

Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2022 Annual Shareholders' Meeting of PGG Wrightson Limited ("Company") will be held at the Napier War Memorial Centre, 48 Marine Parade, Bluff Hill, Napier, and virtually on Tuesday, 18 October 2022, 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/Voting Form:
Sunday, 16 October 2022, 9:30am

Annual Shareholders' Meeting:
Tuesday, 18 October 2022, 9:30am

PGG Wrightson Limited's 2022

Annual Shareholders' Meeting will be held as a hybrid meeting



Where

In person

Napier War Memorial Centre, 48 Marine Parade, Bluff Hill, Napier

Virtually / online

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

When

Tuesday, 18 October 2022, commencing at 9:30am

Important dates

All dates and times are given in New Zealand time unless otherwise specified

Friday, 14 October 2022, 5:00pm

Record date for voting entitlements for the Annual Shareholders' Meeting

Sunday, 16 October 2022, 9:30am

Latest time for online and physical receipt of Proxy/Voting Form

Tuesday, 18 October 2022, 9:30am

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.

The health and safety of our shareholders and people is our priority. If COVID-19 related restrictions are in place which prevent us from holding a physical meeting, or the Board determines a physical meeting is inappropriate in the circumstances, PGW may decide to hold a virtual only Annual Shareholders' Meeting. If this occurs, we will provide shareholders with notice through an announcement to the NZX and on our website.

Order of Business

Item A:**Chair's Address and Chief Executive's Review****Item B:****Shareholder Questions**

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

Item C:**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 Meng Foon

That Meng Foon be elected as a Director of the Company.

2. Election of Garry Moore

That Garry Moore be elected as a Director of the Company.

3. Re-election of Sarah Brown

That Sarah Brown be re-elected as a Director of the Company.

4. Auditor's Remuneration

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

Item D:**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

20 September 2022

Explanatory Notes

Ordinary Resolutions

1. Election of Meng Foon

Nominee for Director

Meng Foon was appointed by the directors to the PGG Wrightson Limited Board on 1 July 2022 as an Independent Director.

Meng is the Race Relations Commissioner for the Human Rights Commission. He is currently Chair of Te Pūkenga Equity Experts Group, Chair of M Y Trust, Director of M Y Gold Investments Limited, and a Trustee of The Arts Foundation. He served as the Mayor of Gisborne from 2001 to 2019 and has held governance roles for several New Zealand entities.

Meng has extensive business experience in horticulture, agriculture, private wealth creation, and property development. He is knowledgeable about best practice organisational structures and operating systems, and he believes that data, science, and technology will help ensure future sustainability in environment and land business profitability.

Meng has worked with Māori landowners and believes that Māori land businesses are important contributors to the leadership of Aotearoa. He aha te mea nui o te ao – he Tangata, inclusive people and relationships are the success of all things he does.

The Board has determined that Meng Foon qualifies as an Independent Director as defined by the NZX Listing Rules.



The Company's Directors recommend shareholders vote in favour of Meng Foon's election.

2. Election of Garry Moore

B.Com, M.B.A, C.A.

Nominee for Director

Garry Moore was appointed by the directors to the PGG Wrightson Limited Board on 1 July 2022 as an Independent Director and as a member of the Audit Committee.

Garry was raised on farms in rural Mid-Canterbury before attending Canterbury University. He brings a wealth of finance knowledge with 40 years of extensive investment advisory experience together with trustee and corporate governance experience in rural services, viticulture, pastoral farming, and education.

He is a registered Financial Service Provider and member of the national Forsyth Barr Investment Committee. Garry is Chair of DairyCool Limited and South Canterbury based farm owner Burnett Valley Trust. He is a past Chair of St Andrew's College, Greystone Wines, and the Canterbury Branch of the NZ Institute of Chartered Accountants.

The Board has determined that Garry Moore qualifies as an Independent Director as defined by the NZX Listing Rules.



The Company's Directors recommend shareholders vote in favour of Garry Moore's election.

2. Re-election of Sarah Brown

BA LLB, CFInstD

Nominee for Director

Sarah Brown is a current Independent Director and Chair of the Audit Committee of PGG Wrightson Limited, and she was appointed to the PGG Wrightson Board on 30 April 2019.

Sarah retires by rotation in accordance with the Company's Constitution, and being eligible, offers herself for re-election.

Sarah is from a rural background, having grown up on a Southland sheep farm. She is a former commercial lawyer who now holds a number of independent director roles, including SBS Bank.



The Company's Directors recommend shareholders vote in favour of Sarah Brown's re-election.

4. Auditor's Appointment and Remuneration

Noting the automatic reappointment of Ernst & Young 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.



Virtual Meeting – instructions

The 2022 Annual Shareholders' Meeting will be a hybrid meeting. All shareholders will have the opportunity to attend, participate, vote, and ask questions in person or virtually via our share registrar's online platform.

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

How to attend the virtual meeting

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

To access the virtual 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, Attendance and Voting

Voting thresholds

The resolutions required for item C (Resolutions 1, 2, 3, and 4) 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 9:30am on Sunday, 16 October 2022 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. Postal votes before the Annual Shareholders' Meeting:

If you wish, you can vote prior to the Annual Shareholders' Meeting:

- by completing and sending the Proxy/Voting Form by post, email or fax so that it is received by Computershare Investor Services Limited no later than 9:30am on Sunday, 16 October 2022;

or

- on the website of PGG Wrightson Limited's share registry, Computershare Investor Services Limited up until 9:30am on Sunday, 16 October 2022 at: www.investorvote.co.nz

2. At the Annual Shareholders' Meeting:

If you wish, you can vote either in person or online 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 9:30am on Sunday, 16 October 2022. 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

Proxy/Voting form

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 in person or virtually, or appoint a proxy to do so.

To assist shareholders wishing to exercise their voting rights at the Annual Shareholders' Meeting (whether in person, 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, 14 October 2022, 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.

Questions for the Annual Shareholders' Meeting

Shareholders attending the meeting in person and virtually will be given the opportunity to ask questions during General Business.

If you wish to submit written questions to be considered at the Annual Shareholders' Meeting in advance of the meeting, please email or post them to the following addresses by 7 October 2022:

Julian Daly
General Manager Corporate Affairs and Company Secretary
PGG Wrightson Limited
PO Box 292
Christchurch 8140
Email: 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

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
www.investorcentre.com/nz

Presentations

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

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

Front cover image: **PGG Wrightson Technical Horticultural Representative for Fruited Supplies, Alastair Reed, discusses canopy density and vigour with Adam Alexander, owner of Cultivate Co., an organic orchard in Katikati, near Tauranga, Bay of Plenty.**