

# Notice of Annual Shareholders' Meeting

Notice is hereby given that the 2025 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, 14 October 2025  
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 Sarah Brown**

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

**2. Re-election of Garry Moore**

That Garry Moore be re-elected as a director of the Company.

**3. Election of Wilson Liu**

That Wilson Liu be elected as a director of the Company.

**4. 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

16 September 2025

# Explanatory Notes

## Ordinary Resolutions

### 1. Re-election of Sarah Brown

BA, LLB, CFInstD  
Nominee for Director

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

### 2. Re-election of Garry Moore

B.Com, MBA, CA  
Nominee for Director

**The Company's directors recommend shareholders vote in favour of Garry Moore's re-election.**

### 3. Election of Wilson Liu

B.Com, CA, CPA  
Nominee for Director

**The Company's directors recommend shareholders vote in favour of Wilson Liu's 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 year for the purposes of section 207S of the Companies Act 1993.

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



#### **Sarah Brown, Independent Director**

Sarah Brown was appointed Deputy Chair of the PGG Wrightson Limited Board on 4 July 2023, is Chair of the Audit Committee, and has been an Independent Director since 30 April 2019. Sarah is from a rural background, having grown up on a Southland sheep farm.

Sarah is a former commercial lawyer who is now a professional director and has had extensive governance experience as a director, chair, and committee chair. She has a Bachelor of Laws and a Bachelor of Arts.

Sarah is a Chartered Fellow of the Institute of Directors. She was previously on the Southern Institute of Technology Council for 11 years, six of them as Chair. She has also served on the Boards of Electricity Invercargill, PowerNet, SBS Bank Limited, and Southsure Assurance Limited. Sarah is currently on the Board of Blue Sky Meats Limited. She brings a wealth of cross sector experience at multiple organisational levels.



#### **Garry Moore, Independent Director**

Garry Moore was appointed Chair of PGG Wrightson Limited Board on 16 February 2024 and has been an Independent Director since 1 July 2022. He is a member of the Audit Committee.

Garry was raised on farms in rural Mid-Canterbury before attending Canterbury University, graduating with a B.Com in Accounting and Economics, and an MBA. 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.

Garry is a Charter Member of the Institute of Directors. He is a former 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 Institute of Chartered Accountants.



#### **Wilson Liu, Independent Director**

Wilson Liu was appointed to the PGG Wrightson Limited Board on 1 July 2025 as an Independent Director.

Mr Liu has over 30 years of professional experience in providing audit and business advisory services. Mr Liu started his career with PwC in Hong Kong and Melbourne. He retired from PwC in July 2020 with 23 years' experience as audit partner. He has extensive governance experience as a member of the Governance Board of PwC Greater China and Singapore; he was President of CPA Australia North China and is currently a Council Member.

Mr Liu is an independent non-executive Director of Foran Energy Group Co., Limited (SZSE), Valuetronics Holdings Limited (SGX), Cloudbreak Pharma Inc. (SEHK), and Guotai Junan International Holdings Limited (SEHK).

Mr Liu received a Bachelor of Commerce degree from the University of Western Australia and is a member of the Chartered Accountants Australia and New Zealand. He is also a fellow member of CPA Australia and the Hong Kong Institute of Certified Public Accountants. As a resident of Hong Kong, he currently splits his time between Hong Kong and Melbourne.

# Procedural Notes

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## 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, 10 October 2025.

### Casting your vote

Voting on the resolutions will be conducted by way of poll. 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. It must be received by Computershare Investor Services Limited by 9:30am on Sunday, 12 October 2025 by:

- Completing and sending the Proxy/Voting Form by post or email; or
- Completing the Proxy/Voting Form online at [www.investorvote.co.nz](http://www.investorvote.co.nz); or
- Scanning the QR code on the Voting/Proxy Form with your smartphone.

#### 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. You must bring the Proxy/Voting Form with you to vote; or
- Online at <https://meetnow.global/nz>

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 received by Computershare Investor Services Limited by 9:30am on Sunday, 12 October 2025.

You may return your Proxy/Voting Form by:

- Completing the Proxy/Voting Form and returning it by post or email; or
- Completing the Proxy/Voting Form online at [www.investorvote.co.nz](http://www.investorvote.co.nz); or
- Scanning the QR code on the Voting/Proxy Form with your smartphone.

### 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, 10 October 2025, 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, 3 and 4) 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 Friday, 10 October 2025:

#### Julian Daly

General Manager Corporate Affairs / Company Secretary  
PGG Wrightson Limited  
PO Box 292, Christchurch 8140

**Email:** [companysecretary@pggwrightson.co.nz](mailto: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](http://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](mailto:enquiry@computershare.co.nz)  
[www.investorcentre.com/nz](http://www.investorcentre.com/nz)

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

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