Issued 19th November 2026

Meeting Rules and Important Voting information.

These Rules of the Meeting explain how the Annual Meeting (AGM) of Farmlands Co-operative Society Limited (the Society) will run on Tuesday 24th November 2026.

They sit alongside the Notice of Meeting dated 2nd November 2026, the Amended Notice of Meeting dated 16th November 2026, and the Society's Rules, including Schedule 2.

The Meeting Chair runs the Meeting and can decide any procedural matters, in line with the Society's Rules.

Meeting details

When: The Meeting starts at 6.30pm on Tuesday 24th November 2026 and is held as a hybrid meeting both online and in person.

Online: Through the Lumi platform at meetings.lumiconnect.com/300-569-811-383.

In person: James Cumming Community Centre, 10C Ardwick Street, Gore. While RSVPs are not required, we ask you to let us know you are planning to attend so we can cater to all shareholder needs accordingly. The maximum venue capacity is 140, and those who have RSVP'd in advance will be prioritised. If the venue capacity is reached, attendance will be on a first in first served basis.

Meeting Chair: Board Chair Rob Hewett has indicated that given the nature of the business to be conducted at the Meeting, he will decline to Chair the Annual Meeting. As there is currently no appointed deputy chair, the Board has resolved that Mark O'Donnell (Independent Director) be the Chair of the Annual Meeting for 2026. Mr Hewett will deliver the Chairman's address.

How to Attend

The Meeting is for shareholders, their proxies and representatives. It is closed to the public other than those (including media) who received an invitation to attend or have requested to attend and had prior approval. Farmlands management and the Auditors will be in attendance.

A company or other body corporate shareholder must appoint a representative to attend and vote. The appointment must be made on the Farmlands AGM Portal by 6.30pm on Sunday 22nd November 2026 so there is sufficient time to verify and arrange login details.

If you have submitted a proxy and later decide to join the meeting online, your proxy stands unless you submit a vote during the meeting.

Who can vote

You can vote if you were a transacting shareholder in good financial standing at midday on 30th October 2026. A transacting shareholder has bought from or supplied the Society in the past 12 months.

Sign in to the Farmlands AGM Portal to check your entitlement. If it shows zero votes, you can't vote, however, you're welcome to attend. Questions about entitlements go to agm@farmlands.co.nz.

Make sure you read the section on nominating a proxy and corporate representatives.

Voting

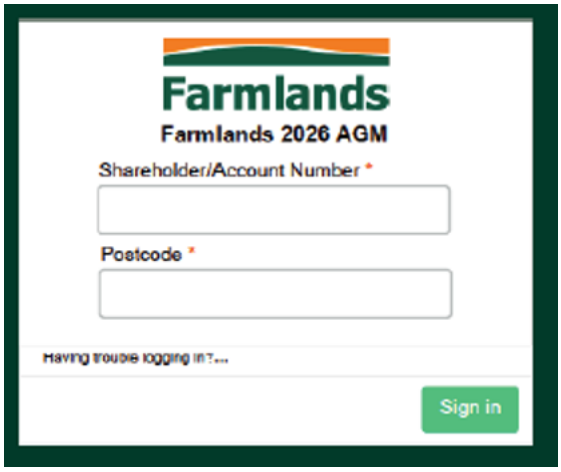
Voting for all attendees both in person and online will be conducted through the Farmlands AGM Portal: meetings.lumiconnect.com/300-569-811-383.

Online	Join using the link above on your phone, laptop or tablet to vote on the day from your location. Voting can occur from 6.30pm and closes at 9pm.
In Person	Join in person and join the meeting via the link or QR code to vote on the day – read the important information for attending in person.

If you hold your shares personally or jointly**:** Use the following details found on your most recent statement.

Username: **Account Number/ Shareholder Number.** (*Note this is not your card number)*

Password: **Postcode on your statement**



Proxy Holders or Nominated Representatives – Use the Username and Password sent to you from AGM@farmlands.co.nz.

How will voting be conducted?

Voting will open for all resolutions prior to the calling of Resolution 1 and will remain open until all Resolutions have been completed. Selections can be changed at any point until the votes have closed.

Before each vote, the Chair will say how the vote will be counted and explain how to vote. Under the Rules voting can be conducted by show of hands (which is the default method under the Rules) or by calling a poll.

The Board has agreed that each resolution will be conducted via a poll. On a poll, each shareholder has one vote per share. A proxy holder votes the total shares allocated to them, as directed.

Voting period:

Attendees can submit their vote at any time once voting has been opened by the Meeting Chair between 6.30pm and 9pm or until the Meeting is closed, whichever is first.

Once votes are submitted they can be amended by the shareholder until the Meeting Chair closes voting. If you leave the meeting or your connection drops, before voting closes, your vote will still count provided you have made your voting selections.

Important information on voting during the AGM

Voting for all attendees, both online and in person, will occur through the Farmlands AGM Portal (Lumi platform). This is a secure and controlled environment, which creates an electronic audit trail of all votes cast and is connected to a shareholder's sign in details and any directed proxy instructions.

All in-person attendees will be provided with a QR code to scan upon registering at the meeting venue which will take them to the Lumi voting website. This can be done on their own device (i.e. phone or tablet). Access to Wi-Fi will be provided on site.

If you are concerned that your device may not easily access the voting platform, you can test using the proxy link on the AGM website, which will be the same site used on the day.

A limited number of additional devices will be available to assist shareholders who have technical issues or do not have their own device. Paper voting may be utilised at the discretion of the Meeting Chair.

The Chair will allow a brief period to ensure that shareholders present in the room have been able to successfully access the platform prior to commencing the votes.

What will happen if there are technical difficulties

Technical support will be available on the day.

If a technical problem involving the voting or livestream platform stops the Chair from running the Meeting, including loss of quorum, the Chair will suspend the Meeting for 15 minutes. The Chair may extend this, depending on the issue and how long it will take to fix. If the problem cannot be fixed or quorum cannot be restored, the Meeting may be adjourned or dissolved under the Society's Rules. The Chair's decision will be posted on the Annual Meeting website and, where appropriate, on the platform.

If a technical issue prevents voting online for all attendees, not just those in the room, the Meeting will be paused.

If a problem affects only an individual shareholder (such as their own connection or login), the Meeting will not be paused or delayed. A shareholder who joins late may still be able to vote, provided that voting has not closed.

Once voting closes, the Chair may reopen it, if becoming aware of a material issue with the function of the platform during the period that voting was open that prevented votes from being properly lodged.

If concerned about the reliability of your connectivity, shareholders can lodge a proxy in advance. For sign in problems email ask@farmlands.co.nz, or use the Lumi support details on the sign in page.

Quorum and Resolutions

Quorum - A quorum is at least 25 shareholders present in person, online, by proxy or by representative.

Ordinary resolutions - Pass by a simple majority of the votes of those entitled to vote and voting.

Special resolutions - (Resolutions 7 and 10) need 75 percent or more to vote in favour.

Non-binding resolutions - The Board has advised in the explanatory notes of the Notice of Meeting that it has obtained legal advice to the effect of the Resolutions 5, 6 and 9. The Board has stated in the Notice of Meeting and would like to highlight to Shareholders, that if passed Resolutions 5, 6 and 9 would be advisory only and not binding.

All Shareholders should read the explanatory notes so that they understand the effect of each resolution.

Proxies and representatives

Proxies and nominations of company representatives must be submitted by 6.30pm on Sunday 22nd November 2026. A proxy can be the Chair, any director, or anyone else attending the Meeting.

For each resolution, the Shareholder may choose to direct their vote: For, Against, Abstain or Discretionary.

A proxy holder cannot change the shareholder's directions, and that includes the Chair and directors. All directed votes included on a proxy form will be automatically recorded in the system (according to the directions provided by the Shareholder) when the proxyholder logs in to vote at the Meeting. On the day of the Meeting, as the directed votes will be automatically processed, the proxy holder is voting for how to exercise their discretion on all of the resolutions. A special guide will be provided to proxy holders or company representatives. A proxy holder cannot override any directed votes.

For example, if a shareholder has directed that Shareholder A vote Yes to Resolution 1 but the proxy holder votes No to Resolution 1. The choice of the Proxy holder will not override Shareholder A's vote.

Proxies to Chair or Director

Where a proxy is held by a Farmlands director, the proxy vote will be cast according to the instruction provided by the shareholder.

If the Chair or any director holds a Discretionary proxy, they will vote it in line with the Board's recommendation on each resolution.

The voting system is set up to automatically lodge those votes according to the commitments made in the Notice of Meeting.

Other Proxyholders

All other proxyholders or company representatives will declare their voting direction for discretionary votes on the day of the Meeting by lodging a vote in the online voting site.

When providing discretionary voting rights to any third party, we recommend confirming how they intend to vote.

Other information on proxies

There is no limit on the number of proxies one person may hold, provided each is validly lodged.

Proxy holders will receive an email before the Meeting with instructions for joining and voting.

Attending the Meeting online does not cancel a proxy, unless you also vote

Corporate Shareholders or Trusts

To vote online or in person you **must** submit a nomination of corporate/trust representative by 6.30pm Sunday 22 November. You will receive a login for the meeting to vote. If you have not done this by the deadline, you will be able to join but your voting entitlement will show as 0 in the portal.

Order of business and questions

The order of business is published in the Notice of Meeting. We note that there will be reasonable time for questions. An independent moderator will run Q&A for each resolution to support a fair and independent process.

To ensure equitable representation, including for those attending online, each Shareholder may ask one to two questions per resolution at the discretion of the Meeting Chair, and the question must relate to that resolution. Shareholders, proxy holders and representatives can ask a question in person or if attending online, through the written online Q&A function at any time during the Meeting. Questions will be moderated for time, allowing fair access to all.

When asking a question for the benefit of those online, each shareholder must state your name and the name of any body corporate or company that they represent (if applicable).

As online shareholders can only ask written questions, the Chair will set a time limit on questions to ensure fair distribution of question time. Questions may be grouped and if an answer has already been provided the Chair of the Meeting may determine that the question should not be put to the meeting for a second time.

There will be additional time to ask questions once voting has closed on other matters that shareholders wish to raise.

Conduct and recording

Everyone in attendance is expected to behave in a respectful manner. The Chair of the Meeting is clear that poor behaviour including statements that are defamatory or vexatious will not be tolerated.

Recording of the Meeting (audio or visual) or the taking of photographs are not permitted under any circumstances. This applies to those attending online or in person and includes media in attendance.

If the standards and media rules are breached, an attendee may be removed from the Meeting at the Meeting Chair's direction. The Meeting may be suspended until the person is removed. Removal from the meeting does not affect the attendee's right to vote, which they can do via their device and remaining online outside of the room.

An Independent Moderator has been appointed to support good conduct at the Meeting and ensure all attendees have a fair and reasonable opportunity for representation.

Results

Announcement of the results:

Results will be announced the day after the close of the Meeting, following verification of the result. Results will be published on the AGM website and via a Shareholder newsletter. The Board endeavours for these results to be released no later than 3pm Wednesday 25th November.

Verification of results:
Verification of results: all voting is through the Lumi voting platform which is administered by the platform provider. Management (including the Society Secretary) and directors cannot access the administration environment of the platform and will only receive a results report.

The result will be confirmed by the Meeting Chair in accordance with the Rules.

Proxy verification:

PWC has been appointed to review the proxy appointment process including any changes or amendments requested by Shareholders to their submitted proxies and the processing of any paper proxies.

Appointment of scrutineer:

A third-party scrutineer will be appointed over the result.

Binding and Advisory resolutions:

In the Notice of Meeting, the Board has set out which resolutions if passed would be binding. We wish to make it clear to all shareholders, that if non-binding resolutions are passed, these are advisory only. The Board will consider non-binding resolutions and respond on their direction to these at the Board's discretion.

Media

Pre-approved media will be permitted to attend. Media will be issued with a media pass and must have them visible at all times.

Media cannot ask questions and cannot record the meeting. Media attend at the Meeting Chair's discretion and may be asked to leave at any time.

If time permits, a Q&A session with media may occur following the close of the Meeting at the discretion of the Meeting Chair.

Contacts

- Voting, proxies and entitlements: agm@farmlands.co.nz or 0800 200 600
- Login and technical help: ask@farmlands.co.nz
- Correspondence for the Board: board@farmlands.co.nz
- Media: communications@farmlands.co.nz
- Issues with the Farmlands AGM Portal (Lumi Platform) – freephone: 0800 231 099