

Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2020 Annual Shareholders' Meeting of PGG Wrightson Limited ("Company") will be held at the Marlborough Convention Centre, 42a Alfred Street, Blenheim on Tuesday, 20 October 2020, commencing at 9:30am.

www.pggwrightson.co.nz

www.pggwrightson.co.nz/Investors/Shareholders



IMPORTANT DATES AND TIMES

Latest time for online and physical receipt of proxy and voting forms: Sunday 18 October 2020, 9:30am

Annual Shareholders' Meeting:
Tuesday 20 October 2020, 9:30am

Order of Business

Item A: Chairman's Address

Item B: Chief Executive's Review

Item C: Shareholder Questions

Consideration of any shareholder questions raised during or prior to the meeting on the financial statements and report, and on the performance and management of PGG Wrightson Limited.

Item D: Ordinary Resolutions

To consider, and if thought fit, pass the following ordinary resolutions:

1. Re-election of Joo Hai Lee

That Joo Hai Lee be re-elected as a Director of the Company. Please read the explanatory notes and other procedural information for further information in relation to the above resolution.

2. Auditor's Remuneration

To authorise the Directors to set the auditor's remuneration.

Item E: General Business

To consider such other business as may lawfully be raised at the meeting.

On behalf of the Board of Directors.

Julian Daly

General Manager Corporate Affairs and Company Secretary
Christchurch
New Zealand

28 September 2020

Explanatory Notes

Ordinary Resolutions

1. Re-election of Joo Hai Lee

ACA (ICAEW), CPA (Australia), FCCA (UK), CA (ISCA)

Nominee for Director

Mr Lee is a current Director and Deputy Chairman of PGG Wrightson Limited and he joined the PGG Wrightson Board on 31 October 2017.

Joo Hai Lee retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

Mr Lee was appointed as Deputy Chairman of PGG Wrightson Limited on 30 April 2019 and has been a Director since 31 October 2017. He is a member of the Audit Committee. He was appointed as an Independent Director of Agria Corporation in November 2008.

Mr Lee has more than 30 years' experience in accounting and auditing. He was a partner of an international public accounting firm in Singapore until his retirement from the firm in 2012. He has serviced clients in the manufacturing, hospitality, insurance, insurance broking and other service industries. His clients included large multinational corporations and listed entities. His professional memberships include those of the Institute of Chartered Accountants in England and Wales, CPA (Australia), ACCA (UK), Institute of Directors of both Hong Kong and Singapore. Mr Lee also sits on the Board of several listed companies in Singapore and one in Hong Kong.

The Company's Directors recommend shareholders vote in favour of Joo Hai Lee's re-election.



2. Auditors

Noting the automatic reappointment of KPMG as the Company's auditor under section 207T of the Companies Act 1993, the proposed ordinary resolution is to authorise the Directors to fix the auditor's remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

The Company's Directors recommend shareholders vote in favour of this resolution.

Procedural Notes, Attendance, and Voting

The resolutions required for item D (Resolutions 1 and 2) are ordinary resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.

The only persons entitled to exercise votes at the meeting will be those who are registered as shareholders as at 9.30am on Sunday, 18 October 2020 and only the shares registered in those shareholders' names at that time carry a right to vote at the meeting. Your rights to vote may be exercised by:

- 1. Attending and voting in person:** or
- 2. Postal voting:** Postal voting instructions accompany this Notice of Annual Shareholders' Meeting. Shareholders wishing to vote by post must complete and send the postal form so that it is received by Computershare Investor Services Limited no later than 9.30am on Sunday, 18 October 2020, or
- 3. Electronic Voting:** Electronic or online voting instructions accompany this Notice of Annual Shareholders' Meeting. Shareholders wishing to vote electronically must do so no later than 9.30am on Sunday, 18 October 2020, or
- 4. Appointing a proxy (or representative) to attend and vote in your place:** The proxy need not be a shareholder of the Company and the form of appointment of a proxy and voting instructions accompanies this Notice of Annual Shareholders' Meeting. Shareholders wishing to appoint a proxy must complete and send the proxy form so that it is received by Computershare Investor Services Limited no later than 9.30am on Sunday, 18 October 2020.

Direct your proxy how to vote by making the appropriate election, either online or on the Proxy Form, in respect of each resolution. If you return the Proxy Form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chair of the meeting or any other Directors as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of the resolutions.

Following the formal part of the meeting, the Directors invite shareholders to join them for light refreshments.



Shareholders wishing to attend the meeting are kindly requested to complete and return the attached RSVP form to assist with planning for the meeting.

QUESTIONS

Shareholders are also invited to submit questions prior to the meeting on the form.