

Lodge your vote**Online**www.investorvote.co.nz**By Email**corporateactions@computershare.co.nz**By Post**Computershare Investor Services Limited
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Voting Form/Proxy Form – Special Meeting 23 July 2019www.investorvote.co.nz

Vote online, 24 hours a day, 7 days a week:

Smartphone?

Scan the QR code to vote now.

Your secure access information**Control Number:****CSN/Shareholder Number:****PLEASE NOTE:** You will need your CSN/Shareholder Number and Postcode/Country of Residence to vote online.**For your postal or proxy vote to be effective it must be received by 9.30am on Sunday, 21 July 2019.****Voting instructions**

You may cast your vote in one of three ways:

- **By personally attending the Special Meeting**
If you plan to attend the Special Meeting, please bring this Voting Form / Proxy Form with you.
- **By making a postal vote (online or by post, email or fax)**
If you wish to cast a postal vote, please complete the postal voting form, sign in the space provided at the end of that section and return it either by post, email (scanned attachment) or fax to the relevant Computershare address above. Alternatively you can cast a postal vote by visiting the Computershare website above or scanning the QR code (you need to have already downloaded a free QR reader applicable to your smartphone). It is not necessary to also appoint a proxy.
- **By appointing a proxy to attend the Special Meeting**
If you wish to appoint a proxy, please do this online or complete the "Proxy/Representative Form", sign in the space provided at the end of that section and return it either by post, email (scanned attachment) or fax to the relevant Computershare address above. If you want your proxy to vote on the Resolutions on your behalf (and you do not wish to cast a postal vote), you must also complete the voting section entitled "Resolutions" to direct your proxy how to vote on each resolution (for, against or at the proxy's discretion).
If you do NOT tick any box in the Voting Section, your direction is for your proxy to vote as he/she thinks fit or to abstain from voting on the relevant resolution, unless you appoint the Chair of the Board, the Chief Executive or the Company Secretary as proxy in which case they will vote in favour of the resolution.

Signing Instructions for Postal Voting and Proxy Forms**Individual**

Where the holding is in one name, the shareholder must sign.

Joint Holding

Where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney

If the Proxy Form has been signed under a power of attorney, a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this Proxy Form.

Companies

This form must be signed by a Director jointly with either another Director or a Company Secretary, or a Sole Director can also sign alone. Please sign in the appropriate place and indicate the office held.

Go online to vote or appoint a proxy, or turn over to complete the form

Proxy/Representative Form

Appoint a Proxy to Vote on Your Behalf

Please complete this section if you are NOT attending the Special Meeting and wish to appoint a proxy or representative to attend in your place. DO NOT complete this section if you are appointing a proxy online, or if you are voting online, by email, by post or by fax.

I/We being a Shareholder (or Shareholders) of PGG Wrightson Limited

hereby appoint _____ of _____

or failing him/her _____ of _____

as my proxy or representative to exercise my/our vote at the **Special Meeting of Shareholders of PGG Wrightson Limited ("Company") to be held at Riccarton Park (Balmerino Room), 165 Racecourse Road, Christchurch on 23 July 2019, commencing at 9.30am** and at any adjournment of that meeting.

PGG Wrightson Limited's Chairman, Chief Executive Officer and Company Secretary will be attending the meeting and are available to act as proxy.

Postal Voting Form or Proxy Voting Instructions or Ballot Paper (if a Poll is called)

Please complete this section if you have appointed a proxy or representative and wish to instruct him / her on voting. Or please complete if you are NOT attending the Special Meeting and are NOT appointing a proxy or representative to attend in your place, and you wish to vote by email, by post or by fax. DO NOT complete this section if you are voting or appointing a proxy or representative online.

Special Resolution supported by the Board

(TICK ONE BOX FOR EACH RESOLUTION)

	For	Against	Proxy Holder's Discretion	Abstain
1. To approve the Scheme of Arrangement relating to the return of capital to PGG Wrightson Limited's shareholders, as set out in the explanatory notes accompanying the Notice of Special Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To revoke PGG Wrightson Limited's existing constitution, and to adopt the constitution referred to in the explanatory notes accompanying the Notice of Special Meeting as PGG Wrightson Limited's constitution, with effect from the close of the Special Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Shareholder(s)

This section must be completed.

Shareholder 1

or Sole Director and Sole Company Secretary

Shareholder 2

or Director

Shareholder 3

or Director/Company Secretary

Contact Name: _____ Contact Daytime Telephone: _____ Date: _____

- If you wish to attend, please bring this paper. Separate the bottom section and hand it in at registration. The Proxy Voting Instructions / Ballot Paper are for use in the event of a ballot at the meeting.
- If you do not wish to attend and wish to appoint a proxy or representative or vote online, by email, by post or by fax, please follow the instructions on the reverse on this form.

For your vote to be effective it must be received by 9.30am on 21 July 2019.

ATTENDANCE SLIP

 PGG Wrightson

Shareholders are invited to attend the Special Meeting of PGG Wrightson Limited at, Riccarton Park (Balmerino Room), 165 Racecourse Road, Christchurch on 23 July 2019, commencing at 9.30am.