

28 July 2010

Dear Bondholder

Notice of Adjourned Special Meeting of Bondholders

The Special Meeting of Bondholders held on 28 July 2010 was adjourned for a lack of quorum.

Notice is hereby given that the Special Meeting of Bondholders of PGG Wrightson Finance Limited (**PGG Wrightson Finance** or the **Company**) held on 28 July 2010 has been adjourned to the Mainland Room, Copthorne Hotel, Commodore Christchurch Airport, 449 Memorial Avenue, Christchurch 8053 at 10.00am on 12 August 2010.

Business

The business of the adjourned meeting remains as set out in the original Notice of Special Meeting of Bondholders dated 9 July 2010. That is, to consider the Company's proposal to amend the terms of the Trust Deed relating to Bonds between (now) PGG Wrightson Finance and New Zealand Permanent Trustees Limited (**Trustee**) dated 21 April 2005, as amended by a Deed of Modification and Supplement dated 17 November 2008 and Deed of Variation to Trust Deed Relating to Bonds dated 7 July 2010 (**Bond Trust Deed**), including the terms and conditions (**Conditions**) of its NZDX listed fixed rate secured bonds, stock code PWF030 (**Secured Bonds**).

The proposed variations to the Bond Trust Deed, including the Conditions, (**Proposal**) are:

- To amend the Conditions, so that PGG Wrightson Finance has the ability (at its election) to extend the term of the Secured Bonds by up to 12 months from their current Maturity Date of 8 October 2010 (**Company's Term Extension Option**). It does so by making the Company's Term Extension Option only conditional upon the Company's participation in the extended Crown retail deposit guarantee scheme, which commences on 12 October 2010 and ends on 31 December 2011. At the date of this Notice, the Company satisfies this condition.
- To include a new Condition that permits Bondholders who hold in excess of \$250,000 of Specified Securities (being debt securities of PGG Wrightson Finance that have the benefit of the Crown guarantee, which includes the Secured Bonds) of the Company as at the Exercise Date (being the date on which the Company gives notice of the exercise of the Company's Term Extension Option, if the Proposal is approved), to put Secured Bonds back to the Company, so as to reduce their exposure to the Company to within the coverage range of the extended Crown guarantee.
- To include a new Condition that provides for the Secured Bonds of those Bondholders whose address entered in the Bond Register at the close of business in New Zealand on 9 July 2010, is outside of New Zealand, and cannot participate in the Proposal, to be redeemed on the current Maturity Date of 8 October 2010. This is because the Proposal is not made by PGG Wrightson Finance to those Bondholders in legal jurisdictions outside of New Zealand.
- To amend the Bond Trust Deed and the Conditions so as to enable PGG Wrightson Finance to hold repurchased Secured Bonds as treasury stock where permitted to do so by the terms and conditions of those Secured Bonds, rather than cancelling them upon repurchase, as is currently the case. If PGG Wrightson Finance holds Secured Bonds as treasury stock it cannot exercise voting or other rights attaching to them. A new Condition is inserted that permits PGG Wrightson Finance to hold the Secured Bonds repurchased in accordance with the put option detailed earlier, as treasury stock.

The Proposal has consequences for Bondholders. It alters a number of terms of the Bond Trust Deed and the Conditions of the Secured Bonds. Bondholders are encouraged to know and understand their rights. Bondholders should read all documents carefully, ask questions and seek professional advice from an adviser before voting for or against the Proposal.

Further Explanation of Proposal

A detailed explanation of the Proposal, including the proposed variations to the Bond Trust Deed, including the Conditions, is set out in the prospectus entitled "PGG Wrightson Finance Limited Short Form Prospectus relating to a proposal to vary the terms of PGG Wrightson Finance Limited's NZDX Listed, Fixed Rate, Secured Bonds, Stock Code PWF030" dated 9 July 2010 which accompanied the original Notice of Special Meeting of Bondholders (**Prospectus**). PGG Wrightson Finance recommends that Bondholders read the Prospectus.

The Prospectus, the Bond Trust Deed, the proposed Deed of Variation of the Bond Trust Deed and brief summary provided in the Explanatory Notes to the original Notice of Special Meeting of Bondholders dated 9 July 2010 can be downloaded from the Company's website at www.pggwrightsonfinance.co.nz.

Capitalised terms which are used in this Notice of Adjourned Special Meeting of Bondholders are defined in the Prospectus. Others are defined in the context in which they are used in this Notice.

Revised Key Dates

As a consequence of the Special Meeting of Bondholder being adjourned the following key dates will now apply (these replace the dates on page 3 of the Prospectus as indicated on that page).

Notice of Adjourned Special Meeting of Bondholders given	29 July 2010
Bondholder's Voting Entitlement determined	5.00pm, 9 August 2010
Proxy Closing Time	10.00am, 10 August 2010
Adjourned Special Meeting of Bondholders	10.00am, 12 August 2010

If the Proposal is approved by an Extraordinary Resolution of Bondholders at the Adjourned Special Meeting of Bondholders, then the following important dates will also apply:

Notice of exercise of Company's Term Extension Option likely sent to Trustee and Bondholders	16 August 2010
Exercise Date	16 August 2010
Trading halt commences	16 August 2010
Trading recommences (now stock code PWF040)	19 August 2010
Bondholder Put Option closes	5.00pm, 6 September 2010
Company purchases Put Bonds	8 October 2010
Overseas Bondholders repaid	8 October 2010
Anticipated adjusted Maturity Date	8 October 2011

Extraordinary Resolution

The Proposal is to be considered and if thought fit adopted by Extraordinary Resolution of Bondholders.

The text of the Extraordinary Resolution to be considered at the Special Meeting of Bondholders is as follows:

That the Bondholders resolve to:

- 1. approve the Proposal, as set out in the Company's Short Form Prospectus dated 9 July 2010 in respect of the same; and*
- 2. authorise the Company and the Trustee, in accordance with clause 14.1(a)(ii) of the Bond Trust Deed, to enter into a Deed of Variation of the Bond Trust Deed in the form circulated to Bondholders with the Notice of Special Meeting, so as to give effect to the Proposal.*

The text of the Extraordinary Resolution is the same as that contained in the original Notice of Special Meeting of Bondholders.

Attendance Card, Proxies and Representatives

Enclosed with the original Notice of Special Meeting of Bondholders was an Attendance Card and Proxy Form. While an Attendance Card and Proxy Form is not required to participate, if you have purchased Secured Bonds since the distribution of the original Notice of Special Meeting of Bondholders and require an Attendance Card and Proxy Form you should promptly contact the Bond Registrar.

All Bondholders are entitled to attend and vote at the Adjourned Special Meeting of Bondholders or to appoint a proxy or a representative to attend and vote in their place. If you will be attending the meeting please bring the Attendance

Card with you for ease of identification. If you do not wish to attend, it is recommended that you appoint a proxy. Bondholders who are corporate entities may appoint a proxy or a representative to attend and vote in their place. A proxy or a representative need not be a Bondholder.

If you have already appointed a proxy, then so long as you have not changed your holding of Secured Bonds, your proxy remains effective.

If you have already appointed a proxy but since that date have purchased or sold some (but not all of your) Secured Bonds then you should promptly contact the Bond Registrar to request a new Proxy Form.

For the appointment of a proxy to be valid, the Proxy Form must be forwarded to and received by, the Bond Registrar by no later than 48 hours before the commencement of the adjourned meeting (being no later than 10.00am on 10 August 2010).

The contact details of the Bond Registrar are:

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna
North Shore City 0622
Private Bag 92-119
Auckland 1142
Facsimile: 09 488 8787

Mark Charles Darrow, the Chief Executive Officer of PGG Wrightson Finance, offers himself as proxy to Bondholders and will vote in favour of the Extraordinary Resolution to be considered at the Adjourned Special Meeting of Bondholders, unless otherwise directed.

Quorum, Requisite majorities and voting

The persons who will be entitled to attend and vote at the Adjourned Special Meeting of Bondholders are those persons who are entered in the Bond Register as Bondholders at 5.00pm on 9 August 2010.

At the Adjourned Special Meeting of Bondholders, two or more Bondholders present in person or by proxy and holding or representing in aggregate a clear majority in Principal Amount of the Bonds (being \$50,000,001) will form a quorum for the transaction of the business of the meeting. **However, if the quorum is not present within 30 minutes of the time appointed for the meeting, the Bondholders present in person or by proxy will constitute a quorum.**

The resolution is an Extraordinary Resolution and will be approved if not less than 75% of Bondholders present in person or by proxy and voting at the Special Meeting of Bondholders vote in favour of the same. If the Extraordinary Resolution is approved then it will bind all Bondholders and the Trustee.

NZX approval

The changes to the Bond Trust Deed proposed by the Extraordinary Resolution have been approved by NZX Limited in accordance with the NZDX Listing Rules.

By order of the Board of Directors



Michael Nicholas Allen
Chairman
28 July 2010