



\_\_\_\_\_ (Date)

Duncan Pryor  
Company Secretary  
Market Gardeners Ltd  
78 Waterloo Road  
PO Box 8581  
Riccarton 8440  
Christchurch  
New Zealand

**NOTE : the close off date for the receipt of nominations is 5.00 pm on 30 June 2021.**

**This form is to be completed by the nominators. Please refer to the attached notes for the completion of this nomination form.**

Dear Sir,

**Nomination to contest the seat on the Board of Directors of Market Gardeners Ltd**

By notice dated 31 May 2021 shareholders were notified in accordance with the Company’s Constitution that Joanna Lim and Lynn Crozier were retiring as Directors by rotation at the 2021 Annual Meeting and, being eligible, are seeking re-election.

We, the undersigned shareholders of Market Gardeners Ltd, hereby give notice nominating \_\_\_\_\_ (insert full name of nominee) as a nominee to contest these seats on the Board of Directors.

Further, we the undersigned shareholders hereby individually confirm that:

- Individually, as at the date of this nomination we are entitled to attend and, being Current Producers, vote at the 2021 Annual Meeting.
- Individually, we are not in default of payment of any call or other sum presently payable in respect of securities in the Company.

_____ (Shareholders signature)	_____ (Shareholders signature)
_____ (Name of shareholder)	_____ (Name of shareholder)
_____ (Address)	_____ (Address)
_____ (Address)	_____ (Address)
_____ (phone number)	_____ (phone number)
_____ (Fax number)	_____ (fax number)
_____ (Email address)	_____ (Email address)
_____ (Date of nomination)	_____ (Date of nomination)

**Once completed, this form is to be returned by email / courier / delivery / mail / fax to the Company Secretary at the below address so that it is received on or before the close off date / time detailed above.**

**To be valid, both the nominator and nominee forms must be completed in full, comply with the constitution of Market Gardeners Ltd and be received by the Company Secretary by the close off date detailed above.**

**Confirmation of receipt will be given together with further information regarding the election process.**



\_\_\_\_\_ (Date)

Duncan Pryor  
Company Secretary  
Market Gardeners Ltd  
78 Waterloo Road  
PO Box 8581  
Riccarton 8440  
Christchurch  
New Zealand

**NOTE : the close off date for the receipt of nominations is 5.00 pm on 30 June 2021.**

**This form is to be completed by the nominee and signed by the qualifying shareholder. Please refer to the attached notes for the completion of this nomination form.**

Dear Sir,

**Nominee to contest the seat on the Board of Directors of Market Gardeners Ltd**

By notice dated 31 May 2021 shareholders were notified in accordance with the Company’s Constitution that Joanna Lim and Lynn Crozier were retiring as Directors by rotation at the 2021 Annual Meeting and, being eligible, are seeking re-election.

I \_\_\_\_\_(insert name of nominee), a shareholder of Market Gardeners Ltd, have been nominated to contest these seats and hereby confirm my willingness to be nominated and stand for election to the position of Director of Market Gardeners Ltd.

I confirm that I am qualified to be nominated for this position (delete inapplicable option (i) or (ii) below):

(i) As I am a Shareholder (personal shareholding) in Market Gardeners Ltd who is a Current Producer\* at the time of this nomination AND I am not in default in payment of any call or other amount due to the Company in respect of Equity Securities;

Or

(ii) By virtue of an indirect shareholding in Market Gardeners Ltd held by \_\_\_\_\_ (insert name of Shareholder); AND I am a director of, or shareholder in, or a partner in, or a trustee of that Shareholder. I further confirm that the Shareholder is a Current Producer\* at the time of this nomination AND that the Shareholder is not in default in payment of any call or other amount due to the Company in respect of Equity Securities;

\* Note that:

- “Current Producer” is as defined in the Market Gardeners Ltd constitution (refer definitions in the attached notes);
- In order to be actually appointed (if successful) you must still be a Shareholder who is a Current Producer at the point in time that is 48 hours before the scheduled time for the 2021 Annual Meeting (24 November 2021).

I confirm that I am not restricted / disqualified in any way, including by the laws of New Zealand, from being appointed as a director of Market Gardeners Ltd (if there are any restrictions / disqualifications please contact Duncan Pryor, Company Secretary to discuss your options).

_____	(Signature of nominee)	_____	(Shareholders signature)
_____	(Name of nominee)	_____	(Name of shareholder)
_____	(Address)	_____	(Address)
_____	(Address)	_____	(Address)
_____	(phone number)	_____	(phone number)
_____	(Fax number)	_____	(Fax number)
_____	(Email address)	_____	(Email address)
_____	(Date)	_____	(Date)

- **Once completed, this form is to be returned by email / courier / delivery / mail / fax to the Company Secretary at the below address so that it is received on or before the close off date / time detailed above.**
- **To be valid, both the nominator and nominee forms must be completed in full, comply with the constitution of Market Gardeners Ltd and be received by the Company Secretary by the close off date / time detailed above.**
- **Confirmation of receipt will be given together with further information regarding the election process.**

## NOTES FOR COMPLETING THE NOMINATION FORMS:

### 1. NOMINATORS

- In accordance with clause 23.4 of the constitution a person being nominated for the position of Director must be nominated by **TWO other shareholders** who are entitled to attend and vote at a meeting of shareholders and who have signed a notice to the Company nominating the nominee. To be entitled to attend and vote the shareholder must be Shareholder who is a Current Producer (refer definitions below) at the time of nomination.
- A shareholder who is in default in payment of any call or other amount due to the Company in respect of Equity Securities may not nominate any person to be a director or be nominated for appointment as a director.
- Nominations must be in writing and nominated by two (2) separate / individual shareholders - a joint shareholding is considered to be one shareholder.
- If the shareholder is a body corporate / company, then the nomination form must be signed on behalf of the shareholder by a director, authorised person or an attorney appointed by the shareholder. Where the form is signed on behalf of a shareholder by the shareholder's attorney the original document appointing the attorney must be presented to the Company (unless it has been already noted by the Company) together with a certificate from the attorney certifying that the attorney's appointment as attorney has not been revoked.

### 2. NOMINEES

- A nominee for the position of Director must confirm by notice in writing that he / she is willing to be elected.
- A shareholder who is in default in payment of any call or other amount due to the Company in respect of Equity Securities may not be nominated for appointment as a director.

### 3. CURRENT PRODUCER

- The nominators and the nominee must, at the time of nomination, be a "Shareholder who is a Current Producer". In addition, the nominee must remain as a Shareholder who is a Current Producer at the time which is 48 hours before the scheduled time for the Annual Meeting of Shareholders (24 November 2021).
- "Current Producer" means a Producer who has transacted more than the Minimum Business (as defined from time to time).
- "Minimum Business" is set by Board policy – currently it is \$10,000 in Produce sold to MG and / or supplied to MG and sold on consignment either; (a) in any one year in a rolling three-year period; or (b) on average over a rolling three-year period. The amount is calculated excluding GST and hire equipment. Refer to MG's website for the full policy.
- "Producer" means any person who, either directly or indirectly through another person as approved by the Board;
  - (a) Produces and / or sells Produce to the Company or any Associated Company or through the Company or any Associated Company;
  - (b) Purchases Produce from the Company or any Associated Company;
  - (c) Supplies Services to the Company or any Associated Company;
  - (d) Purchases Services from the Company or any Associated Company;
  - (e) Not having transacted any actions described in clauses (a) to (d) of this definition with the Company or any Associated Company, the Board determines is likely to commence transacting any such actions with the Company or any Associated Company; or
  - (f) Having ceased to transact any actions described in clauses (a) to (d) of this definition with the Company or any Associated Company, the Board determines is likely to resume transacting any such actions with the Company or any Associated Company;

4. **CLOSE OFF DATE** - The close off date and time for nominations to be received is 5.00 pm on 30 June 2021.

**Note that the above are extracts / a summary of the key terms of the constitution in relation to the nomination of people to stand for the position of Director of Market Gardeners Ltd. If further detail / information is required you should request a copy of the full constitution.**

Should you wish to make a nomination or require any further information please do not hesitate to contact Duncan Pryor at MG's Support Office on (03) 343 1794 or email on [dpryor@mgmarketing.co.nz](mailto:dpryor@mgmarketing.co.nz).