

EXPLANATORY NOTE TO NOTICE OF ANNUAL MEETING CHANGES TO CONSTITUTION

Agenda item 3.2 of the 2024 Annual Meeting is a special resolution relating to proposed changes to Ravensdown's constitution. The proposed amendments relate to:

- electronic voting and participation by shareholders at the Annual Meeting;
- Ravensdown's lien over shareholders' shares; and
- some other minor tidy-ups.

Electronic voting and participation by shareholders

Currently under the constitution, shareholders may only participate in Annual Meetings, and vote at such meetings, by being 'present in person' (which requires the shareholder to be physically present at the relevant meeting) or 'by proxy'.

This means shareholders cannot currently vote at an Annual Meeting electronically. While in recent years shareholders have been able to view Ravensdown's Annual Meetings online (and ask questions), technically those shareholders are not 'present' and do not count towards the quorum for the meeting. If they want to vote they have had to lodge a proxy vote in advance of the meeting.

The proposed changes to the Constitution relating to electronic voting and participation would allow for wider shareholder participation at Annual Meetings by permitting shareholders to:

- participate in a meeting online (or by other permitted electronic means) and in such case be 'present' and part of the quorum for such meeting; and
- vote by electronic means when participating in the Annual Meeting online.

Shareholders will still be able to vote in person at meetings and by way of returning proxy forms for meetings if they wish.

Lien over shares

When a shareholder doesn't pay Ravensdown for fertiliser and other products or services purchased by them, this impacts on all shareholders. Any money that can't be recovered comes off Ravensdown's bottom line and reduces what is available to reinvest in the business or distribute to shareholders as a rebate.

The proposed changes to the Constitution in relation to Ravensdown's lien over shares extend the lien so that it covers debts owed by persons 'related' to a shareholder to Ravensdown, not just the shareholder themselves. A 'related' entity is an entity that is under the effective control or (or has effective control of) a shareholder.

It is common for Ravensdown shareholders to run their farming operations through more than one entity (e.g. separate companies or a company and trust). These proposed changes will strengthen Ravensdown's ability to recover what is owed by shareholders and their group members who have defaulted on their payment obligations.

Minor tidy-ups

A small number of minor tidy-ups to the constitution are also proposed. These include:

- updating the legislative references relating to auditors;
- removing references to cheques since they are no longer used in NZ; and
- removing the ability for shareholders to vote by voice or on a show of hands at shareholder meetings (as this approach is becoming outmoded with the online meeting platforms).

A version of the Ravensdown constitution has been uploaded to the Company's website www.ravensdown.co.nz showing the specific wording of the proposed changes marked as tracked changes.

The marked-up version of the constitution showing the proposed changes is also available for inspection at Ravensdown's office at 292 Main South Road, Hornby, Christchurch during normal business hours.

The proposed amendments do not affect the rights attached to Ravensdown shares. Nor do they impose or remove a restriction on Ravensdown's activities, and accordingly no rights arise under section 110 of the Companies Act 1993.

Please feel free to contact Jennifer Goldsmith, Ravensdown's General Counsel, if you have any questions relating to the proposed changes. Jennifer can be contacted by email at jennifer.goldsmith@ravensdown.co.nz or by telephone on 03 353 4640.