



Notice of 2022 Annual Shareholders' Meeting

Notice is hereby given that the Annual Meeting of ArborGen Holdings Limited shareholders will be held at the Ellerslie Event Centre, Ellerslie Racecourse, 100 Ascot Avenue, Remuera, Auckland in the Remuera Room, Level 1, The Ellerslie Stand and online via www.meetnow.global/nz on Wednesday 24 August 2022 at 10:00am.

If the Company is prevented from being able to hold the Annual Meeting in person on the Meeting Date as a result of COVID-19 restrictions, shareholders will only be able to join the meeting online at www.meetnow.global/nz. When participating online, shareholders will require their shareholder number, found on the enclosed proxy form, for verification purposes.

**To view and listen to the webcast please visit:
www.meetnow.global/nz or www.arborgenholdings.com
Please refer to the Virtual Meeting Guide at www.computershare.com/vm-guide-nz**

Voting / Appointment of Proxy Form

Accompanying this document is a voting / appointment of proxy form to enable you to vote on the resolutions either by:

- attending the Annual Meeting;
- lodging a postal vote; or
- appointing a proxy to vote at the Annual Meeting.

If you do not plan to attend the Annual Meeting you are encouraged to complete and return the enclosed voting / appointment of proxy form as soon as possible or lodge your postal vote / proxy online.

Important Dates

5:00pm, Saturday 20 August 2022

Record Date for voting entitlements for the Annual Shareholders' Meeting

10:00am, Monday 22 August 2022

Latest time for online lodgement / receipt of postal votes and proxy forms

10:00am, Wednesday 24 August 2022

Annual Meeting of Shareholders

All dates / times are given in New Zealand time.

Business of the Meeting

- Chairman's introduction*
- Operational review*
- Shareholder questions*
- Resolutions*

Shareholders will be asked to consider and, if thought appropriate, pass ordinary resolutions on the following matters:

Re-election of Director

1. That George Adams be re-elected as a Director of the Company. In accordance with the Company's Director rotation requirements, Mr Adams retires as a Director at the meeting and is eligible and offers himself for re-election. A biography of Mr Adams is contained in Explanatory Note 1.

Auditor's Remuneration

2. To authorise the Directors to fix Deloitte's fees and expenses as the Company's auditor for the year ending 31 March 2023. See Explanatory Note 2.

PROCEDURAL NOTES

- a. Each of Resolutions 1 and 2 is an ordinary resolution and must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolutions.
- b. David Knott Jr (including Dorset Management Corporation), who holds 27.5% of the shares on issue, has confirmed he intends to vote in favour of all resolutions.
- c. The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who are recorded on the register as shareholders at 5:00pm on 20 August 2022 (Record Date).
- d. The accompanying voting / appointment of proxy form should be used to vote on the resolutions. You can participate by postal vote, by proxy, or by casting your vote in person at the Annual Meeting.

PROCEDURAL NOTES continued

- e. A shareholder that is entitled to attend and vote at the Annual Meeting is entitled to appoint a proxy (or a representative in the case of a corporate shareholder) to attend and vote on their behalf. The proxy does not need to be a shareholder of the Company.
- f. You may appoint the Chair of the meeting or any Director as your proxy if you would like. The Chair of the meeting and the Directors confirm that they will vote in favour of resolutions marked "Proxy Discretion", even if they have an interest in the outcome of the resolution.
- g. If, in appointing your proxy, you do not name a person to be your proxy or your named proxy does not attend the meeting, the Chair of the meeting will be appointed as your proxy and may only vote in accordance with your express direction, including "Proxy Discretion" (subject to any voting restrictions).
- h. A shareholder may cast a postal vote instead of attending the meeting in person or appointing a proxy to attend. Sharon Ludher-Chandra, the Company Secretary, has been authorised by the Board to receive and count postal votes.
- i. A shareholder can elect to lodge their proxy appointment or postal vote online as per the instructions in the Voting / Appointment of Proxy form.

By Order of the Board

Auckland
New Zealand
22 July 2022

Sharon Ludher-Chandra
Company Secretary
ArborGen Holdings Limited

EXPLANATORY NOTES

Re-election of Director

1. Resolution 1 – Re-election of George Adams

Ordinary resolution: "That George Adams be re-elected as a Director of the Company."

George Adams – Independent Director

FCA (Fellow of the Institute of Chartered Accountants in Ireland), CFInstD (Chartered Fellow of the Institute of Directors)

The Board considers that, if re-elected, George will qualify as an independent director for the purposes of the NZX Listing Rules.

George, who is based in New Zealand, brings broad industry knowledge to the Board. His previous management positions include Managing Director of Coca-Cola Amatil in New Zealand, Financial Controller of British Telecom Northern Ireland and Group Finance Director of Molino Beverages based in Dublin. He is currently a Director of Hellers Group Holdings, Chairman of Bremworth, Netlogix, Essano and New Zealand Frost Fans. In addition, Mr Adams is the Executive Chairman and co-founder of Apollo Foods and Insightful Mobility. George also chaired the Independent Forestry Safety Review in 2014 and is Chair of the Business Leaders' Health and Safety Forum.

The Board unanimously supports the re-election of Mr Adams.

2. Resolution 2 – Auditor's Remuneration

Ordinary resolution: "To authorise the Directors to fix Deloitte's fees and expenses as the Company's auditor for the year ending 31 March 2023."

Deloitte is automatically re-appointed at the Annual Meeting as auditor of the Company by virtue of section 207(T) of the New Zealand Companies Act 1993 (the "Companies Act"). The proposed ordinary resolution is required to authorise the Directors of the Company to fix Deloitte's fees and expenses for the following year for the purposes of section 207(S) of the Companies Act.

The Directors recommend that shareholders vote to approve Resolution 2.