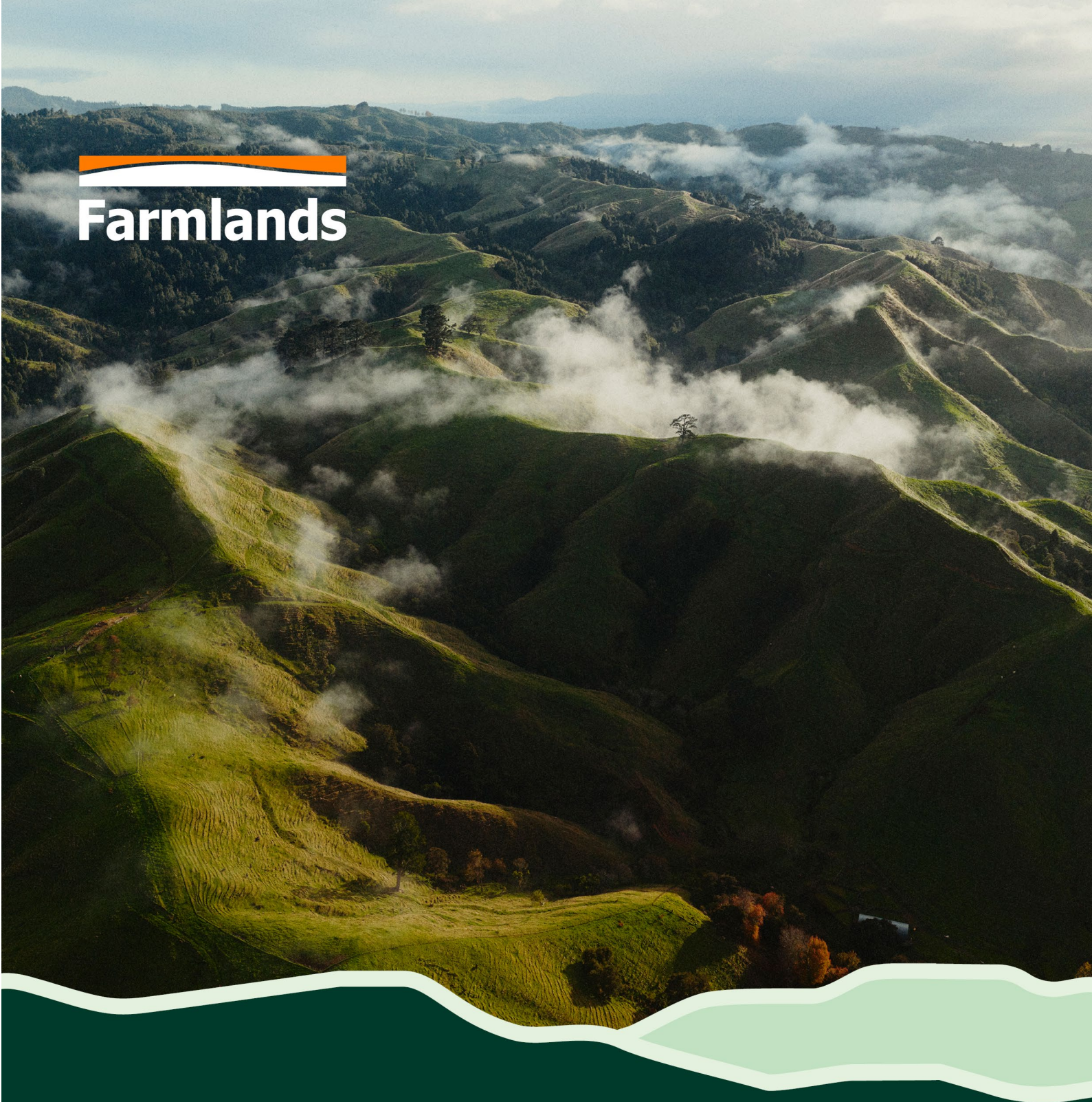

Farmlands

Farmlands 2026 Annual General Meeting

Updated Notice of Meeting – 16 November 2026

Notice is hereby given that:

- There has been an agreed change to the Proposal – Resolution 10.
- Farmlands and Ms Paige Wills of Wills Farm Holdings Limited (the Proposer), have agreed that the wording in Resolution 10 be amended to better reflect the original intention of the proposal and ensure that Shareholders voting on the proposal have a clear understanding of it and its intended impacts.
- The Board recognises that there has been commentary among Shareholders that the wording of the proposal requires amendment to provide Shareholders with certainty on how it could impact the day to day operations of Farmlands and their investment.
- The Board has carefully considered whether it is in the interest of all Shareholders for the proposal to be amended to provide certainty for Shareholders when deciding how to vote or instruct their proxies and how that could impact Shareholders who have already instructed their proxies.
- Proxies can be revoked or changed at the discretion of a Shareholder at any time. If after reading the updated wording of Proposal 10, any Shareholder would like to amend their proxy, they can do so by sending an email to agm@farmlands.com. Shareholders must include their Shareholder Number and the name under which the shares are held and provide a clear instruction on the change that they require.
- All changes to proxies will be notified to the platform provider and this process will be overseen by a third party for verification purposes.

Summary of the Changes

That Resolution 10 is amended with the agreement of the Proposer as follows to clarify that the restrictions set out in (a) and (b) do not prevent the Society from selling, distributing or manufacturing or promoting products.

Resolution 10:
That the Rules of Farmlands Co-operative Society Limited be amended by inserting a new clause after clause 10 as follows:

10A Restriction on investments related to methane reduction in livestock.

The Society shall not, without the prior approval of a Special Resolution of Shareholders, make any further investment of any kind (including equity, loans, grants, funding commitments or other financial support, but not trade credit granted in the ordinary course of business) in:

(a) Centre for Climate Action Joint Venture Limited (trading as AgriZeroNZ) or any Related Entity of that company; or

(b) any other organisation whose dominant purpose is to develop, commercialise, manufacture, distribute or promote any substance, additive, feed, treatment or intervention that is intended to alter the rumen or digestive biome of livestock in order to reduce enteric methane emissions.

For the avoidance of doubt, this clause 10A shall not restrict the Society from manufacturing, selling, distributing or promoting any products.

This is a special resolution.

The following shows the changes that have been made to the original proposal:

Resolution 10:

That the Rules of Farmlands Co-operative Society Limited be amended by inserting a new clause after clause 10 as follows:

10A Restriction on investments related to methane reduction in livestock.

The Society shall not, without the prior approval of a Special Resolution of Shareholders, make any further investment of any kind (including equity, loans, grants, funding commitments or other financial support, but not trade credit granted in the ordinary course of business) in:

~~(a)~~ (a) Centre for Climate Action Joint Venture Limited (trading as AgriZeroNZ) or any ~~related entity~~Related Entity of that company; or

~~(b)~~ (b) any other organisation~~, technology, product or activity~~ whose dominant purpose~~, or one of whose purposes,~~ is to develop, commercialise, manufacture, distribute or promote any substance, additive, feed, treatment or intervention that is intended to alter the rumen or digestive biome of livestock in order to reduce enteric methane emissions.

~~This is a Special Resolution.~~

~~Refer to Explanatory Note 10 for more information, including the Board's recommendation.~~For the avoidance of doubt, this clause 10A shall not restrict the Society from manufacturing, selling, distributing or promoting any products.

AMENDED NOTICE OF ANNUAL MEETING OF FARMLANDS CO-OPERATIVE SOCIETY LIMITED – 16 NOVEMBER 2026

Notice has been given on the 2nd November 2026, that the Annual Meeting of the shareholders of Farmlands Co-operative Society Limited (the **Society**) will be held as a hybrid meeting at 6:30 PM on Tuesday, 24 November 2026. Shareholders may either attend in person at the James Cumming Community Centre, 10 C Ardwick Street, Gore or join on the following link: https://meetings.lumiconnect.com/300-569-811-383

Notice is further given that the Business to be conducted at the meeting on Resolution 10 has been amended by agreement between the Board and the Proposer:

Issued by the Society Secretary on behalf of the Board.
16 November 2026.

AMENDED NOTICE OF BUSINESS TO BE CONDUCTED AT THE MEETING:

4.3 Proposals from Ms Paige Wills of Wills Farm Holdings Limited

Resolution 10:

That the Rules of Farmlands Co-operative Society Limited be amended by inserting a new clause after clause 10 as follows:

10A Restriction on investments related to methane reduction in livestock.

The Society shall not, without the prior approval of a Special Resolution of Shareholders, make any further investment of any kind (including equity, loans, grants, funding commitments or other financial support, but not trade credit granted in the ordinary course of business) in:

(a) Centre for Climate Action Joint Venture Limited (trading as AgriZeroNZ) or any Related Entity of that company; or

(b) any other organisation whose dominant purpose is to develop, commercialise, manufacture, distribute or promote any substance, additive, feed, treatment or intervention that is intended to alter the rumen or digestive biome of livestock in order to reduce enteric methane emissions.

For the avoidance of doubt, this clause 10A shall not restrict the Society from manufacturing, selling, distributing or promoting any products.

UPDATE TO EXPLANATORY NOTES

Note 10: Proposal 2 – Ms Paige Wills

Proposed Resolution

Resolution 10: Second Shareholder proposal by Ms Paige Wills of Wills Farm Holdings Limited for Shareholder consideration and resolution at the Annual Meeting:

Proposed Special Resolution

That the Rules of Farmlands Co-operative Society Limited be amended by inserting a new clause after clause 10 as follows:

10A Restriction on investments related to methane reduction in livestock.

The Society shall not, without the prior approval of a Special Resolution of Shareholders, make any further investment of any kind (including equity, loans, grants, funding commitments or other financial support, but not trade credit granted in the ordinary course of business) in:

(a) Centre for Climate Action Joint Venture Limited (trading as AgriZeroNZ) or any Related Entity of that company; or

(b) any other organisation whose dominant purpose is to develop, commercialise, manufacture, distribute or promote any substance, additive, feed, treatment or intervention that is intended to alter the rumen or digestive biome of livestock in order to reduce enteric methane emissions.

For the avoidance of doubt, this clause 10A shall not restrict the Society from manufacturing, selling, distributing or promoting any products."

This is a special Resolution.

Form of Resolution:

Under clause 4 of the Rules, to be effective, Ms Wills' proposal would need to be passed as a Special Resolution (requiring 75% or more of the votes of those Shareholders entitled to vote and voting on the resolution). If it is passed, it will be binding on the Society once the updated Rules have been lodged with the registrar.

Proposer's Statement:

Ms Wills provided the following statement. Ms Wills was offered an opportunity to amend her statement following the agreed amendment of the wording to Resolution 10**,** but declined to do so.

In plain terms

Farmlands has invested in AgriZeroNZ. Many shareholders do not support this direction. This resolution simply says: no more of our money goes into AgriZeroNZ or into any other organisation or product whose purpose is to change how animals digest food in order to reduce methane - unless shareholders first vote yes by a 75% majority. It stops further spending. It does not cancel what has already been spent. It does not accuse anyone of wrongdoing. It puts the decision back in the hands of the owners of the co-operative.

Why this matters

Farmlands exists to serve its shareholder-members. The AgriZeroNZ investment commits co-operative capital to a pathway that a significant number of farmers do not want. Farmlands has said the investment helps secure future product options through its nutrition businesses. That does not change the core issue. Whether the money is described as research funding or as securing manufacturing and product access, the result is the same: shareholder funds are being used to advance technologies designed to alter the animal's digestive system specifically to reduce methane. The proposed Rule closes that door unless supported by a Special Resolution of shareholders. It covers any further investment in AgriZeroNZ and any investment in any organisation or product whose purpose includes changing the rumen or digestive biome to reduce methane emissions. It cannot be avoided by calling the product a "nutrition" or "animal health" item. Why many shareholders oppose the current direction New Zealand's international reputation rests on producing safe, high-quality, pasture-raised meat, milk and fibre. Introducing chemical or biological methane inhibitors into that system risks undermining the very attributes that differentiate our products in premium markets. Once consumer confidence is lost, it is extremely difficult to regain.

Recent overseas experience illustrates the point. When the major European dairy co-operative Arla announced trials of the methane-inhibiting feed additive Bovaer, the public reaction was immediate and strongly negative. Consumers posted videos of themselves discarding Arla products, supermarket boycotts were called for, and many farmers publicly distanced themselves from the trial. Uptake of the product has remained very low in several jurisdictions. The episode demonstrated that a substantial portion of both farmers and consumers do not accept the routine use of these additives in food-producing animals. The scientific context Biogenic methane from ruminant livestock belongs to a short carbon cycle. With an atmospheric lifetime of only 10–12 years, it does not accumulate indefinitely. When emissions stabilise, the methane added each year is matched by the methane that oxidises. The net result is straightforward: no additional warming from rising methane concentrations, provided emissions remain stable. This is not a fringe claim. It is the scientific foundation of the "no additional warming" approach examined by New Zealand's independent Methane Science Review. The conventional GWP100 metric used is known to be deeply flawed for this purpose. The IPCC's own Sixth Assessment Report acknowledges that, for a constant source of methane, GWP100 can overstate the actual temperature effect by a factor of three to four over a 20-year period. Physicists who specialise in radiative transfer, including Professors William Happer and W.A. van Wijngaarden, have quantified the actual warming contribution of New Zealand's ruminant methane. Their conclusion is unambiguous: the temperature effect is unmeasurable. New Zealand's pledge to cut livestock methane by 14–24 % from 2017 levels would change global temperature by between −0.000005 °C and −0.000008 °C — a change far too small to detect. (Alexander, Ferguson, Glatzle, Happer & van Wijngaarden, Livestock, Methane and Climate). When the science shows that methane's warming contribution is vanishingly small and that the standard comparison metric overstates the effect several-fold, the case for diverting shareholders' funds into methane-reduction ventures collapses. Shareholders may reach different conclusions about the science. What should not be in dispute is that further commitment of co-operative capital to this pathway is a material decision that belongs to the members.

What the resolution achieves

It is narrow and forward-looking. It does not unwind the existing investment. It simply requires a Special Resolution of shareholders before any further money is committed to AgriZeroNZ or to any other organisation or product aimed at altering the livestock digestive system to reduce methane.

This protects shareholder capital, protects the co-operative's reputation, and keeps strategic decisions of this kind under the control of the owners. We ask shareholders to support the resolution to amend the rules.

End of Shareholder statement.

The Board has considered this proposal and does not support it for the following reasons:

The stated intention of the proposal is to prevent Farmlands from making further investments in AgriZeroNZ or other captured entities without a Special Meeting being called and the approval of 75% of Shareholders being obtained. The justification provided for the broad and unusual limit on the Board's powers to manage the company is that it would result in beneficial outcomes from a shareholder capital, reputational and governance perspective.

Your Board is concerned that the impact on the business of this proposal, if passed, will have negative reputational, operational and governance outcomes. In particular, the Board notes the following:

The requirement to seek agreement by Special Resolution applies regardless of value of investments and will be challenging due to the fact that investments are often commercially sensitive and there are often strict processes to follow regarding confidentiality and sensitive information.

This approval requirement would in practice need to be achieved through calling a Special Meeting of Shareholders which will involve additional costs for each approval and delays in conducting the Society's business.

The requirement to obtain approval may create unnecessary barriers to making investments compared with other companies that are not subject to similar bans or restrictions.

The cost of holding a Special Meeting to get Shareholder approval for these matters will be borne by all Shareholders and requiring the Board to call a Special Meeting to approve any investment will cause delays, create uncertainty and would be inefficient, particularly for small investment decisions. The Board considers that calling Special Meetings for operational decisions would not be a good use of members' funds and would not be in Farmlands' best interests.

Your Board recommends that you vote AGAINST this resolution.