



NOTICE OF 2024 ANNUAL GENERAL MEETING

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this notice, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser. When considering what action you should take, you are recommended to seek your own personal financial advice from a suitable adviser. If you sell or have sold or transferred all your shares in Pyne Gould Corporation Limited, you should hand this document and the documents accompanying it to the purchaser or agent through whom the sale was effected, for transmission to the purchaser.

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of shareholders of Pyne Gould Corporation Limited (the “Company”) will be held at its registered office: **1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL, on Friday 20 December 2024, commencing at 10:30am GMT (11:30pm NZT).**

ORDINARY BUSINESS

To consider and if thought fit, pass resolutions 1-5 as ordinary resolutions:

1. **THAT** the Financial Statements and Directors’ Report for the year ended 30 June 2024 be received and adopted.
2. **THAT** Grant Thornton be re-appointed as auditors of the Company.
3. **THAT** the directors are hereby authorised to fix the remuneration of the Company’s auditors for their next period of office.
4. **THAT** Paul Dudley be re-elected as a Director of the Company.
5. **THAT** Michelle Smith be re-elected as a Director of the Company.

SPECIAL BUSINESS

To consider and if thought fit, pass resolution 6 as an ordinary resolution:

6. **THAT** the Company be generally and unconditionally authorised, in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the “Law”) to make market purchases (as defined in that Law) of Ordinary Shares of NZ\$0.01 (“Ordinary Shares”), either for retention as treasury shares for future resale or transfer or cancellation, provided that:
 - a. the maximum number of Ordinary Shares hereby authorised to be purchased shall be a number up to 15 per cent. of the issued Ordinary Shares on the date on which this resolution is passed;
 - b. the minimum price which may be paid for an Ordinary Share shall be NZ\$0.01 per share;
 - c. the maximum price which may be paid for an Ordinary Share shall be NZ\$5.00, and
 - d. unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract.

By order of the Board

Sanne Fund Services (Guernsey) Limited
Company Secretary
9 December 2024

EXPLANATORY NOTES

Ordinary Business:

Resolution 1 – THAT the Financial Statements and Directors’ Report for the year ended 30 June 2024 be received and adopted.

To view the Annual Report and Consolidated Financial Statements for the year ended 30 June 2024 please visit the Shareholder Centre on the Company’s website: <https://pgc.co.nz/> or visit The International Stock Exchange (TISE) at <https://www.tisegroup.com/market/securities/9850>

Resolution 2 - THAT Grant Thornton be appointed as auditors of the Company.

This resolution gives effect to the re-appointment of Grant Thornton as auditors of the Company.

Resolution 3 - THAT the Directors are hereby authorised to fix the remuneration of the Company’s auditors for their next period of office.

No explanatory notes.

Resolution 4 - THAT Paul Dudley be re-elected as a Director of the Company.

In accordance with the Company’s Articles of Incorporation, Paul Dudley retires by rotation and being eligible, offers himself for re-election.

Paul Dudley – Independent Director

Paul is a Fellow of the Chartered Institute of Accountants of England and Wales and is a Member of the UK’s Chartered Institute of Securities and Investment. He is a director of Aer Ventures, a corporate advisory business that is authorised and regulated by the UK’s Financial Conduct Authority. Paul has acted as a corporate finance adviser on numerous flotations and fundraisings and provided advice on takeovers and other transactions in the private and public arenas.

Earlier in his career, Paul was seconded to the listing department of the London Stock Exchange, and he also worked at a venture capital investment firm, where he advised on investment in emerging growth companies. He began his career at PricewaterhouseCoopers.

Paul is an Independent Director of PGC, based in the United Kingdom.

Paul was appointed to the PGC Board on 23 May 2016 and is a member of the Audit and Risk Committee.

Resolution 5 - THAT Michelle Smith be re-elected as a Director of the Company.

In accordance with the Company’s Articles of Incorporation, Michelle Smith retires by rotation and being eligible, offers herself for re-election.

Michelle Smith – Independent Director

Michelle Smith is a Chartered Accountant with over 30 years’ experience in Investment Banking and Asset Management in Europe.

Michelle was the COO and founding partner of Affirmative Investment Management Partners Limited, a boutique fixed income impact investment management company, based in London.

She trained as a chartered accountant with Ernst & Young, London and worked with Goldman Sachs in London for over 12 years. She has expertise in operational risk, compliance and regulatory risk, processes and controls across complex product lines in a highly control conscious and regulated environment.

Michelle has served as a non-executive director on several boards since 2007, ranging from Fund Management and Insurance to Retail Banking, Mining and Biofuels.

Michelle was appointed to the PGC Board on 4 November 2014 and is Chair of the Audit and Risk Committee.

Resolution 6 - THAT the Company be authorised to make market purchases of own shares.

In accordance with clause 5.3 of the Company's Articles of Incorporation:

- the Company desires to renew its authorisation to make market purchases of Ordinary Shares of NZ\$0.01 ("Ordinary Shares"), either for retention as treasury shares for future resale or transfer or cancellation up to a maximum of 15 per cent of shares in issue with a minimum price of NZ\$0.01 and maximum of NZ\$5.00.

The Company last completed a buy-back in April 2024. The proposed resolution will renew this authority until the earlier of:

- (a) the expiry of 15 months from the date the resolution is passed, or
- (b) the conclusion of the next Annual General Meeting of the Company.

The resolution may be varied, revoked, or renewed by ordinary resolution of shareholders.

Notes - Annual Meeting and Voting

1. There are no voting restrictions attached to Resolutions 1 – 6.
2. Any Shareholder entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a Shareholder of the Company.
3. The Proxy Form, together with, if appropriate, any power of attorney or other authority or a notarially certified copy of any power of attorney or other authority (if any) under which it is signed, be deposited with **MUFG Corporate Markets** (formerly Link Market Services Limited), **Level 30, PwC Tower, 15 Customs Street West, Auckland 1010, New Zealand, by no later than 5:00pm (NZT) on Wednesday 18 December 2024** (48 hours before the time appointed for holding the meeting).
4. To appoint more than one proxy to vote in relation to different Shares within your holding you may photocopy the form. Please indicate the proxy holder's name and the number of Shares in relation to which they are authorised to act as your proxy (which in aggregate should not exceed the number of Shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All Proxy Forms must be signed and should be returned together in the same envelope.
5. Return of a completed Proxy Form will not preclude a Shareholder from attending and voting personally at the meeting. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
6. Any corporation which is a Shareholder of the Company may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of any class of Shareholders of the Company and the person so authorised shall be entitled to exercise the same power on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder of the Company.
7. To change your proxy instructions, simply submit a new proxy appointment using the method set out above. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence. Please note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
8. Pursuant to the Articles, the Company specifies that only Shareholders entered on the register of Shareholders of the Company will be entitled to receive notice of the meeting. In addition, only Shareholders registered in the register of Shareholders of the Company 48 hours before the time fixed for the meeting or adjourned meeting shall be entitled to attend, speak and, vote at the meeting in respect of the number of Shares registered in their name at that time. Changes to entries on the register after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.
9. The Notice sets out the Resolutions to be proposed at the meeting. The meeting will be chaired by the Chair of the Board or in the absence of the chair then the Board shall nominate one of their number to preside as chair. If neither the Chair of the Board nor the nominated Director are present at the meeting, then the Directors present at the meeting shall elect one of their number to be chair. If no Directors are present at the meeting, then the Members Present in Person shall elect a chair for the meeting by Ordinary resolution.
10. The quorum for a meeting of Shareholders is two or more Shareholders (provided that they are entitled to vote on the business to be transacted at the meeting) present in person.
11. If, within half an hour from the appointed time for the meeting, a quorum is not present, then the meeting will be adjourned for five business days and will be held at the same address. If, at that meeting, a quorum is not present within five minutes from the time appointed for the holding of the meeting, those Shareholders present in person or by proxy will form a quorum whatever their number and the number of Shares held by them.

12. The majority required for the passing of the ordinary resolutions is more than fifty per cent (50%) of the total number of votes cast in favour of each Resolution. The majority required for the passing of special resolutions is more than seventy-five per cent (75%) of the total number of votes cast in favour of the Resolution.
 13. If the Resolutions are duly passed at the meeting (or any adjourned meeting thereof), and other necessary formalities are completed, this will result in all of the proposed Resolutions becoming binding on each Shareholder in the Company whether or not they voted in favour of the Resolutions or voted at all.
 14. To allow effective constitution of the meeting, if it is apparent to the Chair or Secretary that no Shareholders will be present in person or by proxy, other than by proxy in the Chair's or Secretary's favour, then the Chair or Secretary may appoint a substitute to act as proxy in his stead for any Shareholder, provided that such substitute proxy shall vote on the same basis as the Chair or Secretary.
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LODGE YOUR PROXY

Online:

<https://investorcentre.linkgroup.nz/voting/PGC>

Scan & email:

meetings@linkmarketservices.com

Mail:

Use the reply paid envelope or address to :
MUFG Corporate Markets
PO Box 91976
Auckland 1142

Deliver:

MUFG Corporate Markets
Level 30, PwC Tower
15 Customs Street West, Auckland 1010

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

2024 ANNUAL GENERAL MEETING - PROXY / VOTING FORM

Notice is hereby given that the Annual General Meeting (“AGM”) of shareholders of Pyne Gould Corporation Limited (the “Company”) will be held at its registered office: **1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL, commencing at 10:30am GMT (11:30pm NZT) on Friday, 20 December 2024.**

If you are attending the Meeting, please bring this form to assist with your registration. If you are not attending but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to the Company’s share registry, MUFG Corporate Markets (formerly Link Market Services), **by no later than 5:00pm (NZT) on Wednesday, 18 December 2024** (48 hours before the time appointed for holding the meeting).

Appointment of proxy

Any Shareholder entitled to attend, speak and vote at the meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote instead of him. A proxy need not be a Shareholder of the Company. A Shareholder may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by the Shareholder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way. A proxy may be an individual or a body corporate who need not be a Shareholder of the Company. If you wish, you may appoint “The Chair of the Meeting” as your proxy or as alternative to your named proxy.

Voting of your holding

Direct your proxy how to vote by making the appropriate election, either online or on this Proxy Form, in respect of each resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy may vote as he/she thinks fit or abstain from voting. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. If this Proxy Form is returned duly signed by a Shareholder with voting instructions included, but without specifying a person that is appointed as proxy, the Chair is deemed to be the proxy for the purpose of that form, but only to vote to the extent of the voting instructions provided.

Attending the meeting

If you wish to vote in person, you should attend the Meeting. **Please bring this Proxy / Voting Form with you to the Meeting** to assist with your registration. A corporation which is a Shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company.

Signing instructions for proxy forms

Individual

This Proxy Form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

In the case of a joint shareholding, this Proxy Form may be signed by either of the joint shareholders (or their duly authorised attorney).

Power of Attorney

This Proxy Form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a Solicitor, Justice of the Peace or Notary Public must be received at the office of MUFG Corporate Markets (formerly Link Market Services Limited), in any manner as per the instructions below.

Corporate Shareholder

In the case of a corporate shareholder, this Proxy Form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

Go online to <https://investorcentre.linkgroup.nz/voting/PGC> to appoint your proxy

PROXY / VOTING FORM

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We (full name) _____

being a shareholder(s) of Pyne Gould Corporation Limited (the “Company”), do hereby appoint the Chair of the Annual General Meeting (“AGM”), or the Company Secretary, such appointment being determined at the Chair’s discretion, OR:

_____ of _____
 (full name of proxy) (full address of proxy)

as my/our proxy to attend, and on a poll, vote for me/us on my/our behalf at the AGM of the Company to be held at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL on **Friday, 20 December 2024 at 10:30am GMT / 11:30pm NZT** or any adjournment thereof.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted computing the required majority, for that item.

ORDINARY RESOLUTIONS		Tick (✓) in box to vote	For	Against	Abstain	Discretion
1.	THAT the Financial Statements and Directors’ Report for the year ended 30 June 2024 be received and adopted.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	THAT Grant Thornton be re-appointed as auditors of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	THAT the directors are hereby authorised to fix the remuneration of the Company’s auditors for their next period of office.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	THAT Paul Dudley be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	THAT Michelle Smith be re-elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	THAT the Company be generally and unconditionally authorised, in accordance with the Companies (Guernsey) Law, 2008 (as amended) (the “Law”) to make market purchases (as defined in that Law) of Ordinary Shares of NZ\$0.01 (“Ordinary Shares”), either for retention as treasury shares for future resale or transfer or cancellation, provided that: <ul style="list-style-type: none"> a. the maximum number of Ordinary Shares hereby authorised to be purchased shall be a number up to 15 percent of the issued Ordinary Shares on the date on which this resolution is passed; b. the minimum price which may be paid for an Ordinary Share shall be NZ\$0.01 per share; c. the maximum price which may be paid for an Ordinary Share shall be NZ\$5.00, and d. unless previously varied, revoked or renewed, the authority hereby conferred shall expire 15 months from the date of this resolution or, if earlier, at the conclusion of the next Annual General Meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to purchase Ordinary Shares under such authority and may make a purchase of Ordinary Shares pursuant to any such contract. 	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGNATURE/S OF SHAREHOLDER/S (this section must be completed)

Shareholder 1

or duly authorised officer or attorney

Shareholder 2

or duly authorised officer or attorney

Shareholder 3

or duly authorised officer or attorney

Contact Name: _____ Daytime Telephone: _____ Date: _____

Electronic Investor Communications: If you received the Notice of Meeting and Proxy Form by mail and wish to receive your future investor communications by email please provide your email address below.