

**Minutes of the Annual Shareholders Meeting of
PGG Wrightson Limited (PGW)
held at the Marlborough Convention Centre, Blenheim on
Tuesday, 20 October 2020 commencing at 9.30am**

Board members present	R Finlay (Chairman); JH Lee (Deputy Chairman); S Brown (Independent Director); D Cushing (Independent Director) Joo Hai Lee (Director) and U Kean Seng U (Director) by audio-link.
In attendance	Front table: S Guerin (Chief Executive Officer); J Daly (GM Corporate Affairs and Company Secretary); P Scott (Chief Financial Officer). Also in attendance: N Berry (GM Retail and Water); P Moore (GM Livestock Ventures & Partnerships), R Shearer (GM Human Resources); P Newbold (GM Real Estate & Livestock) and G Edwards (GM Wool). KPMG (Auditors). John Leggett (Mayor of Marlborough). 24 registered Shareholders and approximately 21 guests and staff.
Apologies	No apologies were noted.
Introductory Matters	The Chairman advised that a quorum was present, opened the meeting, welcomed the Shareholders, the Mayor of Marlborough John Leggett and other guests and introduced the Directors', the Chief Executive Officer, Chief Financial Officer and General Manager Corporate Affairs (also the Company Secretary) along with other Senior Management in attendance.
Notice of Meeting	The Chairman confirmed that the Notice of Annual Meeting was sent to all shareholders on 28 September 2020.
Minutes of Previous Shareholder Meetings	The Chairman advised that the minutes of the previous Annual Shareholders Meeting held on 22 October 2019 were approved as a true and correct record of the meeting on 9 December 2019 and these were posted on the investor section of the PGW website.
Proxies and Postal Votes	It was noted that 186 shareholders had appointed proxies for the purposes of the meeting in respect of approximately 36 million shares.
Annual Report and Financial Statements	The Chairman noted that the financial statements and the reports of the Directors and Auditors for the year ending 30 June 2020 were set out in the company's Annual Report. The Annual Report was forwarded to shareholders who had requested a copy on 28 September 2020 and was available on the company's website along with additional copies available at the meeting.
Chairman's Address	The Chairman addressed the meeting and noted the following matters: <ul style="list-style-type: none"> ➤ FY2020 was a year of two distinct halves. During the first half of the year to 31 December 2019, PGW traded well to record an Operating EBITDA (excluding the impact of the new lease accounting standard) of \$23.7 million, which was up 33 percent on the prior comparative period, and a net profit after tax of \$12.8 million. However, second half trading results were impacted by COVID-19 and operational disruption caused by the global pandemic. ➤ In the first half of the year shareholders benefited from a \$234 million capital distribution which was paid on 14 August 2019, following completion of the Seed and Grain sale earlier in 2019. ➤ To deliver trading performance similar to the prior year after the level of

	<p>disruption experienced demonstrates that the business is in good health.</p> <ul style="list-style-type: none"> ➤ PGW responded well to a range of challenges arising over the year including disruption from the COVID-19 pandemic lockdown and various Alert Levels including the temporary closure of several business units. PGW employees rose to these challenges and supported their customers, communities, suppliers and the sector through these events. ➤ Key financial metrics for the year ended 30 June 2020 were noted including: <ul style="list-style-type: none"> - Operating EBITDA was \$45.2 million excluding the impact of the new lease accounting standard. Operating EBITDA was within guidance at \$23.4 million. - Net profit after tax was \$7.8 million. - Earnings per share of 10.4 cents, based on a basic and diluted earnings per share on issued ordinary shares at the end of the financial year. - In August 2019 PGW made a capital distribution to shareholders of \$234.0 million, from proceeds of the sale of PGG Wrightson Seeds. - Shareholders received a fully imputed interim dividend of 9 cents per share on 3 April 2020. - Reflecting the extraordinary nature of this year, the ongoing global challenges, and the fact that the company made a net loss of \$4.9 million in the second half of the year, the Board determined not to pay a final dividend. <p>The Chairman acknowledged the extraordinary effort and commitment of PGW's staff who responded well to the operating challenges experienced over the second half of the financial year with the COVID-19 pandemic.</p>
<p>Chief Executive Officers' Address</p>	<p>The Chief Executive addressed the meeting and provided an operational overview of the year and the following matters were noted:</p> <ul style="list-style-type: none"> ➤ The year had its share of general climatic challenges in terms of on-farm and market conditions for large parts of the farming community. Early in the second half of the financial year widespread drought conditions across the country resulted in feed shortages on-farm with a consequential demand for and shortage of meat processing capacity. This was exacerbated by the impact of the global pandemic on supply chain access to international markets and further reductions in processing capacity due to pandemic related operating restrictions that came on from early March. ➤ Notwithstanding the global pandemic, demand continued for New Zealand's primary exports, as consumers worldwide place value on the provenance and security of their food. There remains a degree of uncertainty in the medium term as the economies in export markets respond to the pandemic. ➤ The Alert Level 4 lockdown presented challenges for farmers given that it occurred at a time of year when autumn livestock sales were under way. The livestock industry faced several significant challenges, including the drought with many farmers needing to move livestock due to feed shortages, as well as processing delays with processors needing to implement social distancing restrictions. ➤ While the international markets for protein remain relatively firm, the demand for added value products has reduced due to disruption to food service and restaurant trade across the world. It is expected this will

	<p>continue into 2021 and in turn could affect farm-gate returns in the medium term.</p> <ul style="list-style-type: none"> ➤ PGW's Rural Supplies and Fruitfed Supplies stores, along with the Agritrade wholesale business, were deemed essential service providers and remained open throughout the lockdown. PGW's staff did an excellent job in adapting quickly to implement operating protocols to protect the safety of employees and customers over the period. ➤ PGW's Wool stores, Real Estate offices and Livestock saleyards were all closed during lockdown, and the Water business was only permitted to perform essential maintenance. With the reduced trading and disruption to our Real Estate, Water, Livestock, and Wool businesses over the period of the COVID-19 lockdown, PGW applied for and received \$4.1 million through the government wage subsidy scheme. ➤ Consequently, PGW finished the year within our updated Operating EBITDA guidance range of \$23 to \$24 million, (excluding the impact of the new lease accounting standard) and ultimately recorded a result within this range. ➤ The following the operational highlights achieved during the year were noted: <ul style="list-style-type: none"> - The bidr® online livestock trading platform grew to seven Accredited Agencies. The platform hosted more than 200 online auctions and traded more than 30,000 head of stock. - Customer demand for 'Go' grazing contracts continued to grow with the balance peaking at just under \$50 million. - Revenue for PGW's independent wholesale business, Agritrade, grew by 8.0% during the financial year. - Fruitfed Supplies continues to grow strongly, and the technical R&D team carried out more than 50 trials for new product offerings, including more than 250 treatments, during the financial year. - Health and safety remain an area of focus. PGW is proud that its lost time injury frequency rates reduced by 25% compared to our strategy baseline financial year 2017 actual rates. ➤ An overview of PGW's business in the Marlborough and Tasman region was provided.
Forecast Outlook Update	<p>The Chairman provided up update on trading performance for the first quarter of the current financial year.</p> <p>Whilst it remained early in the financial year it was noted that the Board considered that PGW was well placed to deliver an Operating EBITDA result around \$52 million (or around \$30 million excluding the impact of the new lease accounting standard). Achievement of a result at this level would represent a very healthy circa 15% improvement on the prior year on a NZ IFRS 16 inclusive basis (or circa 30% excluding NZ IFRS 16).</p> <p>PGW had made a pleasing start over the first quarter of the financial year with the business trading well and in line with expectations. There had been good demand in PGW's Rural Supplies and Fruitfed Supplies retail businesses over the early spring trading period. Livestock trading volumes had been sound with saleyard throughput had bounced back post the COVID-19 related closures. There had also been an uptick in the rural and lifestyle real estate sectors with increased buyer interest. Conversely, the wool market remains challenging and it is still early in the trading year with several critical crop growing months ahead of us along with the peak</p>

	<p>livestock trading window in the second half.</p> <p>A close watching brief would be maintained on the impact of the global pandemic on trade flows and demand for New Zealand primary exports and consequential implications for PGW.</p> <p>It was noted that it was the intention of the Board to resume the payment of regular dividends when trading performance permits. Although a decision on the interim dividend would not be made until the release of PGW's half-year results in February, it was the expectation of the Board that an interim dividend of not less than 8 cents per share would be declared based on trading performance remaining within current guidance.</p>
Questions and Discussions	<p>At the conclusion of the presentations the Chairman responded to questions tabled prior to the meeting and invited Shareholders at the meeting to question, discuss or comment on the management or other aspects of the company.</p> <p>It was noted that a question had been received prior to the meeting regarding the 'actuarial equilibrium position' of the PGW Employee Benefits Plan. The query was in relation to the reasons why the calculation methodology for this balance in Note 18 of the Financial Statements in the Annual Report is calculated on a different basis to the calculation of the external Plan Actuary. A written response to this query was tabled to the meeting (and posted on PGW's ticker page on NZX) and it was noted that the key difference between the two valuation methodologies related to the discount rate applied with the International Financial Reporting Standard methodology applying the 10 year government bond rate of 0.91% to discount the defined benefit obligation leading to a higher net liability than that of the external Plan Actuary calculation applies a rate based upon actuarial funding assessment prepared for Financial Markets Authority purposes.</p> <p>A range of additional queries were brought to the meeting and responded to by the Chairman and management.</p>
Business of Meeting	
A. Election of Director	<p>It was noted that the Board had determined that Joo Hai Lee was not an Independent Director for the purposes of the NZX Listing Rules and were recommending that shareholders re-elect Joo Hai Lee.</p>
B. Auditors Remuneration	<p>The Chairman noted the automatic reappointment of KPMG as the Company's auditors pursuant to Section 200 of the Companies Act 1993 and put a motion to the meeting for the purposes of Section 197 of the Companies Act 1993, that the Directors be authorised to set KPMG's remuneration as the Company's auditors.</p>
	<p>All items of business were moved as separate resolutions and put to a poll of Shareholders undertaken by Computershare.</p>
Poll Results	<p>The results of the resolutions put to the meeting were as follows:</p> <p>Election of Director: Resolution 1: Joo Hai was re-elected a director. Votes for: 36,010,617 (99.84%) Votes against 56,149 Abstained: 25,694</p> <p>Remuneration of Auditors: Resolution 2: The Directors were authorised to set KPMG's remuneration as PGW's Auditor's for the current financial year for the purposes of section 197 of the Companies Act 1993. Votes for: 35,958,080 (99.63%)</p>

	Votes against 131,778 Abstained: 2,602
General Business	<p>No items of General Business were raised.</p> <p>The Chairman invited Shareholders to ask questions relating to any other matters that may be brought before the meeting.</p> <p>Several further questions were raised by Shareholders and these were discussed and responded to by the Chairman and management.</p> <p>The Chairman closed the meeting and invited the Shareholders to join the Board of Directors and Management present for light refreshments.</p>
Closure	The meeting closed at 10:43am

Confirmed as a correct record of that meeting on the 7th day December 2020.

Chairman

