

## Notice of Annual Meeting

Notice is hereby given that the 2016 Annual Meeting of Shareholders of PGG Wrightson Limited ("Company") will be held at Mission Estate Winery (the Chapel), 198 Church Road, Taradale, Hawkes Bay on Tuesday, 18 October 2016, commencing at 10.30am.

### 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 re-elect as a Director of the Company Trevor John Burt who retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election**  
– Resolution 1.  
(See Explanatory Note 1)
- Item III. To consider and, if thought fit, to re-elect as a Director of the Company John Ernest Nichol who retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election**  
– Resolution 2.  
(See Explanatory Note 1)
- Item IV. To note the reappointment of KPMG as the Company's auditor and authorise the Directors to fix the auditor's remuneration** – Resolution 3.  
(See Explanatory Note 2)
- Item V. 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 IV (Resolutions 1 to 3) 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 10.30am on Sunday 16 October 2016 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 10.30am on Sunday 16 October 2016, 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 10.30am on Sunday 16 October 2016, 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 (or representative) must complete and send the proxy form so that it is received by Computershare Investor Services Limited no later than 10.30am on Sunday 16 October 2016.

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, Strategy & Corporate Affairs  
(and Company Secretary)

Christchurch  
New Zealand

21 September 2016

## Explanatory Notes

### 1. Election of Directors

- **Trevor John Burt B.Sc**

Deputy Chairman

Trevor Burt is a current Director of PGG Wrightson Limited and joined the PGG Wrightson Board on 11 December 2012. He was appointed as Deputy Chairman on 11 August 2014. Trevor retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

Trevor has had extensive international experience in the industrial gas industry, joining BOC Gases New Zealand in 1986 and retiring from the Executive Board of Linde AG in 2007 (Linde AG acquired BOC in 2006). During his time with BOC, he served as Managing Director China, Managing Director North Asia and later president for North America. As an executive Board member for Linde AG his accountabilities included overall responsibility for Asia-Pacific operations.

In addition to chairing Ngai Tahu Holdings Corporation Limited and Lyttelton Port Company Limited, Trevor is also a director on a number of other well-known New Zealand businesses including Silver Fern Farms Limited, Landpower Holdings Limited and Mainpower New Zealand Limited.

He holds a Bachelor's degree in Science from Canterbury University, and has completed postgraduate studies in marketing and public relations.

Trevor Burt is an associated person of substantial security holder Ngai Tahu Capital Limited. The Board has determined that he does not qualify as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of Trevor Burt's re-election.

- **John Ernest Nichol CA**

Independent Director

John Nichol is a current Director of PGG Wrightson Limited and is a member of the Audit Committee. He was appointed to the PGG Wrightson Board on 22 October 2013. John retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

John has been Managing Director of Optica Life Accessories Limited for the past 13 years. Prior to that he held a number of executive roles within the banking and finance sector and for 10 years was Managing Director of the investment company, Broadway Industries Limited.

John is a Director of Watson & Son Limited and he has been a director of a number of businesses within the primary sector including Fortex Group Limited, The New Zealand Salmon Company Limited, Alpine Dairy Products Limited, Craigpine Timber Limited, the New Zealand Dairy Board and The New Zealand Merino Company Limited. He has also been a director of a number of significant other New Zealand businesses including New Zealand Post Limited and State Insurance Limited.

The Board has determined that John Nichol qualifies as an Independent Director as defined by the NZSX Listing Rules.

The Company's Directors recommend shareholders vote in favour of John Nichol's re-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.