

APPOINTMENT OF CORPORATE REPRESENTATIVE FORM

This form may be used by a company or other body corporate which is a Shareholder of Market Gardeners Limited



Insert the company/body corporate name of the shareholder making the appointment

Insert the shareholder number

hereby appoints

Insert the name of the representative

to act to act as its representative at Market Gardeners Limited's Annual Meeting of Shareholders (AGM) to be held at the **Copthorne Hotel Palmerston North, 110 Fitzherbert Avenue, Palmerston North on Wednesday 21 November 2018 at 5.00pm** and at any adjournment of such meeting.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder Signature

Shareholder Signature

Date

This form should be signed by the shareholder. If a joint holding, either/one of the shareholder(s) may sign. If signed by the shareholder's attorney, the original power of 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noted by the Company) together with a certificate from the attorney certifying that the attorney's appointment has not been revoked. If executed by a company, the form must be executed in accordance with the company's constitution and the Companies Act 1993 (NZ).

Corporate Representatives

A body corporate/company which is a Shareholder and which wishes to attend and be represented at a meeting of Shareholders must appoint a representative who is a natural person and is either:

- a) a director, shareholder or employee of the Shareholder; OR
- b) a Director* of the Company; OR
- c) a Current Producer** who holds "A" shares;

to attend a meeting of Shareholders on its behalf.

Subject to clause 21.24 of the Constitution, all of the provisions of the Constitution in relation to a proxy apply to a representative to the extent possible.

Definition of Current Producer

** Under the Constitution to be a Current Producer, you need to have transacted the Minimum Business (determined by Board Policy under clause 13.12 of the Constitution). Currently, the Minimum Business Policy criteria are:

- o \$10,000 in Produce sold to MG and/or supplied to MG and sold on consignment either:
 - in any one year in the rolling three year period before the meeting; or
 - on average over the rolling three year period before the meeting.
- o Amount is calculated excluding GST and hire equipment (crates and bins etc).
- o Applies to all Produce.
- o Period to be a 1 July to 30 June year.

MG Directors willing to act as Corporate Representatives

*The following Directors are willing and eligible to act as a corporate representative for shareholders: Messrs B R Irvine (Chairman), A G Fenton, L T Crozier, A G Franklin, M J Russell, A D Thompson, T J Burt and M R O'Connor.

LODGEMENT OF CORPORATE REPRESENTATIVE FORM

This form (and any power of attorney under which it is signed) must be received at an address given below by **5.00pm on Monday 19 November 2018** being not later than 48 hours before the start of the meeting. Forms received after than time will not be valid for the scheduled meeting.

Forms may be lodged:



By email

Scan and email to: cosec@mgmarketing.co.nz



By mail

MG Marketing
P O Box 8581
Riccarton
Christchurch 8440



By fax

+64 3 343 0929



By hand

Deliver to MG Marketing (Support Office)***
78 Waterloo Road, Hornby
Christchurch 8042

*** During business hours (Monday to Friday 8am-5pm)