

Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2023 Annual Shareholders' Meeting of PGG Wrightson Limited ("Company") will be held at the Sudima Christchurch Airport Hotel, 550 Memorial Avenue, Christchurch, and virtually on Wednesday, 25 October 2023, 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:
Monday, 23 October 2023, 9:30am

Annual Shareholders' Meeting:
Wednesday, 25 October 2023, 9:30am

PGG Wrightson Limited's 2023

Annual Shareholders' Meeting will be held as a hybrid meeting



Where

In person

Sudima Christchurch Airport Hotel, 550 Memorial Avenue, Christchurch

Virtually / online

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

When

Wednesday, 25 October 2023, commencing at 9:30am

Important dates

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

Friday, 20 October 2023, 5:00pm

Voting entitlements for the Annual Shareholders' Meeting

Monday, 23 October 2023, 9:30am

Record date and latest time for online and physical receipt of Proxy/Voting Form

Wednesday, 25 October 2023, 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 the Board determines a physical meeting is inappropriate in the circumstances, the Company 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:

Acting 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 resolution. Please read the explanatory notes and other procedural information for further information in relation to this resolution:

1. 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

26 September 2023

Explanatory Notes

Ordinary Resolutions

1. 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 2023 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 or Edge 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 resolution required for item C (Resolution 1) is an ordinary resolution, requiring a simple majority of the votes of those shareholders entitled to vote on the resolution.

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, 20 October 2023 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 Monday, 23 October 2023;

or

- on the website of PGG Wrightson Limited's share registry, Computershare Investor Services Limited up until 9:30am on Monday, 23 October 2023 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 Monday, 23 October 2023. 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, 20 October 2023, 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 13 October 2023:

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 Limited'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 Store Manager, Olivia Callaghan, discusses on-farm drainage with Andrew Law, Farm Manager of North Range Partnership, an intensive sheep and beef breeding and finishing block in Castlerock, near Lumsden, Southland.**