

Notice of Annual Meeting of Shareholders

Monday, 18 December 2023

Sanford Limited (the Company) gives notice that its Annual Meeting of Shareholders will be held on Monday, 18 December 2023 commencing at 2.00pm (NZST) at Eden Park, Reimers Avenue, Mt Eden, Auckland in the World Cup Lounge West, South Stand, and online (for further details, please refer to the notes and Virtual Meeting Guide below).

The business of the meeting will be:

1. Chairman's Introduction

2. Acting Chief Executive Officer's Review

3. Resolutions

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

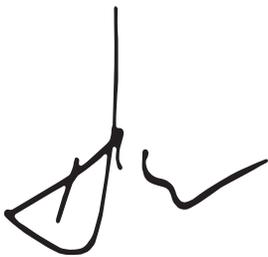
Resolution 1: Election of William John Strowger: That Mr Strowger be elected as a Director of the Company, having been nominated by Tasman Equity Holdings Limited, a shareholder of the Company, in accordance with NZX Listing Rule 2.3.

Resolution 2: Auditor: To authorise the Directors to fix the fees and expenses of the Auditor for the ensuing year.

Refer to the explanatory notes from page 3 for further details on these resolutions.

4. General Business

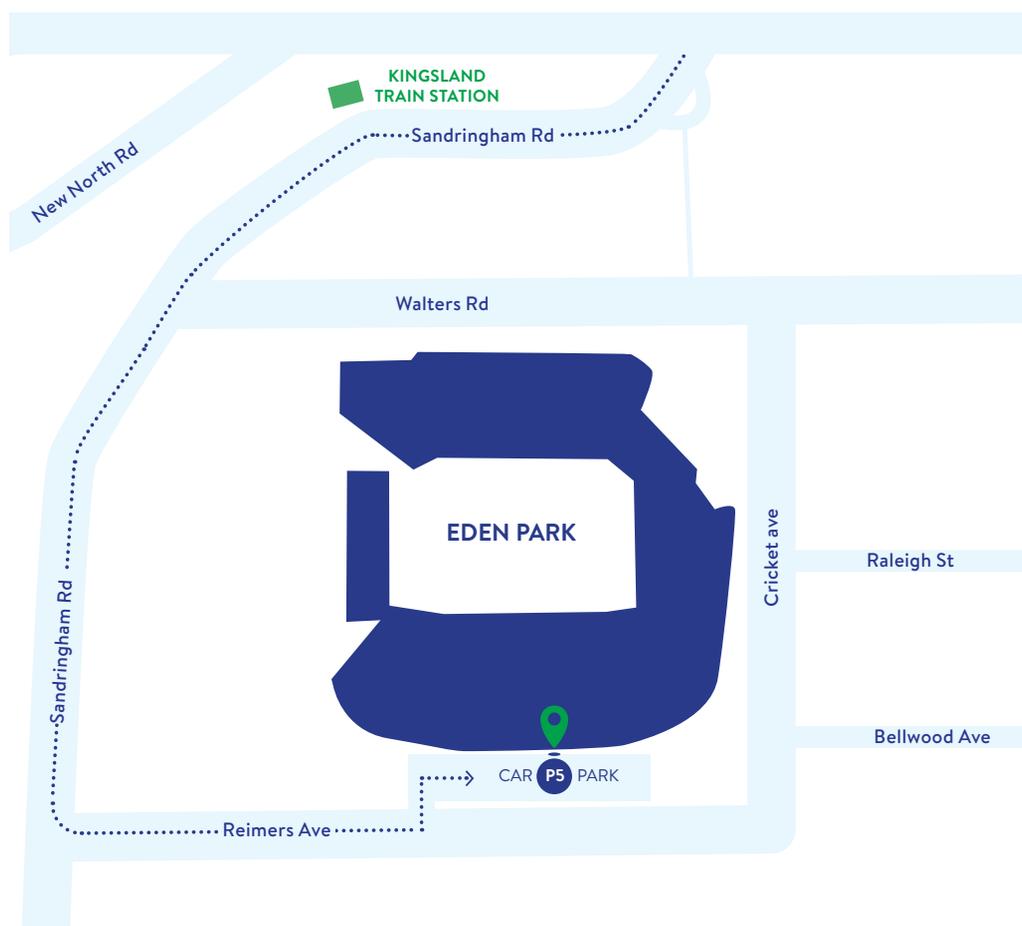
To consider such other business as may be properly raised at the meeting.



Sir Robert McLeod
Chair

27 November 2023

Map



Procedural Notes

Persons Entitled to Vote

The persons who will be entitled to vote at the Annual Meeting are those persons registered as holding ordinary shares on the Company's share register at 5.00pm on Thursday, 14 December 2023.

No shareholder is restricted from voting on Resolutions 1 and 2 under the NZX Listing Rules.

Ordinary Resolutions (Resolutions 1 and 2)

Each of Resolutions 1 and 2 is an ordinary resolution. In order for an ordinary resolution to be passed, it must be approved by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.

Proxy / Postal Voting

A shareholder entitled to attend and vote at the Annual Meeting is entitled to:

- appoint a proxy to attend and vote instead of the shareholder; or
- cast a postal vote instead of attending in person or appointing a proxy.

A Proxy/Voting Form is enclosed with this Notice of Annual Meeting. To be effective, the Proxy/Voting Form must be deposited with the Company in accordance with the instructions on the form **not later than 2pm, Saturday, 16 December 2023.**

A shareholder may appoint “The Chair of the Meeting” as Proxy. Where a direction is not given to the Chairperson as to how to cast the vote on any Resolution (an undirected proxy), the Chairperson intends to vote **in favour of** Resolutions 1 and 2. If, in appointing a proxy (i.e. you mark any of the PROXY DISCRETION boxes in Step 1 of the Proxy/Voting Form), you inadvertently do not name someone to be your proxy in Step 2 of the Proxy/Voting Form, or your named proxy does not attend the meeting, the Chairperson will be your proxy and will vote in accordance with your express direction.

A proxy need not be a shareholder of the Company. A corporation may appoint a person to attend the meeting as its representative in the same manner as that in which it may appoint a proxy.

Explanatory Notes

Explanatory note 1 – Election of Director (Resolution 1)

In accordance with NZX Listing Rule 2.3.1, a shareholder of the Company who is entitled to attend and vote at the Annual Meeting, can nominate a director for election at the Annual Meeting.

In accordance with this rule, Tasman Equity Holdings Limited has nominated Mr William John Strowger and, being eligible, Mr Strowger has offered himself, for election.

The Board considers that Mr Strowger will not be an independent director for the purposes of the NZX Listing Rules if elected to the Board.

Mr Strowger is a leading commercial lawyer. He was a partner at Chapman Tripp, a national full service corporate law firm, from 1993 to 2022, and remains a consultant of the firm. Mr Strowger specialises in corporate, contract and securities law, with particular expertise in mergers & acquisitions. He was named NZ Deal Maker of the Year at the 2019, 2017 and 2015 Australasian Law Awards. More recently, Mr Strowger was recognised by the International Financial Law Review (IFLR1000) as a “Market Leader” in New Zealand’s mergers & acquisitions and equity capital markets.

Mr Strowger is the chair of Skellerup Holdings Limited (an NZX-listed manufacturer of industrial and agricultural rubber products). He is also the chair of Skellerup’s Health and Safety, Remuneration and Nomination Committees and is a member of Skellerup’s Audit Committee. Mr Strowger also sits on the board of, and advisory committees to, a number of private sector businesses. He is a director of Qestral Corporation Limited (a privately owned retirement village developer and operator) and Caspex Limited (the private family-owned New Zealand importer and wholesaler of Honda motorcycles, and marine equipment).

The Board supports the election of Mr Strowger and recommends that shareholders vote in favour of Resolution 1.

Explanatory note 2 - Fixing of auditor’s fees and expenses (Resolution 2)

KPMG is the current auditor of the Company and has indicated its willingness to continue in office. Pursuant to section 207T of the Companies Act 1993 of New Zealand, KPMG is automatically reappointed at the Annual Meeting as auditor of the Company. The proposed resolution is to authorise the Board to fix the auditors’ remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

Attending the Annual Meeting online

Shareholders can attend the meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

To access the meeting, click ‘Go’ under the Sanford 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 enclosed Virtual Meeting Guide for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

Shareholders will require their CSN/Securityholder Number and postcode for verification purposes. If you wish to appoint a proxy to attend online via the Computershare Meeting Platform on your behalf, please ensure that you provide their contact details (phone and email) on the Proxy/Voting Form.



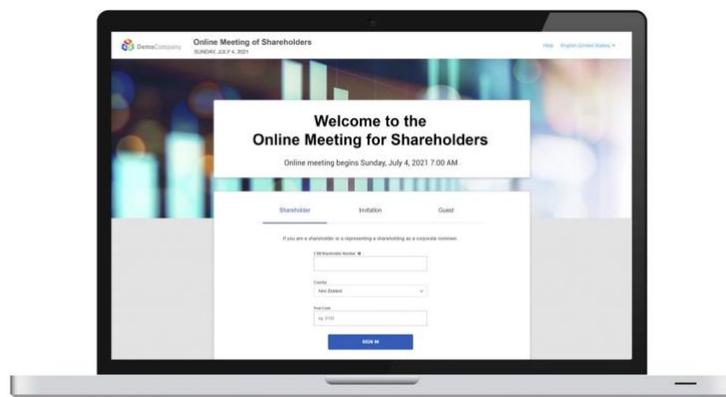
HOW TO PARTICIPATE IN VIRTUAL/HYBRID MEETINGS

Attending the meeting online

Our online meeting provides you the opportunity to participate online using your smartphone, tablet or computer.

If you choose to attend online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.



Visit- <https://meetnow.global/nz>



Access

Access the online meeting at <https://meetnow.global/nz>, and select the required meeting. Click 'JOIN MEETING NOW'.

If you are a shareholder:

Select 'Shareholder' on the login screen and enter your CSN/Holder Number and Post Code. If you are outside New Zealand, simply select your country from the drop down box instead of the post code. Accept the Terms and Conditions and click Continue.

If you are a guest:

Select Guest on the login screen. As a guest, you will be prompted to complete all the relevant fields including title, first name, last name and email address.

Please note, guests will not be able to ask questions or vote at the meeting.

If you are a proxy holder:

You will receive an email invitation the day before the meeting to access the online meeting. Click on the link in the invitation to access the meeting.

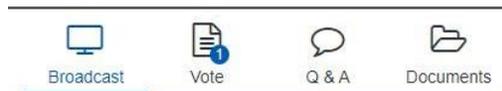


Contact

If you have any issues accessing the website please call +64 9 488 8700.



Navigation



When successfully authenticated, the home screen will be displayed. You can watch the webcast, vote, ask questions, and view meeting materials in the documents folder. The image highlighted blue indicates the page you have active.

The webcast will appear and begin automatically once the meeting has started.



Voting

Resolutions will be put forward once voting is declared open by the Chair. Once the voting has opened, the resolution and voting options will appear.

To vote, simply select your voting direction from the options shown on screen. You can vote for all resolutions at once or by each resolution.

Your vote has been cast when the green tick appears. To change your vote, select 'Change Your Vote'.



Q&A

Any eligible shareholder/proxy attending the meeting remotely is eligible to ask a question.

Select the Q&A tab and type your question into the box at the bottom of the screen and press 'Send'.