

Notice of Annual Meeting

Notice is hereby given that the 2019 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at Riccarton Park's Balmerino Room, 165 Racecourse Road, Christchurch on Tuesday, 22 October 2019, commencing at 9.30am.

General Business

The general business will be:

- Item I. To hear addresses by the Chairman and Chief Executive Officer.**
- Item II. To consider and, if thought fit, to elect as a Director of the Company Rodger John Finlay, who being eligible offers himself for election**
– Resolution 1.
(See Explanatory Note 1)
- Item III. To consider and, if thought fit, to elect as a Director of the Company David Cushing, who being eligible offers himself for election**
– Resolution 2.
(See Explanatory Note 1)
- Item IV. To consider and, if thought fit, to elect as a Director of the Company Sarah Jane Brown, who being eligible offers herself for election**
– Resolution 3.
(See Explanatory Note 1)
- Item V. To note the reappointment of KPMG as the Company's auditor and authorise the Directors to fix the auditor's remuneration**
– Resolution 4.
(See Explanatory Note 2)
- Item VI. To consider any other business that may properly be brought before the Annual Meeting.**

Attendance and Voting

The resolutions required for agenda items II to V (Resolutions 1 to 4) are ordinary Resolutions, requiring a simple majority of the votes of those shareholders entitled to vote and voting on the Resolutions.

The only persons entitled to exercise votes at the Meeting will be those who are registered as shareholders as at 9.30am on Sunday 20 October 2019 and only the shares registered in those shareholders' names at that time carry a right to vote at the Meeting. Your rights to vote may be exercised by:

- 1. Attending and voting in person:** or
- 2. Postal voting:** Postal voting instructions accompany this Notice of Annual Meeting. Shareholders wishing to vote by post must complete and send the postal form so that it is received by Computershare Investor Services Limited no later than 9.30am on Sunday 20 October 2019, or
- 3. Electronic Voting:** Electronic or online voting instructions accompany this Notice of Annual Meeting. Shareholders wishing to vote electronically must do so no later than 9.30am on Sunday 20 October 2019, or
- 4. Appointing a proxy (or representative) to attend and vote in your place:** The proxy need not be a shareholder of the Company and the form of appointment of a proxy and voting instructions accompanies this Notice of Annual Meeting. Shareholders wishing to appoint a proxy (for representative) must complete and send the proxy form so that it is received by Computershare Investor Services Limited no later than 9.30am on Sunday 20 October 2019.

Direct your proxy how to vote by making the appropriate election, either online or on the Proxy Form, in respect of each resolution. If you return the Proxy Form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If you expressly appoint the Chair of the meeting or any other Directors as your proxy and elect to give them discretion on how to vote on a resolution, you acknowledge that they will exercise your vote in favour of the resolutions.

Following the formal part of the Meeting, the Directors invite shareholders to join them for light refreshments.

By order of the Board of Directors.

Julian Daly

General Manager Corporate Affairs and Company Secretary
Christchurch
New Zealand
20 September 2019

Explanatory Notes

1. Election of Directors

- **Rodger John Finlay**

BCom, FCA, CFInstD

Nominee for Director

Rodger Finlay joined the PGG Wrightson Limited Board on 30 April 2019 as an Independent Director and Chairman, and as a member of the Audit Committee. An experienced Chairman and Company Director, Rodger has governance skills specialising in finance, natural resources, agriculture, media and corporate recovery. Additionally, he has amassed significant knowledge of financial and jurisdictional systems globally having conducted investment banking activities in Australasia, South East Asia, Africa, the United Kingdom, continental Europe and North America.

After 26 years in the investment banking and fund management areas, Rodger, since 2008, now acts as a full time Company Director and Trustee with governance assignments in New Zealand and the UK. Rodger chairs both the Independent Advisory Panel of the Provincial Growth Fund and NZ Post. He holds directorships in Ngāi Tahu Holdings Corporation, Moeraki Limited and Rural Equities Limited. Rodger previously served on the PGG Wrightson Agritech Governance Board and retired in 2013.

The Board have determined that Rodger John Finlay qualifies as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Rodger John Finlay's election.

- **David Cushing**

BCom, ACA

Nominee for Director

David Cushing was appointed to the PGG Wrightson Limited Board as an Independent Director on 30 April 2019 and is Chairman of the Audit Committee. David is a former investment banker. He is Executive Chairman of Rural Equities Limited and a Director of Skellerup Holdings Limited, H&G Limited and Red Steel Limited and ASX listed Webster Limited. David has previously been a director of Williams & Kettle Limited, Fruitfed Supplies Limited, Tourism Holdings Limited, NPT Limited, New Zealand Farming Systems Uruguay Limited and Wakefield Health Limited.

The Board have determined that David Cushing qualifies as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of David Cushing's election.

- **Sarah Jane Brown**

BA LLB, CFInstD

Nominee for Director

Sarah Brown was appointed to the PGG Wrightson Limited Board on 30 April 2019 as an Independent Director. Sarah is from a rural background, having grown up on a Southland sheep farm. She is a former Commercial Lawyer who now holds a number of Independent Director roles. Sarah's directorships include PowerNet Limited, Electricity Invercargill Limited and OtagoNet Limited and she was previously on the Southern Institute of Technology Council for 11 years, six of them as Council Chair. She is a member of the Independent Advisory Panel for the New Zealand Provincial Growth Fund and a Director of the Southland Regional Development Agency.

The Board have determined that Sarah Jane Brown qualifies as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Sarah Jane Brown's election.

2. Auditors

Noting the automatic reappointment of KPMG as the Company's auditor under section 207T of the Companies Act 1993, the proposed ordinary Resolution is to authorise the Directors to fix the auditor's remuneration for the following year for the purposes of section 207S of the Companies Act 1993.

The Company's Directors recommend shareholders vote in favour of this Resolution.