



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 an Annual General Meeting of shareholders of **Pyne Gould Corporation Limited** (the “**Company**”) will be held at 10:30 am on Friday 20 December 2024 at 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL for the purpose of considering and, if thought fit, passing the following resolutions:

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
Date: 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.

Annual Report and Consolidated Financial Statements

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: <http://www.pgc.co.nz/> or visit The International Stock Exchange at <https://tisegroup.com/market/news/342753>

Ordinary Business 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.

Ordinary Business 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.

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

Election of Directors

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 Dudley 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.

Ordinary Business 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.

Ordinary Business 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 Form of Proxy, 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 the Company Secretary, Pyne Gould Corporation Limited, 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL OR may be emailed to nicole.barnes@apexgroup.com, not later than forty-eight 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 Forms of Proxy must be signed and should be returned together in the same envelope.
5. Return of a completed Form of Proxy 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 at close of business on the day 2 days (excluding weekends and public holidays) 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 chairman of the Board or in the absence of the chairman then the Board shall nominate one of their number to preside as chairman. If neither the chairman 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 chairman. If no Directors are present at the meeting, then the Members Present in Person shall elect a chairman 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 Chairman or Secretary that no Shareholders will be present in person or by proxy, other than by proxy in the Chairman or Secretary's favour, then the Chairman 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 Chairman or Secretary.



PYNE GOULD CORPORATION LIMITED
 (company incorporated in Guernsey with registration number 57987)

PROXY/VOTING FORM – 2024 ANNUAL GENERAL MEETING
On Friday 20 December 2024 at 10:30 am

1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey GY1 2HL
 Tel+44 (0) 20 3530 3632

I/We (full name)

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

.....

.....
 (name and address of proxy in block capitals)

as my/our proxy to attend, and on a poll, vote for me/us and 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 20 December 2024 at 10:30am or any adjournment thereof.

The proxy is to vote in respect of:

ALL of my Ordinary Shares OR the number of Ordinary Shares specified below (*delete as appropriate)

.....Ordinary Shares

Please tick here if this proxy appointment is one of multiple appointments being made
 as follows:

	FOR	AGAINST	VOTE WITHHELD
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.			

<p>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:</p> <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. 			
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***please complete either “For”, “Against” or “Vote withheld” for each resolution by marking “X” in the relevant box. If no indication is given, your proxy will have discretion to vote for or against or to abstain (including on any other matter which may properly come before the AGM) as he/she thinks fit.**

IF BY AN INDIVIDUAL:

IF FOR AND ON BEHALF OF A CORPORATION:

Signed by:.....

Signed by:.....

Dated:.....2024

For and on behalf of:.....

Position:

Dated:.....2024

NOTES TO THE FORM OF PROXY:

1. Only holders of Ordinary Shares or their duly appointed representatives, are entitled to attend, speak and vote at the AGM provided that all calls due from him/her in respect of his/her shares have been paid. A member so entitled may appoint one or more proxies to attend, speak and vote instead of him/her, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by him/her. The proxy may be an individual or a body corporate who need not be a member of the Company. A shareholder entitled to more than one vote need not, if he/she votes, use all his/her votes or cast all the votes he/she uses in the same way.
2. You may appoint one or more proxies of your choice. If you require any proxy, other than the Chairman of the AGM, delete the words "the Chairman of the AGM, or", add the name of the proxy you wish to appoint and initial the alteration. The proxy need not be a member of the Company and is entitled to speak and vote on any other business which may properly come before the AGM. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name the number of shares in relation to which he or she is authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement.
3. The "Vote Withheld" option on the Form of Proxy is provided to enable you to abstain on any particular resolution. However, a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of votes "For" and "Against" a resolution.
4. This Form of Proxy must be signed and dated by the shareholder or his/her attorney duly authorised in writing. A corporation must seal the Form of Proxy or have it signed by an officer or attorney or any other person authorised to sign on its behalf.
5. Joint registered holders of shares shall not have the right of voting individually in respect of such share but shall elect one of their number to represent them and to vote whether in person or by proxy in their name. In default of such election the person whose name stands first on the register of members of the Company shall alone be entitled to vote.
6. 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 Forms of Proxy must be signed and should be returned together in the same envelope.
7. If this Form of Proxy is returned without any indication as to how the person appointed proxy shall vote, he/she will exercise his/her discretion as to how he/she votes or whether he/she abstains from voting (including on any other matter which may properly come before the AGM).
8. **To be valid, this Form of Proxy must be completed and deposited, together with the power of attorney or any other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited with the Company Secretary, Pyne Gould Corporation Limited, 1 Royal Plaza, Royal Avenue, St Peter Port, Guernsey, GY1 2HL OR may be emailed to nicole.barnes@apexgroup.com not later than forty-eight hours before the time appointed for holding the meeting, or, if applicable, not less than 48 hours before the time fixed for holding any adjournment of the AGM (excluding weekends and public holidays). Completion and return of a Form of Proxy will not preclude a member from attending, speaking and voting in person at the AGM.**
9. The termination of the authority of a person to act as proxy must be notified to the Company in writing.
10. 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.
11. To allow effective constitution of the meeting, if it is apparent to the Chairman that no shareholders will be present in person or by proxy, other than by proxy in the Chairman's favour, then the Chairman 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 Chairman.