



Potatoes New Zealand Incorporated Annual General Meeting 2022

7 pm, Monday 29th November 2022

Members can attend this AGM via zoom on the link <https://us02web.zoom.us/j/85309220156>

Please contact accounts@potatoesnz.co.nz for details.

Late Holdings of the 2022 AGM

Due to delays in finalising the annual audit of the 31 March 2022 financial statements for PNZ, which relate to COVID-19 staff shortages at the offices of PNZ's auditors, the annual financial statements were not available to be submitted to the members of the society by 30 September 2022. Accordingly, the AGM was not able to be held by 30 September 2022 and will now not be held until late November 2022, in technical breach of the Rules of PNZ.

The Board has resolved to utilise the power under section 13A of the COVID-19 Response (Requirements for Entities – Modifications and Exemptions) Act 2020 ("COVID-19 Act") to modify the requirement in its rules to hold the AGM by 30 September 2022 and instead hold the AGM late November 2022.

A majority of the Directors believe, on reasonable grounds, that because of the effects of the current outbreak of COVID-19, it was not reasonably practicable to comply with the requirement of clause 6(a) of the Rules to hold its AGM by 30 September 2022, and the deferral of the AGM goes no further than is, or is likely to be, reasonably necessary in the circumstances.

The Directors' grounds are:

- (i) The auditors of PNZ were not able to complete the audit of PNZ's 31 March 2022 financial statements prior to 30 September 2022 due to the effects of the current outbreak of COVID-19 on the auditors' staffing.
- (ii) PNZ cannot hold its AGM until such time as the 31 March 2022 financial statements are audited, as such financial statements need to be submitted to and approved by the members at the AGM.

A majority of the Directors also believe, on reasonable grounds, that the deferral of the AGM is not oppressive, unfairly discriminatory, or unfairly prejudicial to any member, creditor or other person.

Those grounds are:

- (i) The delay is only a period of less than 2 months;
- (ii) The members will still have the opportunity to approve the financial statements;
- (iii) Normal notice periods for the AGM will still be provided.

2022 Call for Notices of Motion

Any Potatoes NZ Inc. member (grower or trade) wishing to have a matter considered at the AGM must give notice in writing to the Chief Executive of Potatoes NZ Inc. of the notice of motion was originally called on 14th June 2022 with remittance to be received by 5th July.

Notices should include the wording of the motion to be voted on and include a statement of not more than 1,000 words prepared by the proposer in support of the notice of motion, together with the name and address of the proposer.

Notices of Motion should be sent to:

The Chief Executive, Potatoes NZ Inc., PO Box 10232, The Terrace, Wellington 6143

or email chris.claridge@potatoesnz.co.nz

If you have any questions, please do not hesitate to contact Nicola Loach

Email: accounts@potatoesnz.co.nz

Phone: 0800-399-674

Regards



Chris Claridge
Chief Executive Officer
Potatoes New Zealand Inc.
Mobile: +64 21 577 387
chris.claridge@potatoesnz.co.nz



Call for nominations of Directors

Nominations are called for three (3) Grower Director positions. The positions are for a three (3) year term.

Paul Olsen retires by rotation this year and is seeking re-election.

Any candidate for a director's position must be nominated by at least two (2) members.

Nominations should be made in writing to:

The Chief Executive, Potatoes NZ Inc., PO Box 10232, The Terrace, Wellington 6143

Or email chris.claridge@potatoesnz.co.nz

Nominations were originally called for on 14th June 2022 and to be received by 5th July 2022.

Name of Nominee: _____

Contact address: _____

Contact Phone number: _____

Nominated by 1: _____ and 2: _____

Contact phone numbers: _____ and _____

If you have any questions, please do not hesitate to contact Nicola Loach

Email: accounts@potatoesnz.co.nz

Phone: 0800-399-674

Regards

A handwritten signature in black ink, appearing to read "C. Claridge", with a stylized flourish at the end.

Chris Claridge
Chief Executive Officer
Potatoes New Zealand Inc.
Mobile: +64 21 577 387
chris.claridge@potatoesnz.co.nz