

# Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2021 Annual Shareholders' Meeting of PGG Wrightson Limited ("Company") will be held at the Napier War Memorial Centre, 48 Marine Parade, Bluff Hill, Napier on Tuesday, 19 October 2021, commencing at 9:30am.

[www.pggwrightson.co.nz](http://www.pggwrightson.co.nz)

[www.pggwrightson.co.nz/Investors/Shareholders](http://www.pggwrightson.co.nz/Investors/Shareholders)



## IMPORTANT DATES AND TIMES

Latest time for online and physical receipt of proxy and voting forms: Sunday, 17 October 2021, 9:30am

Annual Shareholders' Meeting:  
Tuesday, 19 October 2021, 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 the Company.

## Item D: Ordinary Resolutions

To consider, and if thought fit, pass the following ordinary resolutions. Please read the explanatory notes and other procedural information for further information in relation to these resolutions:

### 1. Election of Dr Charlotte Severne

That Dr Charlotte Severne be elected as a Director of the Company.

### 2. Re-election of U Kean Seng

That U Kean Seng be re-elected as a Director of the Company.

### 3. Auditor's Appointment and Remuneration

To confirm the appointment of Ernst & Young as the Company's auditor and to authorise the Directors to fix 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 2021

# Explanatory Notes

## Ordinary Resolutions

### 1. Election of Dr Charlotte Severne

MSc, PhD (Geology), ONZM

*Nominee for Director*

Dr Charlotte Severne joined the PGG Wrightson Limited Board on 18 June 2021 as an Independent Director.

Dr Charlotte Severne (Tūwharetoa, Tūhoe) was a commercial scientist and executive for 20 years. She was also Deputy Vice Chancellor at both Lincoln and Massey Universities.

In 2017 she received an ONZM for her contribution to Science and Māori. In 2018 she was appointed The Māori Trustee, with various governance and agency roles for whenua Māori across New Zealand.

The Board has determined that Dr Charlotte Severne qualifies as an Independent Director as defined by the NZX Listing Rules.

**The Company's Directors recommend shareholders vote in favour of Dr Charlotte Severne's election.**



### 2. Re-election of U Kean Seng

LLB (Hons), B.Ec

*Nominee for Director*

U Kean Seng is a current Director of PGG Wrightson Limited and he joined the Board on 4 December 2012.

U Kean Seng retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

**The Company's Directors recommend shareholders vote in favour of U Kean Seng's re-election.**



### 3. Auditor's Appointment and Remuneration

Noting the appointment of Ernst & Young on 13 April 2021 as the Company's auditor under section 207R(3) of the Companies Act 1993 (the Act) to fill the casual vacancy arising from KPMG's resignation, the proposed ordinary resolution is to:

- confirm the appointment of Ernst & Young as the Company's auditor under section 207P(2) of the Act; and
- authorise the Directors to fix the auditor's remuneration for the following year for the purposes of section 207S of the Act.

**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, 2, and 3) 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, 17 October 2021 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, 17 October 2021; 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, 17 October 2021; 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, 17 October 2021.

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.

## QUESTIONS

Shareholders are invited to submit questions prior to the meeting by emailing [companysecretary@pggwrightson.co.nz](mailto:companysecretary@pggwrightson.co.nz).

### Cover image:

PGG Wrightson Technical Horticultural Representative for Fruitfed Supplies, William Moss, discusses the benefits of growing grass between strawberry rows with Matt Ashby at Matakana Berry Co near Warkworth, Northern Auckland, in May 2021.