



Notice is hereby given that the
**2025 Annual Shareholders'
Meeting ("Meeting") of
ArborGen Holdings Limited
("ArborGen")**
will be held as follows:

Date and Time:

Wednesday 10 September 2025
commencing at 10.30am

Venue:

Huntermore Room,
Ellerslie Event Centre,
100 Ascot Avenue,
Remuera, Auckland

Online:

www.meetnow.global/nz

Important Dates and Times:

Latest time for receipt of proxy
forms 10.30am on
Monday 8 September 2025

Time for determining voting
entitlement 5.00pm
on Friday 5 September 2025

NOTICE OF 2025 ANNUAL SHAREHOLDERS' MEETING

AGENDA

1. Chair and CEO Presentations

2. Shareholder Discussion

3. Resolutions

To consider, and if thought fit, pass the following ordinary resolutions:

Resolution 1: Auditor's Remuneration

That the Directors be authorised to fix the fees and expenses
of Grant Thornton as the Company's auditor.

Resolution 2: Re-election of George Adams

That George Adams, who retires by rotation and is eligible for re-election,
be re-elected as a Director of the Company.

Further information relating to the resolutions is set out in the Explanatory
Notes to this Notice of Meeting.

4. To consider any other ordinary business which may properly be brought
before the Meeting.

The Board and management invite attendees to join them for light refreshments at the
end of the Meeting.

By Order of the Board of Directors

David Knott
Chairman

8 August 2025

EXPLANATORY NOTES

In these explanatory notes, references to “Listing Rules” are to the NZX Listing Rules. All resolutions are Ordinary Resolutions and require approval by a simple majority (greater than 50%) of the votes of those shareholders entitled to vote and voting on the resolution.

Resolution 1: Auditor’s Remuneration

Under section 207T of the Companies Act 1993, Grant Thornton is automatically reappointed as the auditor of the Company.

This resolution authorises the Board to fix the fees and expenses of the auditor in accordance with section 207S of the Companies Act 1993.

Resolution 2: Re-election of George Adams

The Listing Rules provide that a director must not hold office (without re-election) past the third annual meeting after his or her appointment or re-election, or for three years, whichever is longer. Accordingly, George Adams retires by rotation and, being eligible, has offered himself for re-election.

George has been an independent director of the Company since August 2021. He is chair of the Board’s Remuneration Committee and a member of the Audit Committee.

George brings outstanding commercial and governance experience from more than 30 years of international business experience, as well as a strong background in occupational health and safety. His previous management positions include Managing Director of Coca-Cola Amatil in New Zealand, Financial Controller of British Telecom Northern Ireland and Group Finance Director of Molino Beverages based in Dublin.

He is currently Chairman of Netlogix, New Zealand Frost Fans and Synlait Milk Co. In addition, Mr Adams is the Executive Chairman and co-founder of Apollo Foods and Insightful Mobility.

The other directors unanimously support the re-election of George Adams as a director.

The Board has determined that Mr Adams is an Independent Director as defined under the NZX Listing Rules because he is not an executive of ArborGen and does not have any Disqualifying Relationships as defined in the NZX Listing Rules.



IMPORTANT INFORMATION

VOTING

The only persons entitled to vote at the Meeting are registered shareholders (or their proxies or representatives) as at **5.00pm on Friday, 5 September 2025**. Only the shares registered in those shareholders' names at that time may be voted at the Meeting. Voting can be done in two ways: by attending the Meeting in person or online and submitting your vote; or by appointing a proxy to vote on your behalf at the Meeting.

There are no voting restrictions applicable to the resolutions being presented to the Meeting.

PROXIES, CORPORATE REPRESENTATIVES AND POWER OF ATTORNEY

Any shareholder who is entitled to vote at the Meeting may appoint another person or persons as proxy (or in the case of a corporate shareholder, a representative) to attend and vote on his or her behalf at the Meeting. A proxy does not have to be a shareholder in the Company. If a shareholder wishes to appoint a proxy to attend and vote in their place, that shareholder should complete the Voting/Proxy Form which accompanies this Notice of Meeting or follow the instructions on the proxy form to lodge a proxy online. Either of the joint holders of a share may sign the proxy form.

The Chairman and the Directors offer themselves as proxy to shareholders and, if given discretion, will vote in favour of the resolutions.

A shareholder wishing to appoint a proxy can do so by:

- Completing the enclosed Voting/Proxy Form and returning it by mail or email to Computershare Investor Services Limited;
or
- Appointing a proxy online at www.investorvote.co.nz in accordance with the instructions set out in the Proxy/Voting Form

so as to ensure it is received by **10.30am on Monday 8 September 2025** (being 48 hours before the time for holding the Meeting).

The contact details for Computershare Investor Services Limited are:

Private Bag 92119, Auckland 1142, New Zealand.
Email: corporateactions@computershare.co.nz.

If you appoint a proxy, you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as s/he sees fit. If you wish to give your proxy discretion, you must mark the appropriate boxes to grant your proxy that discretion. If you do not tick any box for a particular resolution, or the form is otherwise unclear, then your proxy will abstain from voting. If you mark more than one box on an item, your vote will be invalid on that item.

If, in appointing a proxy, you inadvertently do not name someone to be your proxy (either online or on the enclosed proxy form), or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy and will vote in accordance with your express direction.

The Chairman and the Directors intend to vote proxies granted to them and marked 'Proxy Discretion' in favour of the resolutions. Please see the Voting/Proxy Form for further details and instructions.

PARTICIPATING ONLINE

As well as attending the Meeting in person, shareholders are also able to attend the Meeting virtually through the Computershare Meeting Platform <https://meetnow.global/nz>.

Select the ArborGen meeting and click 'JOIN MEETING NOW'. Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and submit questions, by using their own computers or mobile devices.

To participate online, you will require your CSN/Securityholder Number (which can be found on your proxy form) and your postcode for verification purposes.

For more information please refer to the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz.

Shareholders are encouraged to review this guide before seeking to access the online Meeting.

QUESTIONS

ArborGen offers a facility for shareholders to submit questions to the Board in advance of the Meeting. Questions should be relevant to matters at the Meeting, including matters arising from the financial statements, general questions regarding the performance of the Company, and questions which relate to the resolutions. The Company has the discretion as to which of these questions will be addressed at the Meeting.

Please submit questions by email to: info@arborgenholdings.com

Please use "Questions from Shareholders" in the subject line of the email.

There will also be the opportunity for shareholders and proxy holders to ask questions during the Meeting, both in person and online.

MEETING ATTENDANCE IN PERSON

If attending the meeting at the Ellerslie Event Centre, please note the Hunterville Room is in the Ascot Stand.

Arrival by foot, taxi, or rideshare:

Drop-offs and foot access is available via the entrance at 100 Ascot Avenue.

Parking at the meeting:

Please note the parking location changed last year. Entry is via 16 Derby Downs Place, drive through the tunnel and continue on the road until you reach the carpark that is located within the racecourse infield. Parking is free in this carpark. Once you have parked your car, head on foot to the pedestrian tunnel which will guide you safely beneath the racetrack to reach the event centre. The walk from the carpark to the Ascot Stand is approximately 200m through the tunnel.

MEETING PRESENTATIONS AND ANNUAL REPORT

The Meeting presentations and voting results will be released to the NZX and published on the Company website at:

www.arborgenholdings.com/meetings-and-presentations.

A copy of ArborGen's latest Annual Report is publicly available, and copies of future Shareholder Reports will be available, on the Company website at www.arborgenholdings.com/annual-and-half-year-reports.

You may, at any time, request a free copy of the most recent and future Shareholder Reports. If you wish to do so, please update your communication preferences by visiting the Computershare Investor Centre at www.investorcentre.com/nz. Existing users should login and update their communication preferences in the 'My Profile' page.

For new users, click on 'Register Now' and follow the steps to create your User ID and password. After that, you will access the service with your own User ID. Alternatively, your request can be emailed to ecomms@computershare.co.nz (please use "ARB Report" as the subject line for easy identification) or by contacting Computershare on (09) 488 8777 between 8.30am and 5.00pm Monday to Friday.

