



**Rescheduled  
2021 Annual  
Shareholders'  
Meeting**

**PGG Wrightson**

# **Notice of Annual Shareholders' Meeting**



**PGG Wrightson Limited's 2021 Annual Shareholders' Meeting will be held via a virtual meeting only**

## **Where**

Online via Computershare's online meeting platform:  
<https://meetnow.global/nz>

## **When**

Monday  
6 December 2021  
commencing at 3:00pm  
(New Zealand time)

## **Important dates**

All times are given in New Zealand time unless otherwise specified

### **3 December 2021, 5:00pm**

Record date for voting entitlements for the Annual Shareholders' Meeting

### **4 December 2021, 3:00pm**

Last date for receipt of Proxy Forms and Voting Forms online or sent by post/email/fax

### **6 December 2021, 3:00pm**

Annual Shareholders' Meeting

You are encouraged to read this Notice (including the Explanatory Notes and Procedural Notes) and the instructions on the Proxy/Voting Form carefully.

# 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  
PGG Wrightson Limited  
Christchurch  
New Zealand

15 November 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.**

# Virtual Meeting – instructions

Due to concerns about our ability to host an in-person meeting under uncertain COVID-19 alert levels and to ensure the health and safety of our shareholders and staff, we have decided that the Annual Shareholders' Meeting will be a virtual only meeting this year. All shareholders will have the opportunity to attend, participate, vote, and ask questions in the 2021 Annual Shareholders' Meeting via our share registrar's online platform.

The Annual Shareholders' Meeting will be accessible on both desktop and mobile devices.

## How to attend the meeting

Shareholders can attend the meeting virtually through the Computershare Investor Services Limited meeting platform <https://meetnow.global/nz>.

To access the meeting, click 'Go' under the PGG Wrightson Limited meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari, Edge or Firefox to access the meeting. Please ensure your browser is compatible.

If you have any questions, or need assistance with the online process, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own computers or mobile devices. Shareholders will still be able to appoint a proxy to vote for them or send a postal vote, as they otherwise would, by following the instructions on the proxy and voting form and this Notice of Annual Shareholders' Meeting.

Details of how to participate 'virtually' are provided in the accompanying Virtual Meeting Guide, with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Shareholders' Meeting.

Shareholders will require their CSN/Securityholder Number, which can be found on their proxy and voting form, for verification purposes.

# Procedural Notes and Voting

## Voting thresholds

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.

## Voting entitlements

The only persons entitled to exercise votes at the meeting will be those who are registered as shareholders as at 5:00pm on Friday, 3 December 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:

## Casting your vote

You may cast your vote using one of the following options:

- 1. Before the Annual Shareholders' Meeting:** If you wish, you can vote prior to the Annual Shareholders' Meeting:
  - by completing and sending the Voting Form by post, email or fax so that it is received by Computershare Investor Services Limited no later than 3:00 pm on Saturday, 4 December 2021; or
  - on the website of PGG Wrightson Limited share registry, Computershare Investor Services Limited up until 3:00pm on Saturday, 4 December 2021 at: [www.investorvote.co.nz](http://www.investorvote.co.nz)
- 2. At the Annual Shareholders' Meeting:** If you wish, you can vote at the Annual Shareholders' Meeting at: <https://meetnow.global/nz>  
Voting will be by way of poll. For more information about voting at the Annual Shareholders' Meeting, please refer to the Virtual Meeting Guide that accompanies this Notice of Meeting.
- 3. Appoint a proxy to vote:** You may appoint a proxy or corporate representative (if the shareholder is a body corporate) to attend the Annual Shareholders' Meeting, to act generally at the meeting and to vote on your behalf. Your proxy does not need to be a PGG Wrightson Limited shareholder. To do this, you should complete the Proxy/Voting Form. It must be returned to the share registrar by 3:00pm on Saturday, 4 December 2021. You may return your Proxy/ Voting Form by:
  - completing the Proxy/Voting Form and either posting, emailing or faxing it to the share registrar; or
  - completing the Proxy/Voting Form online at [www.investorvote.co.nz](http://www.investorvote.co.nz)

# Procedural Notes and Voting continued

## Proxy/voting forms

The Proxy/Voting Form allows you to vote either for or against, or abstain from, the resolutions notified in the Notice of Meeting.

If you appoint a PGG Wrightson Limited director as your proxy to vote on your behalf, then any undirected proxies granted to the director will be voted in favour of the relevant resolutions.

If, in appointing a proxy, you have inadvertently not named someone to be your proxy, or your named proxy does not attend the Annual Shareholders' Meeting, the Chair of the meeting will be your proxy and will vote in accordance with your express direction.

If you wish to be heard at the meeting you should submit your questions in advance as provided, participate online, or appoint a proxy to do so.

To assist shareholders wishing to exercise their voting rights at the Annual Shareholders' Meeting (whether online or by proxy), the Proxy/Voting Form accompanying this Notice of Meeting has been personalised with individual shareholder details. The Proxy/Voting Form shows your current shareholding. If, at 5:00pm on Friday 3 December 2021, your shareholding is different from that shown on the Proxy/Voting Form, it will be updated by PGG Wrightson Limited's share registry, Computershare Investor Services Limited.

## Method of voting

Voting on all resolutions put before the Annual Shareholders' Meeting will be by poll. Results of the voting will be available after the conclusion of the meeting, and will be notified on the NZX.

### Recasting of votes

Votes previously cast for the original scheduled meeting date of 19 October 2021 will not be valid for this rescheduled meeting.

If you previously lodged your votes for the 19 October 2021 meeting we ask that you recast your vote for the rescheduled virtual 6 December 2021 meeting.

## Questions for the Annual Shareholders' Meeting

If you wish to submit written questions to be considered at the Annual Shareholders' Meeting, please email or post them to the following addresses:

Julian Daly  
 General Manager Corporate Affairs and Company Secretary  
 PGG Wrightson Limited  
 PO Box 292  
 Christchurch 8140  
 Email: [companysecretary@pggwrightson.co.nz](mailto:companysecretary@pggwrightson.co.nz)

## Share Registrar

PGG Wrightson's share registrar in New Zealand is Computershare Investor Services Limited.

You can manage your shareholding online via the Computershare Investor Services Limited investor centre. To change your address, update your payment instructions and to view your investment portfolio, please visit [www.investorcentre.com/nz](http://www.investorcentre.com/nz).

The addresses for the share registrar are:

Computershare Investor Services Limited  
 Private Bag 92119  
 Victoria Street West  
 Auckland 1142  
 New Zealand  
 Phone: +64 9 488 8777  
 Fax: +64 9 488 8787  
 Email: [enquiry@computershare.co.nz](mailto:enquiry@computershare.co.nz)  
[www.investorcentre.com/nz](http://www.investorcentre.com/nz)

## Presentations

A copy and recording of the presentations from the Annual Shareholders' Meeting will be available for viewing on PGG Wrightson Limited's website after the conclusion of the Annual Shareholders' Meeting.

## Cover image

"Country roads, take me home" in Otago, photographed by Kayla Redshaw for the PGG Wrightson Landmarks Photo Collection.