



Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2024 Annual Shareholders' Meeting of PGG Wrightson Limited ("Company") will be held as a hybrid meeting (in-person and online).

Where:

Sudima Christchurch Airport Hotel
550 Memorial Avenue
Christchurch

When:

Tuesday, 15 October 2024
Commencing at 9:30am

Online via Computershare's Meeting Platform: <https://meetnow.global/nz>

Order of Business

Item A: Chair'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, annual report, sustainability 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 in relation to these resolutions:

1. Re-election of Dr Charlotte Severne

That Dr Charlotte Severne be re-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 Remuneration

To authorise the directors of the Company to fix the auditor's remuneration for the year.

Item E: General Business

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

On behalf of the Board

Julian Daly

General Manager Corporate Affairs / Company Secretary

17 September 2024

Explanatory Notes

Ordinary Resolutions

1. Re-election of Dr Charlotte Severne

MSc, PhD (Geology), ONZM

Nominee for Director

The Company's directors recommend shareholders vote in favour of Dr Charlotte Severne's re-election.

2. Re-election of U Kean Seng

LLB (Hons), B.Ec

Nominee for Director

The Company's directors recommend shareholders vote in favour of U Kean Seng's re-election.

3. 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 year for the purposes of section 207S of the Companies Act 1993.

The Company's directors recommend shareholders vote in favour of this resolution

Dr Charlotte Severne, Independent Director



Dr Charlotte Severne (Tūwharetoa, Tūhoe) was appointed to the PGG Wrightson Limited Board on 18 June 2021 as an Independent Director. She is also Chair of PGG Wrightson's Health, Safety and Environment Committee.

Charlotte 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.

U Kean Seng, Director



U Kean Seng was appointed to the PGG Wrightson Limited Board on 4 December 2012. Kean Seng previously practiced as a partner at Singaporean law firm, Shooklin & Bok LLP, focused on East Asia, and he led a corporate finance team in Allen & Overy Shooklin & Bok, JLV, an international law venture partnership with London based Allen & Overy LLP.

He was Head of Corporate and Legal Affairs for Agria Corporation from December 2008 to December 2023.

U Kean Seng previously sat as an Independent and non-executive Director of several public listed corporations. He received a Bachelor of Laws (Honours) degree from Monash University Australia. He is a Barrister and Solicitor, Supreme Court of Victoria, Australia; Advocate and Solicitor, Supreme Court of Singapore and Solicitor of England and Wales. In addition to his extensive legal knowledge, U Kean Seng is also a qualified economist, having completed his degree majoring in Economics and Accounting, B.Ec at Monash University, Australia.

Procedural Notes

Procedural Notes, Attendance and Voting

Voting entitlements

The only persons entitled to vote at the meeting are those shareholders whose names are recorded in the share register of the Company at 5:00pm on Friday, 11 October 2024.

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 Proxy/Voting Form by post or email so that it is received by Computershare Investor Services Limited no later than 9:30am on Sunday, 13 October 2024; or
- on the website of PGG Wrightson Limited's share registry, Computershare Investor Services Limited up until 9:30am on Sunday, 13 October 2024 at: www.investorvote.co.nz

2. At the Annual Shareholders' Meeting:

If you wish, you can vote either:

- In-person: If you wish you can attend the Annual Shareholders' Meeting and vote. Voting will be by way of poll. You must bring the Proxy/Voting form with you to vote.
- Online at: <https://meetnow.global/nz> or by scanning the QR code on the Voting/Proxy Form with your smartphone. For more information about voting at the Annual Shareholders' Meeting, please refer to the Virtual Meeting Guide which 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, 13 October 2024.

You may return your Proxy/Voting Form by:

- Completing the Proxy/Voting Form and either mailing or emailing 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.

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, 11 October 2024, 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.

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 on the resolutions.

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 be heard at the Annual Shareholders' Meeting you can submit your questions in advance, participate in person or virtually, or appoint a proxy to do so.

If you wish to submit written questions in advance of the meeting, please email or mail them to the following addresses by 11 October 2024:

Julian Daly

General Manager Corporate Affairs / 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 address for the share registrar is:

Computershare Investor Services Limited
Private Bag 92119
Victoria Street West
Auckland 1142
New Zealand

Contact details:

Phone: +64 9 488 8777
Email: enquiry@computershare.co.nz
www.investorcentre.com/nz

Following the conclusion of the meeting, the directors invite shareholders to join them for light refreshments.
