



Notice is hereby given that the **2024 Annual Shareholders' Meeting ("Meeting") of ArborGen Holdings Limited ("ArborGen")** will be held as follows:

**Date and Time:**

Monday 26 August 2024  
commencing at 10.30am

**Venue:**

Huntermville Room,  
Ellerslie Event Centre,  
100 Ascot Avenue,  
Remuera, Auckland

**Online:**

[www.meetnow.global/nz](http://www.meetnow.global/nz)

**Important Dates and Times:**

Latest time for receipt of proxy  
forms 10.30am on  
Saturday 24 August 2024

Time for determining voting  
entitlement 5.00pm  
on Friday 23 August 2024

## NOTICE OF 2024 ANNUAL SHAREHOLDERS' MEETING

### AGENDA

1. Chair and CEO Presentations
2. Shareholder Discussion
3. Resolutions

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

**Resolution 1:** That the Directors be authorised to fix the fees and expenses of Deloitte as the Company's auditor.

**Resolution 2:** Re-election of David Knott

That David Knott, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 3:** Re-election of Thomas Avery

That Thomas Avery, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

**Resolution 4:** Re-election of Ozey Horton

That Ozey Horton, who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company.

Further information relating to the resolutions is set out in the Explanatory Notes to this Notice of Meeting.

4. To consider any other ordinary business which may properly be brought before the Meeting.

The Board and management invite attendees to join them for light refreshments at the end of the Meeting.

By Order of the Board of Directors

**David Knott**  
Chairman

**22 July 2024**

## EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. All resolutions are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

### Resolution 1: Auditor’s Remuneration

Under section 207T of the Companies Act 1993, Deloitte is automatically reappointed as the auditor of the Company. This resolution authorises the Board to fix the fees and expenses of the auditor in accordance with section 207S of the Companies Act 1993.

### Re-election of Directors

The Listing Rules provide that a Director must not hold office (without re-election) past the third annual meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, David Knott, Thomas Avery and Ozey Horton retire by rotation and, being eligible, have offered themselves for re-election.

### Resolution 2: Re-election of David Knott

Appointed: 19 August 2021

On 22 February 2017, David became an alternate Director. He was elected as a Director on 19 August 2021.

David is the Chairman of ArborGen Holdings Limited. He has also served as Managing Member of Knott Partners who, with associated entities, is ArborGen’s largest shareholder since March 2017. David is a board member of Daida LLC and is on the Advisory Board of The HiGro Group.

David is not considered independent because he is a substantial product holder of the Company. The Board has determined that the appointment of David as Chairman is nevertheless appropriate given there is a majority of Independent Directors on the Board and the benefits of having his experience and direct institutional knowledge. He is a non-executive Director.

The Board considers that, if re-elected, David will not qualify as an independent Director for the purposes of the NZX Listing Rules.

### Resolution 3: Re-election of Thomas Avery

Appointed: 18 July 2018

Thomas has nearly 40 years of investment banking and venture capital experience. He has served on numerous private Company boards throughout his career, advising companies on the successful financing, planning and execution of growth strategies. As an investment banker, Thomas worked primarily with middle market growth companies in executing mergers and acquisitions, initial public offerings, and private placements of equity and debt.

He currently has Directorships at CRA International Inc, KIPP Metro Atlanta and PowerUP Scholarship, a nonprofit organisation that gives disadvantaged Atlanta youth new opportunities for personal development. He is an Advisory Board member for Southeast Pet Inc.

The Board considers that, if re-elected, Thomas will qualify as an independent Director for the purposes of the NZX Listing Rules.

### Resolution 4: Re-election of Ozey Horton

Appointed: 11 July 2018

Ozey has extensive experience in global operations, strategic planning, merger and acquisition integration and change management. He has been a Director Emeritus of McKinsey & Co, a business consulting organisation, since 2011 when he retired after nearly 30 years with the firm. He remains a faculty member for McKinsey’s leadership development program, a Senior Advisor at McKinsey, and also serves as an independent business advisor.

He currently serves on the Boards of Worthington Industries and Louisiana-Pacific Corp, and the Advisory Boards of Al Dabbagh Group and the MUSC Hollings Cancer Center.

The Board considers that, if re-elected, Ozey will qualify as an independent Director for the purposes of the NZX Listing Rules.



## IMPORTANT INFORMATION

### VOTING

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at 5.00pm on Friday 23 August 2024. Only the shares registered in those shareholders' names at that time may be voted at the Meeting. Voting can be done in two ways: by attending the Meeting in person or online and submitting your vote; or by appointing a proxy to vote on your behalf at the Meeting.

There are no voting restrictions applicable to the resolutions being presented to the Meeting.

### PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

Any shareholder who is entitled to vote at the Meeting may appoint another person or persons as proxy (or in the case of a corporate shareholder, a representative) to attend and vote on his or her behalf at the Meeting. A proxy does not have to be a shareholder in the Company. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the proxy form which accompanies this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online. Either of the joint holders of a share may sign the proxy form.

The Chairman and the Directors offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the resolutions.

#### A shareholder wishing to appoint a proxy can do so by:

- Completing the enclosed Proxy/Voting Form and returning it by mail, email or fax to Computershare Investor Services Limited;
- or
- Appointing a proxy online at [www.investorvote.co.nz](http://www.investorvote.co.nz) in accordance with the instructions set out in the Proxy/Voting Form

so as to ensure it is received by **10.30am on Saturday 24 August 2024** (being 48 hours before the time for holding the Meeting).

#### The contact details for Computershare Investor Services Limited are:

Private Bag 92119, Auckland 1142, New Zealand.

Email: [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz).

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as s/he sees fit. If you wish to give your proxy discretion, you must mark the appropriate boxes to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your proxy will abstain from voting. If you mark more than one box on an item, your vote will be invalid on that item.

If, in appointing a proxy, you inadvertently do not name someone to be your proxy (either online or on the enclosed proxy form), or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy and will vote in accordance with your express direction.

The Chairman and the Directors intend to vote proxies granted to them and marked 'Proxy Discretion' in favour of the resolutions. Please see the Proxy/Voting Form for further details and instructions.

### PARTICIPATING ONLINE

As well as attending the Meeting in person, shareholders are also able to attend the Meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

Select the ArborGen meeting and click 'JOIN MEETING NOW'. Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and submit questions, by using their own computers or mobile devices.

To participate online, you will require your CSN/Securityholder Number (which can be found on your Proxy Form) and your postcode for verification purposes.

For more information please refer to the Virtual Meeting Guide available at [www.computershare.com/vm-guide-nz](http://www.computershare.com/vm-guide-nz).

Shareholders are encouraged to review this guide before seeking to access the online Meeting.

## QUESTIONS

ArborGen offers a facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Meeting, including matters arising from the financial statements, general questions regarding the performance of the Company, and questions which relate to the resolutions. The Company has the discretion as to which of these questions will be addressed at the Meeting.

Please submit questions by email to: [info@arborgenholdings.com](mailto:info@arborgenholdings.com)

Please use "Questions from Shareholders" in the subject line of the email.

There will also be the opportunity for shareholders and proxy holders to ask questions during the Meeting, both in person and online.

## MEETING PRESENTATIONS AND ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and published on the Company website at:

[www.arborgenholdings.com/meetings-and-presentations](http://www.arborgenholdings.com/meetings-and-presentations).

A copy of ArborGen's latest Annual Report is publicly available, and copies of future Shareholder Reports will be available, on the Company website at [www.arborgenholdings.com/annual-and-half-year-reports](http://www.arborgenholdings.com/annual-and-half-year-reports).

You may, at any time, request a free copy of the most recent and future Shareholder Reports. If you wish to do so, please update your communication preferences by visiting the Computershare Investor Centre at [www.investorcentre.com/nz](http://www.investorcentre.com/nz). Existing users should login and update their communication preferences in the 'My Profile' page. For new users, click on 'Register Now' and follow the steps to create your User ID and password. After that, you will access the service with your own User ID. Alternatively, your request can be emailed to [ecomms@computershare.co.nz](mailto:ecomms@computershare.co.nz) (please use "ARB Report" as the subject line for easy identification) or by contacting Computershare on (09) 488 8777 between 8.30am and 5.00pm Monday to Friday.

