

Minutes of a Meeting of the PGG Wrightson Limited
Annual Shareholders Meeting
held in Christchurch on Thursday, 28 October 2010
Commencing at 2.30pm

Present	Sir John Anderson (Chairman), K.R. Smith, W.D. Thomas, B.R Irvine, G.A Gould, A Lai, Sir Selwyn Cushing, T Xie.
In Attendance	J.S Daly (General Counsel & Company Secretary), R Woodgate (CFO), M R Thomas (GGM, AgriServices), A McSweeney (GGM HR), J McKenzie (GGM AgriTech). M Noone (PwC Secondee) Chapman Tripp Representatives (Solicitors), KPMG (Auditors). 88 Registered Shareholders and approximately 22 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 11 October.
Minutes of Previous Annual Meeting	The Chairman advised that the minutes of the previous Annual Shareholders Meeting, held on 29 October 2009 were confirmed as a correct record at the meeting of directors held on 21 December 2009 and had been posted on Company's website and were available for inspection.
Proxies	645 Shareholders appointed proxies in respect of 480,040,933 shares.
Annual Report	<p>The Annual Report to shareholders was taken as read by the Chairman.</p> <p>Before seeking shareholders comments on the Annual Report, the Chairman gave an overview of the past year and a summary of changes to the ownership structure, board and management changes. The Chairman also summarised PGG Wrightson Group strategy and commented on the steps taken to configure the business into two core groupings of AgriTech and AgriServices.</p> <p>The Chairman invited the Chief Financial Officer to review the financial results for the company. The Chief Financial Officer summarised the company's performance versus the prospective financial information released to the market in November 2009 and provided a summary of trading results and the balance sheet.</p> <p>The Group General Manager of AgriTech, John McKenzie addressed the meeting and provided an update on the developments and highlights in relation to the AgriTech Seed and Grain businesses. The Group General Manager of AgriServices, Michael Thomas also provided an update on the AgriServices businesses commenting on the livestock, finance, South American and insurance business units in particular.</p> <p>At the conclusion of the management presentations 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, CFO and other management members responded.</p>
Meeting Business	The Chairman noted that all resolutions put to the meeting would be determined by voice and that the company's auditors, KPMG would act as scrutineers in the event a poll was necessary.
Election of Directors	Bruce Irvine chaired the meeting in relation to the election of directors. The Chairman explained that in accordance with the company's constitution,

Messrs Sir Selwyn Cushing, Keith Raymond Smith and Bill Thomas retired by rotation and in accordance with PGG Wrightson's Constitution and being eligible, offered themselves for re-election.

The Chairman noted that Sir John Anderson, George Arthur Churchill Gould, Alan Lai and Tao Xie, having been appointed since the previous annual meeting, retired in accordance with the NZSX Listing Rules and offered themselves for election.

The Chairman asked each of the nominees standing for re-election and election to address the meeting.

Resolutions to elect the seven candidates were put to the meeting as separate motions by voice. Sir Selwyn Cushing, Keith Smith and William Thomas were re-elected and Sir John Anderson, George Gould, Alan Lai and Tao Xie were each elected.

Bruce Irvine passed the chairmanship of the meeting back to Sir John Anderson.

**Auditors
Remuneration**

Pursuant to Section 200 of the Companies Act 1993, KPMG were automatically re-appointment 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.

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.

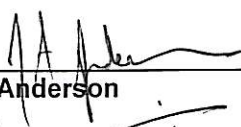
Tao Xie returned to the stage to discuss Agria's investment in PGG Wrightson and its long term vision.

There being no further business, 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 3.25 pm

Confirmed as a correct record of the meeting of shareholders by the board of directors on 8 December 2010.



Sir John Anderson
Chairman