

Notice of Special Meeting and Explanatory Notes

*Special Meeting of PGG Wrightson Limited Shareholders to be held at the
Balmerino Room, Riccarton Park, 165 Racecourse Road, Christchurch on
Tuesday 23 July 2019, commencing at 9.30am*



Important dates

Thursday 27 June 2019	Initial Court orders received
Sunday 21 July 2019	Record date for voting entitlements for the Special Meeting
Wednesday 31 July 2019*	Record date for determining entitlements of shareholders to participate in the Scheme
Friday 2 August 2019*	Payment for cancelled shares
By Friday 9 August 2019*	Date for dispatch of new holding statements

* The dates following the Special Meeting on 23 July 2019 are indicative only and may change. The timetable is subject to Court approval and satisfaction of the conditions to the Scheme.

Letter from the PGG Wrightson Board

PGG Wrightson Limited

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4 July 2019

Dear Shareholder

Special Shareholders Meeting

The PGG Wrightson Limited (**PGW**) Board of Directors is pleased to invite you to a special meeting (the **Special Meeting**) to be held at the Balmerino Room, Riccarton Park, 165 Racecourse Road, Christchurch on Tuesday 23 July 2019, commencing at 9:30am.

The Special Meeting has been called for PGW shareholders to consider, and vote upon, two special resolutions. The first special resolution relates to a proposed scheme of arrangement to distribute capital to shareholders following settlement of the sale of PGG Wrightson Seeds Holdings Limited and the second special resolution relates to a recommendation to revoke and replace PGW's existing company constitution.

Scheme of Arrangement

On 1 May 2019, PGW announced the completion of the sale of all of its shares in PGG Wrightson Seeds Holdings Limited (which owned and operated PGW's Seed and Grain business in New Zealand, Australia, South America and internationally) to DLF Seeds A/S (the **Seeds Sale**). Shareholders will recall that the Seeds Sale was approved at PGW's combined special and annual meeting on 30 October 2018. The information supplied to shareholders for the approval of the Seeds Sale outlined that it was the intention of the PGW Board of Directors that a capital distribution would be made to PGW shareholders following completion of that transaction. The Seeds Sale subsequently received strong shareholder support with more than 96% of the vote cast in favour of the transaction.

On 9 May 2019 it was announced that the PGW Board of Directors had determined to recommend a distribution to shareholders of approximately \$234 million of surplus capital from the Seeds Sale. The Board has determined that the most appropriate means of effecting the return is by means of a court approved scheme of arrangement under Part 15 of the Companies Act 1993.

Shareholders are being asked to approve the resolution for PGW to implement the scheme of arrangement and distribution capital to shareholders as recommended by the PGW Board of Directors.

Updating PGW's Company Constitution

On 1 January 2019, NZX Limited introduced new NZX Listing Rules (**New Listing Rules**).

All NZX listed companies have been required to transition to the New Listing Rules on or before 1 July 2019. Until a listed company transitioned to the New Listing Rules it was governed by the NZX Main Board Listing Rules dated 1 October 2017.


To comply with the New Listing Rules, PGW needs to amend its constitution. An amended constitution has been prepared and a copy, marked up to show the changes from PGW's existing constitution, can be found at www.pggwrightson.co.nz/Our-Company/Governance - "[Proposed New Constitution](#)".

PGW transitioned to the New Listing Rules on 1 July 2019 and shareholders are being asked to resolve that PGW's existing constitution be revoked and the amended constitution be adopted from the close of the Special Meeting.

Further Information

In the booklet following this letter is the Notice of Special Meeting that sets out the background to the two resolutions that will be put to shareholders at the Special Meeting, as well as explanatory notes explaining their rationale and the recommendations of your Board of Directors. Also enclosed is the Proxy Voting form.

Yours faithfully



Rodger Finlay
Chairman
PGG Wrightson Limited

Notice of Special Meeting

To be convened at Balmerino Room, Riccarton Park, 165 Racecourse Road, Christchurch at 9.30am on Tuesday, 23 July 2019, to consider and if thought fit pass the following special resolutions:

Resolution 1.

Scheme of Arrangement to return capital: To consider, and if thought fit, pass the following special resolution for the purposes of NZX Listing Rule 5.1.1(b), Part 15 of the Companies Act 1993 and all other purposes:

“That the Scheme of Arrangement relating to the return of capital to PGW’s shareholders, as set out in the explanatory notes accompanying the Notice of Special Meeting, be and is approved”.

The resolution will be voted on by all shareholders voting together.

It is the Board of Directors’ intention to effect a 1 for 10 consolidation of PGW’s share register immediately following the completion of the Scheme of Arrangement, if implemented.

Resolution 2.

Replacement Constitution: To consider, and if thought fit, pass a special resolution for the purposes of section 32 of the Companies Act 1993:

“That PGW’s existing constitution be revoked, and the constitution referred to in the explanatory notes accompanying the Notice of Special Meeting be and is adopted as PGW’s constitution, with effect from the close of this Special Meeting”.

See the Explanatory Notes below for further details relating to both resolutions.

Procedural Notes

Attendance and Voting

Each resolution requires for approval a special resolution, being 75 per cent or more of the votes cast by those holders of ordinary shares entitled to vote and voting on the resolution.

The only persons entitled to exercise votes at the Special Meeting will be those who are registered as shareholders as at **9.30am on Sunday 21 July 2019** and only the shares registered in those shareholders' names at that time carry a right to vote at the Special 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 Special 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 21 July 2019,
or
- 3. Electronic Voting:** Electronic or online voting instructions accompany this Notice of Special Meeting. Shareholders wishing to vote electronically must do so no later than 9.30am on Sunday 21 July 2019,
or
- 4. Appointing a proxy (or representative) to attend and vote in your place:** The proxy need not be a shareholder of PGW and the form of appointment of a proxy and voting instructions accompanies this Notice of Special 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 9.30am on Sunday 21 July 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, unless you appoint the Chair of the Board, the Chief Executive or the Company Secretary as proxy in which case they will vote in favour of the resolution. 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 Board, the Chief Executive or the Company Secretary 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 Special Meeting, shareholders are invited to join the PGW directors and management in attendance for light refreshments.

Reporting the Results

PGW will notify the outcome of the Special Meeting by lodging the results on the NZX Main Board's market announcement platform as soon as practicable after voting at the Special Meeting is complete.

Julian Daly

General Manager, Strategy & Corporate Affairs
and Company Secretary
Christchurch
New Zealand
4 July 2019

Scheme of arrangement between PGG Wrightson Limited and its shareholders

Introduction

- A. PGG Wrightson Limited (**PGW**) has proposed a scheme of arrangement between itself and its shareholders, the terms of which are set out in this document (**Scheme**).
- B. The Scheme will take effect only if:
 - (i) the Scheme is approved by shareholders, by resolution approved by 75 per cent or more of the votes cast by those holders of Ordinary Shares entitled to vote and voting on the resolution; and
 - (ii) the Scheme is approved by the Court in accordance with section 236 of the Companies Act 1993 (New Zealand).

Terms

1. Definitions

1.1 In this Scheme:

Business Day means any day (other than a Saturday, Sunday or public holiday in New Zealand) on which banks are open for business in Christchurch, New Zealand.

Ordinary Share means a fully paid-up ordinary share in the capital of PGW.

PGW has the meaning given in paragraph A of the Introduction.

Record Date means the fifth Business Day after the date on which the fact that the final order from the High Court of New Zealand has been made pursuant to section 236(1) of the Companies Act 1993 sanctioning the scheme is lodged on the NZX Main Board market announcement platform.

Scheme has the meaning given in paragraph A of the Introduction.

Special Meeting means this special meeting of shareholders, and any adjournment of that meeting, to be held to consider and, if thought fit, approve the Scheme.

Share Split has the meaning given in clause 2.1.

2. Scheme

- 2.1 At 5.00pm (New Zealand time) on the Record Date, the Ordinary Shares will be subdivided and split such that each shareholder of PGW will receive two Ordinary Shares for every one Ordinary Share that is registered in the name of that shareholder at that time (**Share Split**).
- 2.2 Immediately following completion of the Share Split, one Ordinary Share out of every two Ordinary Shares registered in the name of each shareholder of PGW will be cancelled (together with all the rights attaching to those Ordinary Shares).

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- 2.3 Within five Business Days after the Record Date, PGW will pay to each holder of Ordinary Shares NZ 31 cents multiplied by the number of Ordinary Shares registered in the name of the shareholder that have been cancelled in accordance with clause 2.2. Payments will be made by electronic funds transfer to a bank account for the shareholder where PGW or Computershare Investor Services Limited holds sufficient details to make payment in that manner, and otherwise by procuring the dispatch of a cheque to the shareholder by post to the address recorded in the share register as at the Record Date.
 - 2.4 PGW may cancel a cheque issued under clause 2.3 if the cheque is returned to PGW or has not been presented for payment within one year after the Record Date.
 - 2.5 During the period commencing one year after the Record Date, on request in writing from a shareholder to PGW, PGW must reissue, or procure the reissue of, a cheque that was previously cancelled under clause 2.4 or where an electronic funds transfer has failed, but otherwise PGW may invest or otherwise make use of, and mingle with other money of PGW, any unclaimed payment until claimed.

3. Amendment

- 3.1 PGW reserves the right to amend this Scheme at any time and from time to time provided that any such amendment must be contained in a written document which is filed with the Court and, if made following the Special Meeting, approved by the Court and communicated to shareholders in the manner required by the Court (if so required).
- 3.2 Any amendment to this Scheme may be proposed by PGW at any time prior to or at the Special Meeting with or without any other prior notice or communication and, if so proposed and accepted by the persons voting at the Special Meeting, will become part of this Scheme for all purposes.

Resolution 1 – Explanatory notes

Background to the Scheme of Arrangement

On 1 May 2019, PGG Wrightson Limited (**PGW**) announced the completion of the sale of 100% of its shares in PGG Wrightson Seeds Holdings Limited (which owned and operated PGW's Seed and Grain business in New Zealand, Australia, South America and internationally to DLF Seeds A/S (the **Seeds Sale**)). The Seeds Sale had been previously approved by PGW's shareholders at PGW's combined special and annual meeting of shareholders on 30 October 2018. The information supplied to shareholders for approval of the Seeds Sale outlined that it was the intention of the PGW Board that a capital distribution would be made to PGW shareholders following completion of that transaction. The Seeds Sale subsequently received strong shareholder support with more than 96% of the vote cast in favour of the transaction. Accordingly, PGW shareholders have an expectation that a capital distribution will be made as contemplated by the proposed Scheme.

As announced on 9 May 2019, PGW's Board has determined that it will distribute some of the surplus capital that PGW is currently holding following the Seeds Sale to its shareholders. The Board has determined that the most appropriate means of effecting the return is by means of a court approved scheme of arrangement under Part 15 of the Companies Act 1993 (the **Companies Act**) (the **Scheme**). A scheme of arrangement is fair to all shareholders as it enables a return of capital on a pro-rata basis. In addition, the proposed scheme of arrangement will not alter the relative voting and distribution rights of shareholders in any way.

Summary of Scheme of Arrangement

Under the Scheme, PGW will:

- undertake a share split such that you receive two ordinary shares for every one ordinary share that you held;
- immediately following the share split, cancel one of every two of your ordinary shares in consideration of the payment of NZ 31 cents per ordinary share cancelled.

PGW obtained initial court orders relating to the Scheme on Thursday 27 June 2019. These orders directed that the Scheme must be approved by a resolution of shareholders.

PGW has therefore called this special meeting to consider a resolution to approve the Scheme. The resolution requires approval by 75 per cent or more of the votes cast by holders of ordinary shares entitled to vote and voting on the resolution.

If the resolution of shareholders is passed, PGW intends to then seek a final order from the High Court sanctioning the Scheme. If the order is granted, the Scheme will be binding on all shareholders and PGW. If orders are made by the High Court, PGW expects the Scheme to be executed and payment made to shareholders on or about Friday 2 August 2019.

In the event that the special resolution of shareholders is not passed, the Scheme will not proceed (although PGW may subsequently consider alternative arrangements for a distribution which it would notify to shareholders).

What is the Scheme of Arrangement?

Subject to approval by shareholders the receipt of final orders from the High Court sanctioning the Scheme, the Scheme will operate as follows:

- The Scheme would involve PGW:
 - conducting a two for one share split, such that every shareholder receives two ordinary shares for every one ordinary share held by that shareholder;
 - immediately following the share split, cancelling one out of every two ordinary share on issue in consideration of the payment of NZ 31 cents per cancelled share.
- The resulting effect of the Scheme on each shareholder will be that they:
 - continue to hold the same number of ordinary shares as they held before the Scheme; and
 - have in effect received a payment equivalent to NZ 31 cents for each ordinary share held before the Scheme.
- In total, the holders of the ordinary shares will have received approximately NZ\$234 million.

No minority buy-out rights arise under the Scheme.

Conditions to the Scheme

Execution of the Scheme and subsequent return of capital to shareholders is conditional on:

- the approval of the Scheme by shareholders by way of special resolution;
- the granting by the High Court of final orders approving and giving effect to the Scheme;
- the Board remaining satisfied that PGW will, immediately after the Scheme, satisfy the solvency test prescribed by the Companies Act.

Why is the Board recommending the Scheme?

The Board considered a number of ways of returning surplus capital to shareholders, and determined that using the Scheme best achieves a balance between a range of factors, including shareholder interests, simplicity, timeliness, and achieving the desired outcome of returning \$234 million to shareholders on a proportionate basis:

- **Debt profile:** The Scheme is forecast to lead to core debt levels in the range of \$25 million to \$50 million over the 2020 financial year. This is considered by the Board to be an appropriate level of core debt for a business with the size of PGW's earnings and balance sheet, taking into account the typical variability in cash flows that can be expected as a result of weather and commodity price outcomes. In addition to core debt, PGW is forecast to have an additional requirement of up to \$70 million to fund the typical seasonal working capital requirements of the business. Peak working capital (and therefore debt) levels are forecast to be between October and January, in line with selling spring inputs to farmers. The low point for working capital is forecast to be in June. As this seasonal debt is forecast to reduce to zero each year, this debt does not impact the key banking ratios for PGW.

Resolution 1 – Explanatory Notes continued

- Capital requirements:** PGW's capital requirements are forecast to be met from operating cash flow. If the Scheme does not proceed, PGW would maintain high levels of cash on its balance sheet that would be surplus to requirements. The Board believe it is in the best interests of all shareholders for PGW to distribute this surplus cash so that shareholders may use this cash in accordance with their individual preferences, having regard to their individual investment profile and risk appetite.
- Financial flexibility:** Following implementation of the Scheme, PGW will maintain a degree of financial flexibility in the form of unused borrowing capacity and an asset-rich balance sheet. This will allow PGW to absorb the short-term cash flow impacts of weaker market performance due to adverse weather conditions or commodity prices. A pro-forma Statement of Financial Position for the PGW, pre and post implementation of the scheme, is provided as at 31 May 2019 below:

Summary Statement of Financial Position	Unaudited May-19 \$000 Pre-capital return	Unaudited May-19 \$000 Post-capital return
Cash and Cash Equivalents	203,418	1,160
Current Assets – Debtors	197,071	197,071
Current Assets – Go	48,806	48,806
Current Assets – Inventory and WIP	91,979	91,979
Current Assets – Other	3,043	3,043
Property, Plant and Equipment	42,837	42,837
Intangible Assets	13,785	13,785
Investments	1,117	1,117
Deferred Tax	10,825	10,825
Other Term Assets	407	407
Total Assets	613,288	411,030
Bank Overdrafts and Short Term Borrowings	3,920	3,920
Current Liabilities – Creditors	133,005	133,005
Current Liabilities – Accruals and Provisions	48,044	48,044
Current Liabilities – Other	16,930	16,930
Term Bank Facilities	–	31,742
Defined Benefit Superannuation Scheme Provision	10,761	10,761
Other Term Liabilities	726	726
Total Liabilities	213,386	245,128
Total Equity	399,902	165,902

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- **Cash flow:** Operating cash flow is forecast to be \$20 million to \$30 million for the 2020 financial year. It is currently intended that this cash inflow will be applied between investing in the business (through capital expenditure and investment) and dividends.
 - **Solvency:** The Board is satisfied that PGW will satisfy the solvency test immediately following implementation of the Scheme.
 - **Alternative use of funds:** The Board has not currently identified any acquisitions or other uses for the funds that are expected to be value accretive to shareholders.

Key risks

The Board considers the Scheme to be low risk, given it involves the return of capital to shareholders.

There is a risk that if additional capital were needed to be raised in the medium term for some reason, the costs of such raising could have been avoided had the Scheme not been implemented. For example, a major acquisition by PGW may necessitate new equity being reintroduced to the capital structure. The Board consider this risk is low as there are no imminent opportunities that the Board is aware of that would suggest that maintaining a large surplus of cash is appropriate. The Scheme is sized so that PGW retains a degree of financial flexibility to absorb unexpected cash outflows over the short term.

How many of my shares will be cancelled?

PGW will conduct a two for one share split as the first step of the Scheme. As such, when PGW cancels one of every two of your shares as step two of the Scheme, you will be left with the same number of shares as you held immediately before the Scheme.

What price will I receive for my cancelled shares?

You will receive NZ 31 cents for every ordinary share that is cancelled. The volume weighted average price of ordinary shares on NZX over the 20 trading days prior to this Notice of Special Meeting going to print on 1 July 2019 was NZ 52.54 cents.

Will I still be able to trade my shares?

If you wish, you may buy or sell your ordinary shares. A Record Date (as defined in the NZX Listing Rules) will be announced in the future which will set the date on which entitlements to participate in the Scheme will be determined.

Does the Scheme apply to all shareholders?

Yes.

Resolution 1 – Explanatory Notes continued

Consequences if the Resolution is not approved

If the resolution is not approved by the requisite voting majorities, PGW would not be able to proceed with the Scheme or the return of capital proposed under it. PGW may then consider alternative arrangements for a return of capital to shareholders, which it would notify to shareholders.

What is the effect on directors' holdings?

Directors of PGW and associated persons of directors who legally and/or beneficially own ordinary shares will participate in the Scheme in exactly the same way as all other shareholders in PGW. The number of ordinary shares in which directors and/or their associated persons have relevant interests as at 4 July 2019 and the dollar amounts they will receive if their holdings do not change prior to the Record Date, are noted below.

Director	Nature of interest	Shares held	Distribution dollar amount
Joo Hai Lee	Associated person of substantial security holders Agria (Singapore) Pte Limited, Agria Asia Investments Limited, Agria Group Limited and Agria Corporation (together Agria Group) Registered holder: Agria (Singapore) Pte Limited	334,633,994	\$103,736,538
Kean Seng U	Associated person of substantial security holders Agria (Singapore) Pte Limited, Agria Asia Investments Limited, Agria Group Limited and Agria Corporation (together Agria Group) Registered holder: Agria (Singapore) Pte Limited		
David Cushing	H&G Limited	20,067,323	\$6,220,870
	Father: Sir Selwyn John Cushing	108,264	\$33,561

What is the recommendation of the Board?

The Board unanimously recommends the Scheme and encourages all shareholders to vote on the resolution to approve the Scheme. In the Board's view the Scheme is in the best interests of PGW and its shareholders.

What is the timing for the distribution?

There is a timetable set out on page 2 of this Notice of Special Meeting. The actual Record Date is likely to change depending on the date the Court makes its determination on the Scheme and issues the final court order approving the Scheme. The timetable indicatively anticipates the return of capital to occur on or about Friday 2 August 2019 (with new holding statements sent to shareholders by Friday 9 August 2019).

What are the tax implications?

The company has received a Product Ruling (BR PRD 18/05) from Inland Revenue confirming that the proposed return of capital to be implemented pursuant to the Scheme will not be treated as a dividend for New Zealand tax purposes. Inland Revenue's confirmation applies on the basis that the conditions on which the Product Ruling was issued are satisfied. PGW considers that the Scheme meets these conditions. Shareholders should seek independent tax advice on the tax implications of the Scheme.

NZX Listing Rules requirements

The return of capital is likely to involve a disposal of assets of PGW in excess of 50% of PGW's average market capitalisation. The approximate market capitalisation of PGW when the intention to proceed with the Scheme was announced on 9 May 2019 was approximately NZ\$407 million.

Listing Rule 5.1.1 provides that an issuer such as PGW cannot enter into a transaction involving such a disposal except with the prior approval of shareholders by ordinary resolution, or by special resolution if a special resolution is required under section 129 of the Companies Act.

This approval requirement will be met by approval of the resolution in accordance with the requirements set out in this Notice of Special Meeting.

Resolution 2 – Explanatory notes

Amendments to the constitution

On 1 January 2019, NZX Limited introduced new NZX Listing Rules (**New Listing Rules**).

Between 1 January and 1 July 2019 each listed company (including PGW) could elect when to transition to the New Listing Rules. A listed company that had not transitioned to the New Listing Rules by 1 July automatically transitioned from that date. Until a listed company transitioned to the New Listing Rules it was governed by the NZX Main Board Listing Rules dated 1 October 2017 (**Previous Listing Rules**).

To comply with the New Listing Rules, PGW needs to amend its constitution. An amended constitution has been prepared and a copy, marked up to show the changes from PGW's existing constitution, can be found at [www.pggwrightson.co.nz/Our-Company/Governance - "Proposed New Constitution"](http://www.pggwrightson.co.nz/Our-Company/Governance - \).

PGW transitioned to the New Listing Rules on 1 July 2019. Accordingly, shareholders are being asked to resolve that PGW's existing constitution be revoked and the amended constitution be adopted as PGW's constitution from the close of the Special Meeting.

A summary of the significant changes to PGW's constitution is set out below:

- **Directors:** The rules requiring regular retirement and re-election of directors have been changed as follows:
 - Under the Previous Listing Rules, one third of the directors, or the number nearest one third, must retire at the annual meeting in each year, and are eligible for re-election. The directors to retire are those who have been longest in office.
 - Under the New Listing Rules, a director may not hold office, without being re-elected, past the third annual meeting after his or her appointment or re-election, or for three years, whichever is the longer.

The Previous Listing Rules provided that executive directors were not required to retire by rotation. That exception has been removed. The requirement that the term of appointment of an executive director not exceed five years has also been removed.

- **Sale of less than a minimum holding:** Amending the procedure allowing for the sale of share parcels of less than a minimum holding so as to provide for those shares to be sold on market (including through a broker on behalf of PGW), rather than through NZX or in some other manner approved by NZX.
- **Board composition:** Including an express statement that PGW shall comply with the updated minimum Board composition requirements of the New Listing Rules and including an additional clause to address a scenario where ordinary resolutions are passed appointing directors which would exceed the maximum number (by providing that the director nominee(s) with the highest number of votes is elected).
- **Other Changes:** Changes to the definitions in PGW's constitution, and various other less significant wording changes, have been made to reflect the provisions of the New Listing Rules. As well as updating the constitution to reflect the New Listing Rules, the opportunity has also been taken to simplify the form of the constitution by removing unnecessary repetition of provisions of the Companies Act 1993 with which PGW must comply.

If any of the provisions of the updated constitution are inconsistent with the New Listing Rules (as amended by any waiver or ruling granted to PGW), the New Listing Rules will prevail. A copy of the New Listing Rules is available at www.nzx.com.

In addition to the necessary changes required by the New Listing Rules, the amendments also incorporate a reduction in the maximum number of PGW directors (from 12 to 8) and the minimum number of directors (from 6 to 4).

The proposed alterations to PGW's constitution do not impose or remove a restriction on the activities of PGW, or the rights attached to share in PGW and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends shareholders vote in favour of revoking the current constitution and adopting the updated constitution.

Additional Explanatory Notes

Share Consolidation

In the event that the Scheme is approved and completed, the directors of PGW intend to resolve to effect a consolidation of PGW's ordinary shares on a 1 for 10 basis, whereby every 10 existing ordinary shares in PGW (after completion of the Scheme) will be consolidated into one share.

Fractional entitlements will be rounded to the nearest whole number of shares, with fractional entitlements to half a share to be rounded up. PGW reserves the right to aggregate holdings held by associated shareholders, where it considers that holdings have been split to take advantage of rounding.

As a result, the number of shares on issue in PGW would reduce from 754,839,050 to approximately 75,483,905 shares.

The Board's intention is to effect this consolidation immediately following completion of the Scheme, and payment for the cancelled shares, through a short trading halt, details of which will be advised to NZX in due course. Shareholders will receive a statement from PGW's share registrar, Computershare, a few days after the effective date of the consolidation notifying them of their new shareholding.

NZX Review

NZX has reviewed this Notice of Special Meeting but does not take any responsibility for any statement contained in this Notice of Special Meeting.

