

# ALLIED FARMERS

## ALLIED FARMERS LIMITED

### NOTICE OF ANNUAL MEETING 2018

Notice is hereby given that the Annual Meeting of Shareholders of Allied Farmers Limited (“**the Company**” or “**ALF**”) will be held at the TSB Hub, Camberwell Road, Hawera (entrance from either Waihi Road or Camberwell Road) on Tuesday 27 November 2018 at 11.00am.

#### Items of Business

- a. Chairman’s introduction
- b. Addresses to shareholders
- c. Shareholder discussion
- d. Resolutions.

#### Resolutions

To consider, and if thought fit, to pass the following ordinary resolutions:

1. **Director re-election:** That Andrew McDouall be re-elected as a Director of the Company.
2. **Director election:** That Marise James be elected as a Director of the Company.
3. **Auditor’s fees:** That the Directors be authorised to fix the auditor’s fees and expenses for the ensuing year.

#### Ordinary Resolution

The business for the meeting is to pass the ordinary resolutions set out above. An ordinary resolution is a resolution passed by a simple majority of votes of holders of securities which carry votes, entitled to vote, and voting.

#### Attendance and Voting

Your rights to vote may be exercised by:

- (a) attending and voting in person; or
- (b) appointing a proxy (or representative) to attend and vote in your place.

The proxy need not be a shareholder of the Company and the form of appointment of a proxy and voting instructions accompanies this Notice of Annual Meeting. The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose and he intends to vote in favour of all resolutions where he is given a “Proxy Discretion”. Shareholders wishing to appoint a proxy (or representative) must complete and send the proxy form so that it is received by Link Market Services no later than 12:00pm on Friday 23 November 2018.

#### Corporate Representatives

A corporation which is a Shareholder may appoint a person to attend the meeting on its behalf in the same manner as that in which it could appoint a proxy.

By order of the Board of Directors



Garry Bluett  
Chairman  
23 October 2018

---

## **EXPLANATORY NOTES**

### **Resolution 1: Re-election of Andrew McDouall as a Director**

Pursuant to NZX Main Board Listing Rule (**Rule**) 3.3.11, one third of the Company's Directors must retire by rotation at each annual meeting. Andrew McDouall retires in accordance with Rule 3.3.11 and offers himself for re-election.

Mr McDouall was appointed a Director of Allied Farmers Limited in October 1999. He is Managing Director of the stockbroking and investment banking group McDouall Stuart Group Limited, MSL Capital Markets, and a director of a number of private companies. Mr McDouall is an independent director of Allied Farmers Limited. He has the following qualifications: BCA, DipNZSE.

The Board unanimously supports Andrew's re-election.

### **Resolution 2: Election of Marise James as a Director**

Marise James was appointed by the Board as a non-executive director with effect from 1 October 2018. As she was appointed by the Board, it is a requirement of Rule 3.3.6 that she retire from office at this Annual Meeting and her election be considered by shareholders at this Annual Meeting. Marise James offers herself for election.

Marise James is a chartered accountant and partner at Staples Rodway in Taranaki, where she services an agri sector and professional services clients. She has had a lengthy career in governance, serving as a founding director of Fonterra Co-operative Group, and directorships of FMG Insurance Limited, Landcorp Farming Limited and the TSB Bank. She has chaired the Audit Committees of FMG and Landcorp. Her current governance roles include Chair of Firstlight Wagyu NZ Limited, and directorships of EIDNZ Limited and the Taranaki Rugby Football Union. Marise was admitted as a fellow to the NZ Institute of Directors in April 2014 and also received a fellowship from the NZ Society of Accountants (now CAANZ) in December 2014. Marise and her husband Bryn jointly own a dairy farm in North Taranaki as well as a dairy grazing block in Tikorangi.

The Board has determined that Marise is an independent director, and unanimously supports Marise's election.

### **Resolution 3: Payment of auditor's fees**

PricewaterhouseCoopers are automatically reappointed as auditors under section 207T of the Companies Act 1993. Resolution 3 authorises the Directors to fix the fees and expenses of the auditors for the ensuing year under section 207S of the Companies Act 1993.