

Minutes of the Annual Shareholders Meeting of PGG Wrightson Limited (PGW)

**held at Riccarton Park, 165 Racecourse Road, Christchurch on
Tuesday, 31 October 2017 commencing at 10.30am**

Board members present	A Lai (Chairman); T Burt (Deputy Chairman); R Seah (Independent Director); Kean Seng U (Director); B Irvine (Independent Director); J Nichol (Independent Director).
In attendance	<p>Front table: M Dewdney (Chief Executive Officer); J Daly (GM Strategy and Corporate Affairs); P Scott (Chief Financial Officer).</p> <p>Also in attendance: Joo Hai Lee (Director nominee), S Guerin (GGM Retail and Water); J McKenzie (GGM Seed and Grain), P Moore (GM Livestock), P Newbold (GM Real Estate), R Shearer (GM Human Resources) G Edwards (GM Wool) and C Bayly (retiring GM Wool)</p> <p>KPMG (Auditors)</p> <p>33 registered Shareholders and approximately 14 guests and staff.</p>
Apologies	J Fulton (Agria Group Chief Financial Officer)
Introductory Matters	The Chief Executive advised that a quorum was present, opened the meeting, welcomed the Shareholders and guests and introduced the Chairman, Deputy Chairman, the Directors', the Chief Financial Officer and General Manager Strategy and Corporate Affairs (also the Company Secretary) along with other Senior Management in attendance.
Notice of Meeting	The Chief Executive confirmed that the Notice of Annual Meeting was sent to all Shareholders on 4 October 2017.
Minutes of Previous Shareholder Meetings	The Chief Executive advised that the minutes of the previous Annual Shareholders Meeting held on 18 October 2016 were confirmed as a correct record at the meeting of Directors held on 7 December 2016 and were posted on the investor section of the PGW website.
Proxies and Postal Votes	It was noted that postal votes and proxies for 168 Shareholders had been received prior to the meeting in respect of approximately 360 million shares.
Annual Report and Financial Statements	The CEO noted that the financial statements and the reports of the Directors and Auditors for the year ending 30 June 2017 were set out in the company's Annual Report. The Annual Report was forwarded to Shareholders who had requested a copy on 29 September 2017 and was available on the company's website along with additional copies available at the meeting.
Chairman's Address	<p>The Chairman addressed the meeting and the following matters were noted:</p> <ul style="list-style-type: none"> ➤ The year to 30 June 2017 continued solid earnings performance together with operational improvements across the business. ➤ Despite tougher trading conditions the company delivered a strong result with Operating EBITDA of \$64.5 million and NPAT of \$46.3 million. ➤ Strong operating performance and balance sheet strength gave the Board the confidence to pay a final dividend of 2 cents per share making a total of 3.75 cents per share, fully imputed, for the financial year.

	<ul style="list-style-type: none"> ➤ The Board acknowledged Mark Dewdney's tenure as Chief Executive and the positive influence under his leadership noting that it was his last day with PGW. The achievements of the business during Mark Dewdney's leadership were commented on and his contributions to the engagement and culture of the business and the positive influence and traction of the 'One-PGW' philosophy. ➤ The appointment of Ian Glasson as Chief Executive was noted with his employment commencing on 1 November 2017 providing good leadership continuity.
Chief Executive Officers' Address	<p>The Chief Executive addressed the meeting and the following matters were noted:</p> <ul style="list-style-type: none"> ➤ A summary of the performance of the PGW Group business units was given in respect of the year in review. ➤ PGW's result was pleasing given that it was accomplished in the face of a tough market and challenging weather conditions. ➤ A number of the key achievements for the year were outlined including the following: <ul style="list-style-type: none"> • South America Seed and Grain operations bounced back from the effects of severe flooding in April 2016 to deliver an increase on last year's Operating EDITDA. • PGW's Operating Revenue for the financial year was NZD1.133 billion. • Our Go-Beef and Go-Lamb products continue to grow strongly. During the year 187,964 lambs and 33,983 cattle entered the scheme. • In January 2017, the Real Estate team sold a kiwifruit property in the Bay of Plenty for \$40 million. • Since 2015 PGW realised \$43 million in cash from its property divestment programme, against a net book value of \$29 million for those assets. • Retail extended its market share gains and made further profitability gains. • Livestock delivered a record Operating EBITDA on the back of strong international demand for New Zealand beef and lamb. ➤ A summary of the financial results and performance of the three operating groups were provided for Retail and Water, Agency and Seed and Grain. ➤ The Water business was restructured during the course of the year and was now within the Retail and Water Group with consequential efficiencies and operating improvements achieved. ➤ It was noted that a lot of focus and attention has been directed at health, safety and wellbeing of people and those PGW interact with. Various initiatives and programmes implemented to drive greater maturity in PGW's health, safety and wellbeing culture were commented on. ➤ An update was provided on the implementation of the PGW Group strategy and a high-level summary in respect of the strategic themes: Improve, Grow and Game-changers

	<p>➤ The following initiatives were discussed:</p> <ul style="list-style-type: none"> • ‘Improve’: (a). Organisational restructure, (b). Property divestment programme/Capital reallocation and (c). ‘One-PGW’. • ‘Grow’: (a). Digital focus, (b). Project RoBuST, and (c). Online Livestock trading platform development. • ‘Game-changers’: (a). ‘Go-Lamb/Beef’ and (b). Agri-Optics precision investment. <p>➤ An update on FY2018 first quarter performance was provided together with an update on the forecast for the financial year with earnings at an Operating EDITDA level expected to be at a similar level to 2017 earnings. At an NPAT level earnings were expected to be approximately 30% lower than 2017 given that gains from the sale of property assets were not budgeted in the current year with the property divestment programme largely complete.</p> <p>➤ Mark Dewdney acknowledged the Board, Management team and wider PGW staff and thanked them for their support during his four-year tenure as Chief Executive of PGW.</p>
Chief Executive Appointment and Strategic Review	<p>The Deputy Chairman, Trevor Burt addressed the meeting. He introduced incoming Chief Executive, Ian Glasson who would commence the role on 1 November.</p> <p>Ian Glasson addressed the meeting briefly and acknowledged that he was delighted to be joining PGW.</p>
Questions and Discussions	<p>At the conclusion of the presentations the Chief Executive invited Shareholders at the meeting to question, discuss or comment on the management or other aspects of the company. A number of questions were raised by Shareholders, to which the Chief Executive, GGM Seed and Grain and Deputy Chairman responded.</p>
Business of Meeting	
A. Election of Directors	<p>Director and Deputy Chairman, Trevor Burt noted that A Lai and B Irvine were retiring in accordance with the Company’s constitution and being eligible were offering themselves for re-election.</p> <p>It was noted that the Board was recommending the reappointment of both A Lai and B Irvine. The Board had determined that B Irvine qualified as an Independent Director and A Lai was an Associated Person of a substantial shareholder and therefore did not qualify as an Independent Director.</p> <p>Both Mr Lai and Mr Irvine addressed the meeting in support of their re-election and offered to take questions from Shareholders.</p> <p>With the resignation of WK Tsang in October it was noted that JH Lee had been nominated for election. In accordance with the Company’s constitution, the Board had determined that JH Lee was an Associated Person of a substantial shareholder and therefore did not qualify as an Independent Director.</p> <p>JH Lee addressed the meeting in support of his election and offered to take questions from Shareholders.</p>
B. Auditors Remuneration	<p>The Deputy 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 fix KPMG’s remuneration as the Company’s auditors.</p>

	All items of business were moved as separate resolutions and put to a poll of Shareholders undertaken by Computershare.
Poll Results	<p>The results of the resolutions put to the meeting were as follows:</p> <p>Election of Directors:</p> <p>Resolution 1: Guanglin (Alan) Lai was re-elected as a Director. Votes for: 357,415,247 (99.52%) Votes against: 1,718,711 Abstained: 35,705</p> <p>Resolution 2: Bruce Robertson Irvine was re-elected as an Independent Director. Votes for: 357,632,943 (99.69%) Votes against: 1,101,015 Abstained: 435,705</p> <p>Resolution 3: Joo Hai Lee was elected as a Director. Votes for: 349,388,931 (97.29%) Votes against: 9,721,338 Abstained: 59,394</p> <p>Remuneration of Auditors:</p> <p>Resolution 4: 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: 357,807,508 (99.63%) Votes against: 1,326,450 Abstained: 35,705</p>
General Business	<p>No items of General Business were raised.</p> <p>The Deputy Chairman invited Shareholders to ask questions relating to any other matters that may be brought before the meeting.</p> <p>One question in relation to the treatment of the PGW Employee Benefits Plan was put to the meeting and commented on by the Chief Financial Officer, KPMG and Bruce Irvine.</p> <p>There being no further business, the Deputy 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 12:09pm

Confirmed as a correct record of that meeting on the 4 day Dec , 2017.


Chairman