officer. Forward this envelope either by post or personal delivery so as to reach the returning officer no later than noon on Tuesday, 11 November 2008.
5. Unless the Postal Plebiscite Ballot Paper is marked as indicated in 3 above and the details referred to in 2 above are completed in full and the middle envelope signed, your vote may be rejected as informal.

Initials of Returning Officer

On the reverse of this page is a Postal Plebiscite Ballot Paper which can be easily removed from this Voting Guide.

Please read the “How to vote” section at the foot of the Postal Plebiscite Ballot Paper before voting.

If you are a corporate member, please also read the information on the back of the Corporate Representative Form headed “Voting by Corporate Members”.

The reply paid outer envelope, containing the middle envelope and the small envelope, should be forwarded either by post or personal delivery so as to reach the returning officer no later than noon on Tuesday, 11 November 2008.

NOTES ON VOTING RIGHTS

Only Members who are active members (within the meaning of Rule 13) will be entitled to vote (Rule 54(4)).

A Member whose shares are required to be forfeited because, for example, the member has not been active for one (1) year, is not entitled to vote in the ballot (Rule 54(3)).

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 Act 1992* (NSW) in which event, any vote cast by the Member or on the Member's behalf will be disregarded (Section 186).

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 (Section 183).

A member is not entitled to vote if another person (whether or not a member of DFMC) has a relevant interest in any share held by the member or in the right to vote of the member. (Section 178(1)). “Relevant interest” has the meaning given by Schedule 2 of the *Co-operatives Act*.

For further notes specifically in relation to corporate members please see the reverse side of the Corporate Representative Form (page 10).

Dairy Farmers Milk Co-operative Limited

(ARBN 108 690 384)

CORPORATE REPRESENTATIVE FORM

(Name of Corporate Member)

of

(Address of Corporate Member)

appoint

(Name of Representative)

of

(Address of Representative)

as its representative in respect of its membership of Dairy Farmers Milk Co-operative Limited for the purposes of Section 68 of the Co-operative Act 1992.

Signed for and on behalf of the above named corporate member of the Co-operative by:

Secretary: _____

Director: _____

Dated: _____

[Affix common seal, if required
by the company's constitution]

Notes:

- A body corporate must not appoint a person to represent the body corporate as a member of the Co-operative if such person is a member of the Co-operative or is the representative of another body corporate member (s68(2)).
- A person is not qualified to be appointed as the representative of a company member of the Co-operative if that company is not a listed corporation (within the meaning of the Corporations Act 2001) unless the person is an officer, member or employee of the company (s68(4)).

VOTING BY CORPORATE MEMBERS

A corporate member should execute the middle envelope either under the hand of a Corporate Representative in accordance with the Co-operatives Act, 1992 OR in accordance with the Corporations Act, 2001 by having it signed:

- (i) by two directors, or
- (ii) by a director and a secretary, or
- (iii) in the case of a proprietary company that has a sole director who is also the sole company secretary, by that director.

Any instrument in writing by a member which is a body corporate appointing a person to represent it (including a power of attorney or a corporate representative) must also be executed in accordance with the Corporations Act.

Where a corporate member wishes its corporate representative to vote on its behalf, the corporate representative must sign the middle envelope.

A corporate member, other than a member which has previously lodged with the Secretary a duly executed Corporate Representative Form, should complete the Corporate Representative Form on the reverse of this page and send it to the Secretary in the enclosed Share Registry envelope or deposit it at Quad 1, 8 Parkview Drive, Sydney Olympic Park, NSW 2127 so as to be received in all cases not later than twenty-four (24) hours before the closure of the ballot, ie, no later than noon Monday, 10 November 2008. (If you are not a corporate member, no Share Registry envelope has been included in your package).

The Corporate Representative Form if completed and lodged on this occasion (regardless of whether the company votes) will continue to apply so that the person therein appointed may continue to represent the corporate member at future meetings or in future ballots of members of Dairy Farmers Milk Co-operative Limited until revoked under seal or replaced by a Corporate Representative Form appointing another Representative.