

**PGG WRIGHTSON LIMITED
ANNUAL SHAREHOLDERS' MEETING
9.30am, Tuesday 20 October 2020
Marlborough Convention Centre, Blenheim**

Slide 1 – Meeting Opening Slide



Slide 2 – Welcome – Introduction and Apologies

AGENDA

> Introduction and Apologies

- | | |
|---------------------|---|
| Opening Formalities | <ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting • Minutes • Annual Report 2020 • Performance measures and changes to financial reporting • Proxies |
|---------------------|---|

Business of the Meeting

- | | |
|--------|---|
| Item A | Chairman's Address |
| Item B | Chief Executive Officer's Review |
| Item C | Shareholder Questions |
| Item D | Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director. |
| | Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration. |
| Item E | General Business |

Helping grow the country

Slide 3 – Board of Directors

BOARD OF DIRECTORS



RODGER FINLAY
Independent Chairman

JOO HAI LEE*
Deputy Chairman

DAVID CUSHING
Independent Director

SARAH BROWN
Independent Director

U KEAN SENG*
Director

*Joining remotely

Lim Siang (Ronald) Seah retired from the Board of PGG Wrightson Limited effective 31 August 2019

Helping grow the country

Slide 4 – On Stage Today

ON STAGE TODAY



RODGER FINLAY
Independent Chairman



STEPHEN GUERIN
Chief Executive Officer



PETER SCOTT
Chief Financial Officer



JULIAN DALY
General Manager Corporate Affairs

Helping grow the country

Slide 5 – Executive Team in Attendance

EXECUTIVE TEAM IN ATTENDANCE



NICK BERRY
General Manager
Retail & Water



GRANT EDWARDS
General Manager
Wool



PETER MOORE
General Manager
Livestock Ventures & Partnerships



PETER NEWBOLD
General Manager
Livestock & Real Estate



RACHEL SHEARER
General Manager
Human Resources

Helping grow the country

Slide 6 – Opening Formalities

AGENDA

Introduction and Apologies

- > **Opening Formalities**
 - Notice of Annual Shareholders' Meeting
 - Minutes
 - Annual Report 2020
 - Performance measures and changes to financial reporting
 - Proxies

Business of the Meeting

Item A Chairman's Address

Item B Chief Executive Officer's Review

Item C Shareholder Questions

Item D Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.

Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.

Item E General Business

Helping grow the country

Apologies

Notice of Meeting

Minutes

Annual Report 2020

GAAP and non-GAAP performance measures

Changes to financial reporting

Proxies and Postal Votes

Slide 7 – Business of the Meeting – Chairman’s Address

AGENDA

Introduction and Apologies	
Opening Formalities	<ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting • Minutes • Annual Report 2020 • Performance measures and changes to financial reporting • Proxies
> Business of the Meeting	
Item A	Chairman's Address
Item B	Chief Executive Officer's Review
Item C	Shareholder Questions
Item D	Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.
	Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.
Item E	General Business

Helping grow the country

Slide 8 – Chairman’s Address



At the risk of using a cliché, this was a year of two distinct halves. During the first half of the year to 31 December 2019, the business traded very 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, our second half trading results were impacted significantly by COVID-19 and the consequential 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.

While the result for this financial year was not what we had targeted at the start of the year, it nevertheless reflects well on the resilience of the business and our people, as well as the support from our customers and shareholders in what has been an extraordinary year.

To deliver a trading performance similar to the prior year after the level of disruption experienced is heartening and demonstrates that the business is in good health.

The business 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 some business units. Our dedicated employees rose to these challenges and supported our customers, communities, suppliers and the sector through all of these events. Above all, I am proud of the way our people stepped up and responded to the challenges faced during these uncertain times.

We continue to look for efficiencies across our operations. As part of our continuing commitment to recalibrate our cost base, the Board resolved earlier in the year to capture savings through reducing current Board numbers to five members and reducing some director fees with effect from April 2020. The combined effect of these changes has resulted in directors' fees reducing by approximately 18 percent when calculated on an annualised basis.

Ronald Seah retired from the Board on 31 August 2019, having served as a director for slightly under seven years. The Board acknowledge and thank Ronald for his contribution as a director.

I will now turn our financial performance highlights.

Slide 9 – 2020 Financial Year Performance Highlights



Financial performance highlights for the financial year ended 30 June 2020:

- Our Operating EBITDA was \$45.2 million. Excluding the impact of the new lease accounting standard, Operating EBITDA was \$23.4 million, which was within our guidance range and similar to last year's result.

- 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 has made a net loss of \$4.9 million in the second half of the year, the Board has determined not to pay a final dividend. However, the Board intends to resume the payment of regular dividends when the market stabilises. I will discuss this further later in the meeting.

Slide 10 – Business of the Meeting – Chief Executive Officer’s Review

AGENDA

Introduction and Apologies	
Opening Formalities	<ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting • Minutes • Annual Report 2020 • Performance measures and changes to financial reporting • Proxies
> Business of the Meeting	
Item A	Chairman's Address
Item B	Chief Executive Officer's Review
Item C	Shareholder Questions
Item D	Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.
	Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.
Item E	General Business

Helping grow the country

Slide 11 – Chief Executive Officer’s Review



Helping grow the country

As Rodger stated, the financial year was indeed extraordinary in a number of ways for PGW, New Zealand, and the global community.

This year had its fair 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.

Although COVID-19 is affecting virtually all countries in the global community, the impacts and the timing of these varies from country to country. The pandemic put global food supply chains under pressure, disrupted trade, and has resulted in market volatility particularly at the premium end of the market. Despite this, demand has continued for New Zealand's primary exports, as consumers worldwide place value on the provenance and security of their food. There is, however, a degree of uncertainty in the medium term as the economies in export markets respond to the pandemic. Global lockdowns have altered consumer behaviour, resulting in some primary producers having to change their product offerings and marketing strategies.

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.

The lockdown also came at a peak time in the crop cycle with harvest in progress. Although harvest conditions were good across the country, harvesters also had to adapt to manage social distancing. The season saw good quality crops in horticulture.

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 continue into 2021 and in turn could affect farm-gate returns in the medium term.

Access to funding was an issue for some farmers with banks continuing to tighten lending to the primary sector, especially their exposure to dairy.

New Zealand has made good progress with its strategy to eradicate *Mycoplasma bovis*, also known as M. bovis, with the number of infected properties continuing to drop, although some localised recent outbreaks remind all that we must remain vigilant.

Our Rural Supplies and Fruitfed Supplies stores, along with our Agritrade wholesale business, were deemed essential service providers and remained open throughout the lockdown. Our teams did an excellent job in adapting quickly to implement operating protocols to protect the safety of our employees and customers, as they continued to deliver a first rate service to customers over the period.

Our Wool stores, Real Estate offices and Livestock saleyards were all closed during lockdown, and our 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.

Cash Flow and Debt

Cashflow from operating activities was a \$34.2 million inflow. Capital expenditure for the year to 30 June 2020 was \$11.9 million, which was \$4.6 million lower than the comparative period for the prior year. This spend has seen continued investment in IT, including our bidr[®] online trading platform and our eCommerce retail website.

It is important to note that as a seasonal business, our working capital requirements typically increase over spring and into summer in line with the demand for farming inputs in New Zealand.

Whilst the second half of the financial year was challenging due to a range of factors including widespread drought conditions, supply chain issues for livestock and meat processing, and the global pandemic, we nevertheless maintained disciplined cash-flow management. This resulted in an acceptable net debt position of \$33.1 million as at 30 June 2020, with an improved overdue debtor percentage compared to the prior financial year. It is also worthwhile noting that the resizing of our corporate support functions realised in excess of the anticipated \$2.5 million cost savings for the financial year. We start our seasonal build of working capital for the current year from a sound position.

I will now discuss our operational highlights.

Slide 12 – 2020 Financial Year at a Glance



I would like to spend a few minutes talking about some of the operational highlights we achieved over the year:

- bidr[®], our 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 our Go grazing contracts continued to grow with the balance peaking at just under \$50 million.
 - Go-Lamb has purchased more than 1.17 million lambs, since launch.
 - Go-Beef has purchased more than 180 thousand cattle, since launch.

- Revenue for our independent wholesale business, Agritrade, grew by 8.0% this financial year.
- Our Fruited Supplies business continues to grow strongly. 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 remains of paramount importance to us. We are proud that our lost time injury frequency rates reduced by 25% compared to our strategy baseline financial year 2017 actual rates.

Slide 13 – Marlborough and Tasman Regions



We are delighted to be able to host this year's Annual Shareholders' Meeting in Blenheim. We spent an enjoyable morning yesterday at Marsico vineyard and I will talk a bit more about that shortly.

Marlborough is important to PGW and we are committed to supporting this thriving region. We have worked closely with customers in Marlborough throughout our long history, and in many cases, we have relationships that span many generations.

PGW has witnessed significant land use changes over the decades and we have seen Marlborough transform from a predominantly traditional sheep and beef farming area to a diversified region with strong viticultural and horticultural sectors. Marlborough is widely recognised as a key viticultural region with brands that are well regarded internationally. As a company, PGW has also adapted to these changes to ensure we continue to service primary production in Marlborough across the range of farming and grower sectors.

To respond to this growth, in July 2016 we opened our new purpose-built store and office in the Westwood Business Park here in Blenheim, where we provide our full service offering to our customers. This building is home to our Marlborough and Tasman regional office, our Fruited Supplies and Rural Supplies stores, our regional Real Estate office, and our Technical, Livestock and Wool reps.

In Marlborough we employ more than 40 staff between our Blenheim and Kaikoura stores and this number increases during the busy Spring season. Our main Marlborough livestock saleyard is located in Blenheim.

Throughout Tasman we also employ more than 40 staff located in Richmond, Motueka, Takaka, and Murchison and our teams in the region provide a full service offering. Our main Tasman livestock saleyard is in Brightwater.

Our retail store network is operated by teams of customer service staff who deliver a high level of product knowledge and service to our customers. These teams are supported by our Technical Field Representatives and our Technical Horticultural Representatives, who work alongside customers to drive value by providing technical support and product knowledge. We pride ourselves in striving to be the market leader in this space.

In addition to our stores and on-farm servicing, we also have a research and development team dedicated to trialling and developing new products under New Zealand conditions prior to commercial release, as well as developing spray programmes for horticultural crops in New Zealand.

The Technical Team supports our Technical Field Representatives and our Technical Horticultural Representatives, as well as our customers, with in-depth expert advice in a range of key subjects such as animal nutrition, animal health, soil science, agronomy, and horticulture.

During the 2019/2020 season the Technical Team undertook more than 50 trials and 250 treatments were tested pre-commercialisation across our Fruitfed Supplies, Rural Supplies and Agritrade businesses. This field research gives us a first-hand view of the product and provides us with unbiased insight into product performance and differentiation.

Our business in Marlborough and Tasman is strongly weighted towards our Fruitfed Supplies offering and we have three retail branches: Blenheim, Richmond and Motueka. The Blenheim store is the largest in the country and consequently produces the largest turnover and the greatest EBITDA contribution to the company.

Our Marlborough business is focussed on grapes while the Tasman business is more diverse, servicing apples, kiwifruit, vegetables, grapes, hops, stone fruit and berry fruit.

The Fruitfed Supplies business is based around a strong experienced rep team, who offer specialist technical advice. Growers value this support that experts provide, and our team often become an integral part of our customers' businesses as a consequence. Several of our reps have worked for Fruitfed Supplies for over 20 years.

There continues to be a large amount of development taking place in Marlborough and Tasman across the horticultural sector. This includes new vineyard developments taking place in Blenheim, as well as a continual increase in the size of area of hops grown in the Motueka basin.

Our team works closely on these developments supplying much of the inputs including wind machines, sprayers, and other infrastructure such as wire, posts, water, and irrigation, as well as nutritional requirements.



As I mentioned, the Board and executive team visited Leefield Station vineyard yesterday morning. I am sure many of you are familiar with the world renowned Marisco brands which include The Ned and The Kings Series, as well as Leefield Station.

Marisco have been great supporter of Fruitfed Supplies even before they started their first development nearly 20 years ago.

Fruitfed Supplies has been heavily involved with the development that has taken place on Leefield Station. The 2,300-hectare property was purchased in 2013 and since then our local rep, Blair McLean, has worked closely with Anton Rasmussen, Marisco's General Manager – Viticulture, in developing and servicing the block. Blair has been there to support the business in the development of 600 hectares into grapes.

During this development Fruitfed Supplies provided most of the infrastructure into this block, including 180 Orchard Rite wind machines. Blair also looks after all of Marsico's crop protection and nutritional requirements.

The relationship Fruitfed Supplies has with Marisco is based around trust and adding value to their business. It has been a long-term relationship which I believe has benefited both companies. The relationship between Fruitfed Supplies and Marisco is a good example of how we see our business being intimately connected to the region and its prosperity. There are many other similar examples I could give of other key customer relationships we have that are enduring and provide us with confidence to see PGW and Fruitfed Supplies long term future in the Marlborough and Tasman regions.

I will now move onto our financial results for the year.

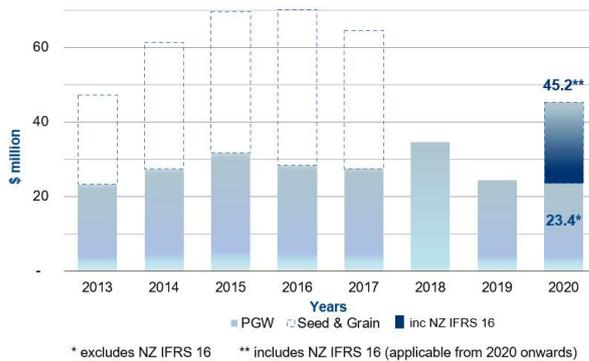
Slide 14 to 16 – Group Financial Results



GROUP FINANCIAL RESULTS



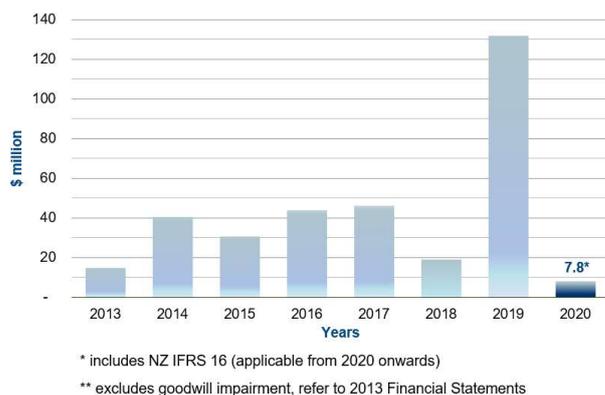
GROUP OPERATING EBITDA
(June year end)



- Operating EBITDA was \$23.4 million* (ex NZ IFRS 16) and was down \$1.5 million on the prior year's result.
- Operating EBITDA was \$45.2 million** (inc NZ IFRS 16).
- During the first half of the year to 31 December 2019, the business traded well. However, our second half trading results were impacted significantly by COVID-19 and the consequential operational disruption caused by the global pandemic.



GROUP NET PROFIT AFTER TAX
(June year end)



- Net profit after tax was \$7.8 million*.
- FY19 record result benefited from the sale of the Seed & Grain business.

All net profit data up to May 2019 includes Seed & Grain.



In this context, let us now turn to the performance of our two operating groups, Retail & Water and Agency.

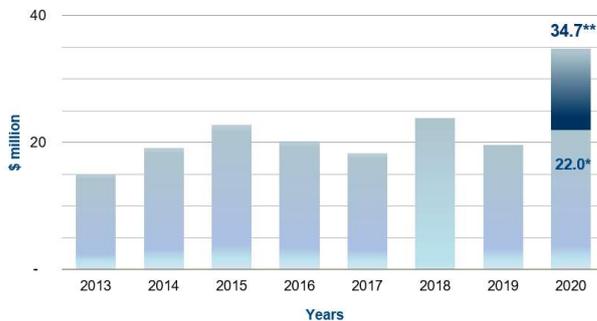
Slide 17 to 18 – Retail & Water



RETAIL & WATER FINANCIAL RESULTS



RETAIL & WATER OPERATING EBITDA
(June year end)



- Operating EBITDA was \$22.0 million* (ex NZ IFRS 16) and this was up \$2.7 million on the prior year's result.
- Operating EBITDA was \$34.7 million** (inc NZ IFRS 16).
- Fruited Supplies and Agritrade both increased their Operating EBITDA result on last year.

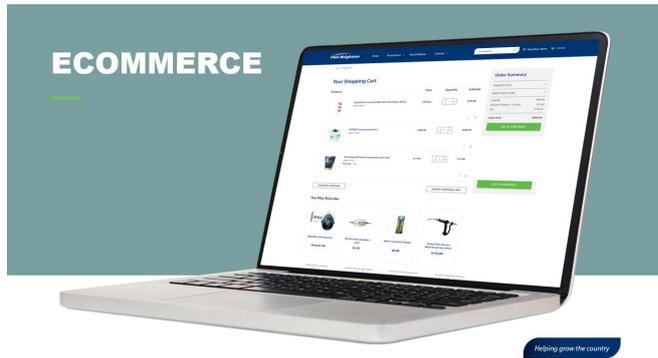
* excludes NZ IFRS 16 ** includes NZ IFRS 16 (applicable from 2020 onwards)



The Retail & Water business incorporates Rural Supplies, Fruited Supplies, Agritrade and Water. Retail & Water's Operating EBITDA was a pleasing \$34.7 million, or \$22.0 million, excluding the impact of NZ IFRS 16 lease accounting standard. Excluding the impact of the new lease standard this was up \$2.7 million on the prior year's result.

Our Rural Supplies and Fruited Supplies businesses again performed well. This year was challenging for the sector and the country as we have already highlighted. However, we continue to see anecdotal evidence of market share gains attributable to our strong technical offering and customer service. Our customers value the support they receive through our field representatives who are backed up by our Technical and R&D teams and staff in our store network.

We successfully launched our eCommerce website in June 2020 allowing customers to transact online.



At a macro level farming returns are good and the outlook for red meat and dairy look favourable. A key issue impacting dairy farmers and dairy support spend is constrained access to funds, as banks look to reduce their exposure to dairy.

Our market leading Fruited Supplies business again performed well, with diversification across a variety of crops and continuing to adapt to our customer and market needs. Our focus remains to add value to our customers' businesses by supplying specialist products and services and providing the best technical advice.

Our market share remains strong in the grape, pipfruit, stone fruit, and kiwifruit sectors and we are increasing our presence in avocados and cherries, which continue to see capital investment. The business is also well placed to benefit from ongoing technical advancements in viticulture and further grape development.

Optimism in the sector is continuing to see horticultural development taking place and land use change, including larger corporate growers diversifying their portfolios. This provides increased opportunities for Fruited Supplies.

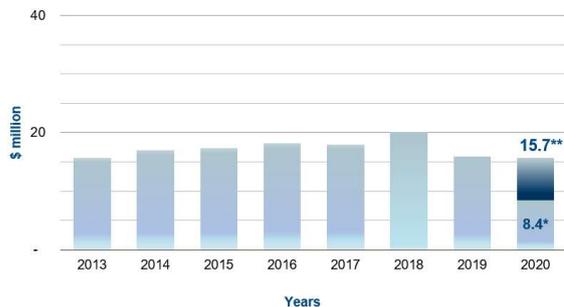
We expect to see further new product lines added to Agritrade's range over the coming year and we see good opportunity for continued growth in our wholesale operations.

Tightening on-farm credit and regulatory requirements, together with a lack of new water schemes, have continued to present a difficult trading environment for our Water business.

Slide 19 to 20 – Agency



AGENCY OPERATING EBITDA (June year end)



* excludes NZ IFRS 16 ** includes NZ IFRS 16 (applicable from 2020 onwards)

- Operating EBITDA was \$8.4 million* (ex NZ IFRS 16) and this was down \$7.5 million on the prior year's result.
- Operating EBITDA \$15.7 million** (inc NZ IFRS 16).
- Demand for Go Livestock products continue to grow strongly with the balance peaking at just under \$50 million during FY2020.
- bidr[®] responded swiftly to market demands and launched the new hybrid auction option during the initial lockdown.

Helping grow the country

Our Agency group incorporates our Livestock, Wool and Real Estate businesses. Trading for this group is generally weighted towards the second half of the financial year. Operating EBITDA was \$15.7million, or \$8.4 million excluding the impact of NZ IFRS 16 lease accounting standard. Excluding the impact of the new lease standard this was down \$7.5 million on the prior year's result.

The largest business within the Agency group is Livestock.

Our Livestock business experienced a strong first six months underpinned by buoyant trading volumes and values. In the second half of the year widespread drought conditions resulted in high demand for meat processing capacity. The pandemic impacted the supply chain and access to international markets, and further restrictions on processing capacity were implemented when the country went into Alert Level 4 lockdown. These events, together with the significant impact caused through the temporary closure of saleyards under Alert Levels 4 and 3 impacted the business.

The benefits of our real time bidr[®] online trading platform came into stark focus during the lockdown where necessity showcased the advantages of this channel to market and innovation. The bidr[®] team responded well and accelerated modifications to the platform to permit access for new users in response to demand, as well as the launch of the new hybrid auction option. We see potential for the bidr[®] platform moving forward and regard this innovation as important to the New Zealand livestock sector.

Requests for our Go grazing contracts continued to grow with the balance peaking at just under \$50 million during the year. Under the programme, PGW purchase and own the livestock and when they are ultimately sold the change in the value of the livestock is the farmers, less the agreed fees. Customer demand for the convenience and versatility of the Go programme continues, and we expect to see further growth in the current year.

Overall livestock tallies were lower this financial year compared to the prior year. The largest impact was the effects of reduced activity during April and May 2020 when saleyards were closed. Average livestock prices were also lower compared to last year. During the first half of the year prices were higher than last year for both sheep and cattle. However, pricing started to trend down in January due to drought conditions and the shortage of processing space, particularly in the North Island. Restrictions in the supply chain further impacted pricing from April 2020.

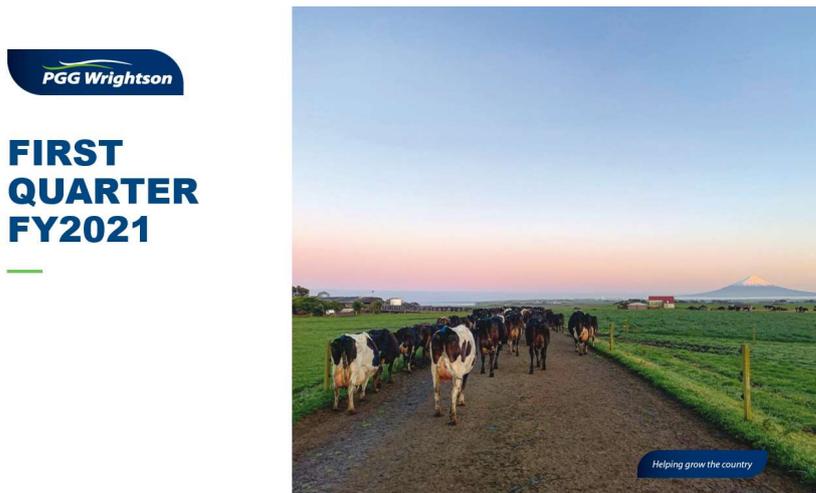
PGW Wool has come through a difficult year with depressed crossbred wool prices and associated worldwide wool demand impacted by the global pandemic. The pandemic is arguably the most significant issue the wool industry has experienced in a generation and it has impacted the international wool supply chain. This has resulted in a decline in wool demand, orders, and prices across all wool types.

Therefore, our wool brokering business has facilitated the sale of fewer wool bales and at lower margins.

The rural real estate market continued to face difficult market conditions with declining volumes in all sectors throughout the year. However, the lifestyle and residential markets in the provinces remained relatively positive. The pandemic affected the real estate market leading up to our peak autumn selling period, but the business has seen encouraging signs return. An outcome from COVID-19 was a strong shift from traditional print media to digital channels where we saw increased website traffic and social media use.

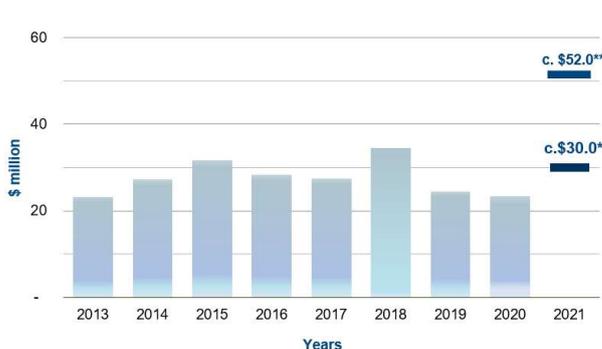
Notwithstanding the challenging macro conditions, PGG Wrightson Real Estate improved market share in its key lifestyle segment and rural regions.

Slide 21 to 22 – First Quarter FY2021



GROUP OPERATING EBITDA AND FY2021 GUIDANCE

(June year end)



- FY2021 Operating EBITDA guidance of around \$30.0 million* (ex NZ IFRS 16).
- FY2021 Operating EBITDA guidance of around \$52.0 million** (inc NZ IFRS 16).
- COVID-19 continues to put pressure on global markets.
- Ongoing optimism in the horticulture sector.
- Continued strong global demand for protein.

Excluding Seed & Grain
 * excludes NZ IFRS 16 ** includes NZ IFRS 16 (applicable from 2020 onwards)

COVID-19 continues to cause widespread disruption to the world and will do so for some time. While there is scope for optimism with strong demand and pricing for New Zealand's agricultural and horticultural export commodities, there remains a degree of caution with continuing volatility in global markets. With infection rates continuing to increase globally and secondary lockdowns occurring, a degree of uncertainty remains as to how this will impact trade flows over the coming year.

We are in a strong position to continue to serve our customers, both instore and on-farm, and we are well placed to navigate our way through future lockdowns. We have built a solid foundation on which we can grow our business during future financial years.

The horticulture sector continues to go from strength-to-strength with the outlook remaining positive. The optimism in this area is supported by increased investment and land use change. Fruitfed Supplies is well placed to grow as this market expands.

The wool industry is experiencing record lows for the value of crossbred wool and merino wool is also back substantially. Although it is hard to predict when the market conditions will improve. We nevertheless believe in the positive properties of wool as a fibre that is sustainable and natural.

The Real Estate business has witnessed increased interest in rural properties in recent months, which can be partly attributed to the lower interest rate environment. The COVID-19 lockdowns have raised the profile of lifestyle properties which provide more space and freedom compared with metropolitan areas.

We are encouraged with the performance of our online Livestock trading platform, bidr[®]. bidr[®] allowed our Livestock customers to continue to trade stock during Alert Levels 4 and 3 when the saleyards were closed.

We anticipate our Go grazing contracts will remain popular with our customers as they appreciate the flexibility and simplicity of the programme, and we expect continued growth in this programme.

Our eCommerce website provides customers with an additional channel to interact with us. As mentioned earlier, we will continue to add further online functionality to make our customers interaction more seamless.

Our approximately 1,840 employees are ambassadors of our brand and more than anything else they are what sets us apart and are the foundation of our business success. We continue to invest in making sure we have the right people, who are well trained and equipped, to deliver the services and products our customers require, whether it is technical expertise, industry knowledge, or on-farm solutions.

Three years into our Safety and Wellbeing strategy we continue to engage our people to assist transforming our culture to one of 'citizenship' by embedding the cognitive behavioural safety leadership programme, Zero Incident Process, also known as ZIP. Driving is one of the biggest risk areas for our business and we have increased focus on this area recently through investment in driver competency training.

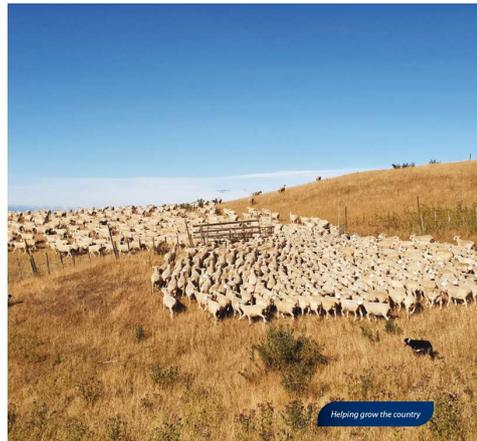
The popularity of Dr Tom Mulholland, who specialises in Rural Health and Mental Wellness, with staff and customers saw us extend our affiliation with him into its second year.

After three months of trading in the year it is pleasing to note that trading performance has been solid and in line with expectations. Although this is a good start to the financial year it remains early days with the peak of the busy spring trading period still ahead of us.

Slide 23 – Outlook



OUTLOOK



Thank you Stephen, for providing an overview of the 2020 financial year and the first quarter of 2021.

I will now provide an update on our current outlook.

Whilst it remains too soon to provide firm guidance about expectations for FY2021, particularly given the additional uncertainty posed by the COVID-19 pandemic on global markets, the Board considers that it is nevertheless desirable to provide guidance in relation to expectations. Based on our current assessment, the Board considers that PGW is 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).

We have had a pleasing start over the first quarter of the financial year with the business trading well and in line with expectations. We are seeing good demand in our Rural Supplies and Fruited Supplies retail businesses over the early spring trading period. Livestock trading volumes have been sound with saleyard throughput bouncing back post the COVID-19 related closures and increased meat processing capacity. There has also been a recent 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 livestock trading window in the second half.

We will maintain a close watching brief on the impacts that the global pandemic continues to have on trade flows and demand for New Zealand primary exports and consequential implications for PGW. We anticipate being able to provide a further update on our outlook when announcing our half-year results in February 2021.

In the meantime, I would also reiterate that it is the intention of the Board to resume the payment of regular dividends when the trading performance permits. Although a decision on the interim dividend will not be made until the release of PGW's half-year results in February, it is 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.

PGW has a strong balance sheet and is well positioned to fund the organic growth opportunities that we see ahead for the business. We also have a supportive banking syndicate and have recently reached agreement in principle to extend our bank facilities on favourable terms.

Slide 24 – Questions and discussion

QUESTIONS AND DISCUSSION

Please wait for the microphone before addressing the room.

Helping grow the country

First Question: A question has been asked about the funding position of the PGW Employee Benefits Plan.

It has been noted that under Note 18 of our Annual Report the 'actuarial equilibrium position' of the Plan is calculated on a different basis to the International Financial Reporting Standard. We have been asked to explain why our calculation methodology differs from the IFRS standard?

Answer: At a general level, all defined benefit Plans are vulnerable to lower returns and interest rates. We have prepared the following notes on the slide that outline the basis upon which the Plan calculations are made.

PGW EMPLOYEE BENEFITS PLAN

PGW Financial Statement Reporting

- Under International Financial Reporting Standards (IFRS) PGW records its net pension liability in respect of its obligations to the PGG Wrightson Employee Benefits Plan (Plan), a defined benefit scheme, as the sum of two amounts:
 1. Firstly, the defined benefit obligation which is the amount expected to be paid out over the remaining life of the Plan and is calculated by an independent actuary using the assumptions noted in the PGW's financial statements. This obligation is then discounted back at the reporting date.
 2. Secondly, the fair value of the assets, held by the Plan in order to meet the defined benefit obligation, is determined at the reporting date.
- To the extent the assets are less than the discounted defined benefit obligation a net liability is recorded for PGW.
- The key point to note is that for PGW IFRS Reporting the discount rate used is the 10 year NZ government bond rate applicable at the reporting date.

Helping grow the country

PGW EMPLOYEE BENEFITS PLAN

PGG Wrightson Employee Benefits Plan Reporting

- The Plan is registered under the Financial Markets Conduct Act 2013 (FMCA). The FMCA requires the balance sheet of the Plan to be reviewed by a suitably qualified actuary and for the actuary to issue a report to be provided to the Financial Markets Authority (FMA).
- This balance sheet shows both the defined benefit obligation and the Plan assets. In determining the defined benefit obligation, it is important to note that it is not discounted based on a 10 year NZ Government Bond discount rate (as per the IFRS calculation); rather it is based on an actuarial funding basis.
- The key difference between the two reporting valuations is the discount rate applied. IFRS reporting currently uses the 10 year government bond rate of 0.91% to discount the defined benefit obligation which leads to a much higher net liability recorded by the PGW Group than that recorded by the plan itself. The unfunded position (net liability balance) as calculated by a suitably qualified external actuary for FMA purposes was materially lower as at July 2020.
- PGW management consider that the valuation prepared for FMA reporting purposes provides a more useful valuation than that using the IFRS methodology as it is more closely aligned to the underlying plan.

Helping grow the country

Second question: A further question has been raised about why we had a large cash balance of \$16.9 million as at 30 June 2020.

Answer: The volatility of Group's cash position can be significant on a day to day basis because it is dependent on receipts from customers. We continued to focus on the management of cashflow including receivables throughout the COVID-19 lockdown periods including for our 30 June 2020 year-end.

This focus led to significantly higher than expected payments being received in the last week of June and in particular on 30 June itself. We received over \$50 million in the last five working days of June and over \$16 million on 30 June itself. This was due to much higher than the expected debtor payments.

We prefer to be in this position as opposed to having lower than expected payments, in particular during the COVID-19 environment at the time. Since 30 June 2020 we are continuing to see positive improvements in our receivables.

[Questions from the room]

Before moving to the remaining agenda items, I would like to take this opportunity on behalf of the Board to extend our thanks to all the outstanding individuals who make up the PGW team for their continued hard work and dedication.

We are proud of how our people have responded to the pandemic and how they continue to serve our customers and communities despite all the challenges faced. We have proved we can play it safe in our workplaces by implementing practical procedures and controls in response to the pandemic.

We wish to pay tribute to our loyal customers and their valued business, and we thank you for your understanding and for adapting to our changing operating protocols through these unprecedented times.

We also thank our suppliers and you, our shareholders, for your ongoing support.

Slide 25 – Business of the Meeting – Resolutions

AGENDA

Introduction and Apologies	
Opening Formalities	<ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting • Minutes • Annual Report 2020 • Performance measures and changes to financial reporting • Proxies
> Business of the Meeting - Resolutions	
Item A	Chairman's Address
Item B	Chief Executive Officer's Review
Item C	Shareholder Questions
Item D	<p>Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.</p> <p>Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.</p>
Item E	General Business

Helping grow the country

Slide 26 to 27 – Ordinary Resolution One: Re-election of Joo Hai Lee

AGENDA

Introduction and Apologies	
Opening Formalities	<ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting • Minutes • Annual Report 2020 • Performance measures and changes to financial reporting • Proxies
> Business of the Meeting	
Item A	Chairman's Address
Item B	Chief Executive Officer's Review
Item C	Shareholder Questions
Item D	<p>Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.</p> <p>Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.</p>
Item E	General Business

Helping grow the country

RESOLUTION 1

Consider the re-election of Joo Hai Lee as a Director



Helping grow the country

Slide 28 to 29 – Ordinary Resolution Two: Auditor’s Remuneration

AGENDA

Introduction and Apologies	
Opening Formalities	<ul style="list-style-type: none"> • Notice of Annual Shareholders' Meeting • Minutes • Annual Report 2020 • Performance measures and changes to financial reporting • Proxies
> Business of the Meeting	
Item A	Chairman's Address
Item B	Chief Executive Officer's Review
Item C	Shareholder Questions
Item D	Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.
	Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.
Item E	General Business

Helping grow the country

RESOLUTION 2

Auditor’s remuneration

- 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 set 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.

Helping grow the country

Slide 30 – Move Resolutions

AGENDA

Introduction and Apologies

Opening Formalities

- Notice of Annual Shareholders' Meeting
- Minutes
- Annual Report 2020
- Performance measures and changes to financial reporting
- Proxies

> **Business of the Meeting – Move Resolutions**

Item A Chairman's Address

Item B Chief Executive Officer's Review

Item C Shareholder Questions

Item D Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.

Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.

Item E General Business

Helping grow the country

Slide 31– General Business

AGENDA

Introduction and Apologies

Opening Formalities

- Notice of Annual Shareholders' Meeting
- Minutes
- Annual Report 2020
- Performance measures and changes to financial reporting
- Proxies

> **Business of the Meeting**

Item A Chairman's Address

Item B Chief Executive Officer's Review

Item C Shareholder Questions

Item D Ordinary Resolution 1: Consider the re-election of Joo Hai Lee as a director.

Ordinary Resolution 2: Note the reappointment of KPMG as auditor and authorise the directors to set the auditor's remuneration.

Item E **General Business**

Helping grow the country

Closing

Slide 32 – Closing and Thank You

