

**Minutes of a Meeting of the PGG Wrightson Limited
Annual Shareholders Meeting
held in Auckland on Thursday, 29 October 2009
Commencing at 2pm**

Present	K R Smith (Chairman), MC Norgate, JB McConnon, SR Maling, Sir Selwyn Cushing, MJ Flett, TM Miles, WD Thomas, BR Irvine
In Attendance	Jason Dale (CFO), JS Daly (General Counsel & Company Secretary), R Woodgate (Group Financial Controller). Chapman Tripp Representatives (Solicitors), KPMG (Auditors). 125 Registered Shareholders and approximately 25 guests and staff
Introductory Matters	The Chairman advised that a quorum was present, opened the meeting, welcomed the shareholders and guests and introduced the directors', Group Financial Controller and General Counsel & Company Secretary.
Apologies	There were no apologies.
Notice of Meeting	The Chairman confirmed that the Notice of Annual Meeting was sent to all shareholders on the register as at 30 September 2009.
Minutes of Previous Annual Meeting	The Chairman advised that the minutes of the previous Annual Shareholders Meeting, held on 30 October 2008 were confirmed as a correct record at the meeting of directors held on 16 December 2008 and had been posted on Company's website and were available for inspection.
Proxies	723 Shareholders appointed proxies in respect of 182,457,903 shares
Annual Report	The Annual Report to shareholders was taken as read by the Chairman. Before seeking shareholders comments on the Annual Report, the Chairman gave an overview of the past year, including a summary of arrangements entered into with new cornerstone shareholder, Agria Corporation. The Chairman invited Tim Miles, Managing Director and Chief Executive Officer to address the meeting and provide an update on the company. At the conclusion of Mr Miles' address, the Chairman invited shareholders at the meeting to question, discuss or comment on the management or other aspects of the company. A number of questions were raised by shareholders, to which the Chairman, Managing Director and other Board members responded.
Meeting Business	The Chairman noted that all resolutions put to the meeting would be determined via a poll and that the company's auditors, KPMG would act as scrutineers.
Election of Directors	Given that the Chairman of the Board, Keith Smith was standing for re-election, Sir Selwyn Cushing chaired the meeting in relation to the election of directors. The Acting Chairman explained that in accordance with the company's constitution, Messrs Keith Smith, Baird McConnon and Bill Thomas retired by rotation and being eligible, offered themselves for re-election. The Acting Chairman noted that Bruce Irvine, having been appointed since the previous annual meeting, retired in accordance with the NZSX Listing Rules and offered himself for election. The Acting Chairman also noted that John Calvin, who was not a current director, had nominated himself for election and was eligible to stand. The Acting Chairman asked each of the nominees standing for re-election and election to address the meeting.

Resolutions to elect the five candidates were put to the meeting as separate motions on a shareholders poll. The outcome of the poll was as follows:

- Keith Raymond Smith was re-elected as a director with 180,577,153 votes cast for (99.53%), 846,096 votes cast against and 5,186,673 abstaining;
- John Baird McConnon was re-elected as a director with 172,353,865 votes cast for (95.07%), 8,943,274 votes cast against and 5,170,972 abstaining;
- William David Thomas was re-elected as a director with 185,549,262 votes cast for (99.62%), 708,478 votes cast against and 211,857 abstaining;
- Bruce Robertson Irvine was elected as a director with 184,080,269 votes cast for (98.78%), 2,274,399 votes cast against and 256,439 abstaining; and
- John Richard Calvin was not elected as a director with 3,314,255 votes cast for (1.78%), 182,570,258 votes cast against and 649,471 abstaining.

Sir Selwyn Cushing passed the chairmanship of the meeting back to Keith Smith.

Auditors Remuneration

Pursuant to Section 200 of the Companies Act 1993, KPMG were automatically re-appointed as the company's auditors. The Chairman put a motion to the meeting for the purposes of Section 197 of the Companies Act 1993, that the directors be authorised to fix KPMG's remuneration, as the company's auditors.

The shareholders resolved that the Directors' be authorised to fix the auditor's remuneration with 185,923,968 votes cast for (99.93%), 134,995 votes cast against and 445,628 abstaining.

General Business

The Chairman invited shareholders to ask questions relating to other matters that may be properly brought before the meeting. Shareholders asked several questions to which the Chairman and relevant Board members responded.

There being no further business, the Chairman noted that the outcome of the poll would be announced through NZX shortly after the meeting.

The Chairman closed the meeting and invited the Shareholders to join the board of directors and executives present for light refreshments.

Closure

The meeting closed at 4.10 pm

Confirmed as a correct record of the meeting of shareholders by the board of directors on 21 December 2009.

KR Smith
Chairman