LETTER FROM THE CHAIR

Seeka
SELECT EXCELLENCE

17 September 2026

Dear Shareholder,

We would be very pleased if you would attend Seeka Limited's Shareholder Meeting on Thursday, 15 October 2026 commencing at 2:30pm, either at the meeting venue at Seeka360, 34 Young Road, Te Puke 3189, New Zealand, or online at www.virtualmeeting.co.nz/seksm26.

In case you can't attend, please remember to complete and submit the enclosed Proxy Form so that it reaches our share registrar, MUFG Pension & Market Services, by 2:30pm on Tuesday, 13 October 2026. If you have appointed a proxy you may still attend the meeting online or in person, but if attending online you will not be able to vote.

For shareholders attending the Shareholder Meeting at Seeka360, please bring the enclosed Proxy Form to assist with your registration.

Seeka intends to undertake an issue of shares to its growers under the Grower Loyalty Share Scheme, first introduced in 2019. The Grower Loyalty Share Scheme rewards loyal Growers who supply all their fruit to Seeka over a three-year period. This loyalty benefits all shareholders by securing fruit supply in a competitive post-harvest environment.

The Grower Loyalty Share Scheme involves the making of loans, and is required by NZX Listing Rule 4.16 to be approved by shareholders. That is because the loans made to the Trustee on behalf of Growers constitute the provision of financial assistance for the purpose of, or in connection with, the acquisition of shares. Shareholder approval of the issue of the shares under the Grower Loyalty Share Scheme is also sought under NZX Listing Rule 4.2.1.

This notice of meeting proposes a resolution to grant the necessary approvals. If you are a Grower and intend to participate in the Grower Loyalty Share Scheme, or you are an associated person of a Grower who intends to participate in the scheme, you may not vote on this resolution. If you do vote, you or that Grower will be ineligible to receive shares under the scheme.

Details of the Grower Loyalty Share Scheme are contained in the explanatory notes. I urge you to read those notes in full.

The essence of the scheme is that if a Grower supplies all their fruit to Seeka for an approximately three-year period, that Grower will have the right to receive shares in Seeka based on trays produced, at the market price of shares at the beginning of the scheme. Once issued, the new shares will qualify for any dividends declared by Seeka. Those dividends will be applied in reduction of the loan. There can be no assurance or certainty as to future dividends nor the future market price of shares.

The Grower Loyalty Share Scheme provides an incentive and rewards those Growers who remain loyal to Seeka. Under the scheme, the Company will issue up to 1,500,000 new shares at an issue price equivalent to the volume weighted average price of shares on the NZX Main Board over the 10 business days ending two business days before the issue of the shares. If the maximum number shares are issued under the scheme, this represents a 3.33% increase in Seeka's issued capital, and a maximum loan value of $9.0 million if the issue price is $6.00 per share. The actual issue price may be higher or lower than this.

The board is satisfied that the issuance under the Grower Loyalty Share Scheme is in the best interests of Seeka and of all shareholders, and unanimously recommends that shareholders vote in favour of the resolution.

We look forward to seeing you at the meeting.

Yours sincerely

Hayley Gourley

Chair
Seeka Limited

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that a Special Meeting of Shareholders of Seeka Limited ("**Seeka**" or the "**Company**") ("**Meeting**") will commence at 2.30pm on Thursday, 15 October 2026. Seeka shareholders ("**Shareholders**") can attend the physical meeting at Seeka360, 34 Young Road, Te Puke, or attend online at www.virtualmeeting.co.nz/seksm26**.**

Ordinary business

The business of the Meeting is:

A: Approval of Financial Assistance and Share Issue for Grower Loyalty Share Scheme

To consider, and if thought fit, pass the following as an ordinary resolution (the "**Resolution**"):

"That Seeka:

(a) issue up to 1,500,000 new ordinary shares in Seeka, at the issue price described in the explanatory notes, pursuant to the Grower Loyalty Share Scheme described in the explanatory notes; and

(b) make loans up of to a maximum aggregate amount of $9,000,000, as described under the heading "Loan" in the explanatory notes, to fund the issue price of the shares referred to in (a)."

The explanatory note to this ordinary resolution begins on page 3.

B: General business

To consider any other matter that may be properly brought before the Meeting.

Voting and proxies

The persons who will be entitled to vote at the Meeting are those persons who are registered on Seeka's share register as holding fully paid ordinary shares in Seeka on Thursday, 8 October 2026 at 5.00pm. The Chair advises that, pursuant to Seeka's constitution, she will call for voting on the Resolution to be by way of a poll, meaning that each Shareholder has one vote for each share held.

The Resolution is an ordinary resolution and must be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on the Resolution.

Every Shareholder, or that Shareholder's proxy or representative, is entitled to attend the Meeting, either at the venue or online, and vote.

Any Shareholder entitled to attend and vote at the Meeting may appoint a proxy to attend and vote instead of that Shareholder. The proxy need not be a Shareholder. If you do not name a person as your proxy or if your named proxy does not attend the Meeting, but you have indicated on your proxy form how you wish to vote, then the Chair will act as your proxy. If this occurs, the Chair will only vote in accordance with your express direction.

You may also choose to appoint the Chair, or any other director, as your proxy. Subject to the following paragraph, if you appoint the Chair or any other director as your proxy and do not direct them how to vote in the proxy form, or expressly grant them a discretion on how to vote, then they will vote in favour of the Resolution.

If you appoint directors Hayden Cartwright, Peter Ratahi Cross, Mark Dewdney or Stewart Moss, or any of their associated persons, as your proxy, they may vote on the Resolution in accordance with the express directions recorded on the proxy form, but may not vote undirected proxies, or proxies where they are expressly granted a discretion on how to vote, on the Resolution. This is because directors Hayden Cartwright, Peter Ratahi Cross, Mark Dewdney or Stewart Moss, or their associated persons, are Growers and are entitled to participate in the Scheme, be issued Shares in terms of the Scheme, and receive loans.

Shareholders who are Growers eligible to participate in the Scheme (as described under "Eligibility" in the summary of the Scheme in the explanatory notes) or are an associated person of such a Grower, are, under the NZX Listing Rules, not entitled to vote on the Resolution. Those include the directors named above, and the Growers with which they are associated.

A corporation that is a Shareholder may appoint a person as its representative to attend the meeting and vote on its behalf, in the same manner as that in which it could appoint a proxy. A proxy form accompanies this notice of meeting. If you are unable to attend the Meeting in person or online, please complete the proxy form and return it in the reply-paid envelope provided to (MUFG Pension and Market Services, PO Box 91976, Auckland 1142) or scan and email to meetings.nz@cm.mpms.mufg.com (please put the words "Seeka Proxy Form" in the subject line for easy identification) to arrive no later than 2.30pm on Tuesday, 13 October 2026. Alternatively, you may lodge your proxy online. Go to https://nz.investorcentre.mpms.mufg.com/voting/SEK.

Initial information including your CSN / Holder number and FIN (authorisation code) will be required to successfully validate your holding online before shareholding information and voting pages are displayed.

A Shareholder will be taken to have signed the proxy form by lodging it in accordance with the instructions on the website. The appointment of a proxy or representative does not preclude a Shareholder from attending the Meeting.

If you have appointed a proxy you may still attend the meeting online or in person, but if attending online you will not be able to vote.

By order of the Board

N Neilson
CFO and Company Secretary
17 September 2026

EXPLANATORY NOTES

RESOLUTION: APPROVAL OF FINANCIAL ASSISTANCE AND SHARE ISSUE FOR GROWER LOYALTY SHARE SCHEME

The Resolution authorises the issue of new ordinary shares in Seeka ("**Shares**"), and the making of loans, under Seeka's Grower Loyalty Share Scheme (the "**Scheme**"). Shareholder approval of the making of the loans under the Scheme is required under NZX Listing Rule 4.16 and shareholder approval of the issue of Shares under the Scheme is being sought under NZX Listing Rule 4.2.1. If the Resolution is not passed, the issue of Shares and making of the loans under the Scheme will not proceed. If the Resolution is passed, an offer under the Scheme will be made to eligible participants ("**Offer**") and Shares will be issued, within three months of the Meeting. A summary of the key terms of the Scheme and the key dates if the Resolution is passed are set out below. The full terms of the Scheme are contained in the Trust Deed and Scheme Rules relating to the Scheme. Those documents may be obtained from www.seeka.co.nz or from Seeka Limited, 34 Young Road, Te Puke.

Summary of the Key Terms of the Scheme

Eligibility	A participant in the Scheme must be a person who is the registered owner of a kiwifruit or kiwiberry orchard ("**Orchard**"), other than an Orchard leased to Seeka or one of its subsidiaries under a lease with a term of 10 years or more (a "**Grower**"). A person is the registered owner of an Orchard if the KPIN for the Orchard is registered in his or her name. A person will not however be entitled to participate if that person or an associated person (as defined in the NZX Listing Rules) voted in favour of the resolution proposed in this notice of meeting.
Issue of Shares	If a Grower elects to participate in the Scheme, Seeka will issue to Seeka Share Trustee Limited (the "**Trustee**") on behalf of the Grower a number of Shares determined by the board in accordance with the following principles: a) for production of Kiwifruit Green Conventional (Hayward Green, Wilkins, and Zespri Sweet Green) one Share for every 32 class 1 trays produced in the season ended 30 June 2026 ("**2026 Season**"); b) for production of Kiwifruit Green Organic (Hayward Green Organic) one Share for every 32 class 1 trays produced in the 2026 Season; c) for production of Kiwifruit Gold Conventional (Zespri SunGold) one Share for every 32 class 1 trays produced in the 2026 Season; d) for production of Kiwifruit Gold Organic (Zespri SunGold Organic) one Share for every 32 class 1 trays produced in the 2026 Season; e) for production of Kiwifruit Red (Zespri RubyRed) one Share for every 32 class 1 trays produced in the 2026 Season; and f) for production of kiwiberry, one Share for every 12 class 1 trays produced in the 2026 Season. In determining allocations of Shares, the Seeka board may make such determinations in respect of, or adjustments to, the principles set out above as the board deems appropriate. Fractions of a Share will be rounded down to the nearest whole Share. If the calculations produce less than 200 Shares, the Grower will be entitled to 200 Shares. The maximum number of Shares which may be issued for the purposes of the Scheme is 1,500,000.

Issue price	The issue price per Share will be the volume weighted average price of Shares on the NZX Main Board over the 10 business days ending two business days before the issue of the Shares. That price may be adjusted by the Seeka board at its discretion to take account of any event occurring during that period of 10 business days, or any transaction or circumstance that in the opinion of the board is exceptional or unusual.
Loan	Seeka will make a loan to the Trustee to fund the whole issue price of the Shares issued to the Trustee on the Grower's behalf. That loan will be on the following terms: – it will not bear interest; – it may only be applied for the purpose of acquiring Shares; – all distributions in cash (after tax) paid in respect of the Shares will be applied in repayment of the loan; – the loan will be limited in recourse to the Shares and may be secured over the Shares by a security in such form as the board may require; and – the loan will be repayable by the Grower if the Grower decides to have the Shares transferred to the Grower as described below under "Right to Shares". The aggregate amount of the loans made to all Growers will depend on the number of Growers who participate in the Scheme, and the issue price of Shares. If all eligible Growers participated, and at an assumed maximum issue price per Share of \$6.00, the maximum aggregate amount of the loans would be \$9.0 million ("**Maximum Loan Amount**").
Scaling	If most or all eligible Growers choose to participate in the Scheme and the issue price per Share (as calculated in accordance with the methodology described above at "Issue price") exceeds \$6.00, it is possible that the aggregate value of the loans required to fund the issue price for those Shares may exceed the Maximum Loan Amount. If this occurs, Seeka will scale down the number of Shares to be issued to Growers on a proportionate basis according to each Grower's entitlement under the Scheme (as calculated in accordance with the principles described above at "Issue of Shares"). If Seeka is required to scale down the number of Shares to be issued under the Scheme in this manner, it will do so only to the extent necessary to ensure that the aggregate value of the loans required to fund the issue price for those Shares is no more than the Maximum Loan Amount.
Terms of Shares	The Shares will be fully paid ordinary shares in Seeka which will have all of the rights (including voting and dividend rights) of, and rank equally in all respects with, the existing fully paid ordinary shares in Seeka.
Voting rights	While Shares are held by the Trustee on a Grower's behalf, the Trustee will exercise the voting rights on those Shares in accordance with any directions of the Grower. If the Trustee receives no directions, it will not vote.
Right to Shares	If the Board is satisfied that the Grower has supplied all fruit (kiwifruit and kiwiberry) from the Grower's Orchard(s) to Seeka or one of its subsidiaries for the period from February 2027 to June 2029 ("**Supply Period**"), the Grower will be entitled to elect to have all of the Shares transferred to the Grower. The Grower must repay the outstanding balance of the loan before the Shares are transferred. The Board's decision as to whether a Grower has supplied all fruit from an Orchard for the Supply Period will be conclusive.

Loss of Rights	If the Board is not satisfied that the Grower has supplied all fruit from the Grower's Orchard(s) to Seeka or one of its subsidiaries during the Supply Period, or if the Grower does not elect to have the Shares transferred to the Grower, the Grower will lose all rights to the Shares and will cease to have rights under the Scheme. The Trustee will purchase the Grower's beneficial interest in the Shares for a consideration equal to the outstanding balance of the loan that was advanced to the Trustee to pay for the Shares. This consideration will be satisfied by way of a novation (i.e. transfer) of the loan to the Trustee (so that the Trustee will become liable to Seeka in respect of the loan, rather than the Grower).
Unallocated Shares	Shares which have been purchased by the Trustee in terms of "Loss of Rights" above ("**Unallocated Shares**") may be dealt with as follows: – The Trustee may require Seeka to buy back those Unallocated Shares for a sum equal to the outstanding balance of the loan related to those Unallocated Shares. Seeka will be required to do that only if Seeka is entitled to make the buyback under the relevant provisions of the Companies Act 1993, NZX Listing Rules, and other laws. If the Unallocated Shares are bought back, the Trustee will apply the proceeds in repayment of the loan. – The Trustee may with the approval of the Seeka board sell Unallocated Shares on the share market or in some other manner. If the Unallocated Shares are sold, the proceeds will be applied in repayment of the relevant loan. Any excess of the proceeds of sale over the amount of the loan will at the discretion of the Trustee be held by the Trustee, or applied in payment of management fees payable to Seeka or other costs of the trust, or applied in reduction of all other loans outstanding at the time of sale, pro rata so far as practicable to the amount outstanding under each loan. None of Seeka, the Trustee or any other subsidiary of Seeka may have any beneficial interest in Unallocated Shares.
Sale of Orchard	If during the Supply Period, the Grower sells an Orchard: – the Grower will nevertheless retain rights under the Scheme; and – supply by the new owner of the Orchard will be deemed to be supply by the Grower, so that if the Grower and the new owner together supply all fruit from the Orchard to Seeka for the Supply Period, the Grower will for the purposes of the Scheme be deemed to have supplied that fruit.
No Obligation	The Grower is not required by the Scheme to supply fruit to Seeka, or to repay the relevant loan. The only consequence if the Grower does not do so is that the Grower does not get title to the Shares.

Key Dates if Resolution is Passed

Event	Date
Offer sent to Growers	17 November 2026
Last date for receipt of applications by MUFG	15 December 2026
Loans made and Shares issued to Trustee under the Scheme	16 December 2026

Seeka reserves the right to change any of these dates by notice to NZX.

NZ RegCo no objection

This notice of meeting has been reviewed by NZ RegCo. NZ RegCo has confirmed that it has no objection to this notice of meeting. However, NZ RegCo does not take responsibility for any statement in this notice of meeting or any other document.

Disclosure document under section 79 of the Companies Act 1993

The section below constitutes a disclosure document in respect of financial assistance under section 79 of the Companies Act 1993.

1. The financial assistance to be given by Seeka Limited ("**Seeka**") will consist of loans up to a maximum aggregate amount of $9,000,000 ("**Loans**") made by Seeka to Seeka Share Trustee Limited ("**Trustee**") as trustee of the Seeka Grower Loyalty Share Scheme ("**Scheme**").
2. The loans to be made for the purposes of the Scheme will be made to the Trustee on behalf of growers participating in the Scheme, to fund the whole issue price of shares to be issued for the purposes of an offer made under the Scheme ("**Offer**"). The terms of those loans, and the maximum aggregate amount of those loans, will be as described under the heading "Loan" in the summary of the Scheme on page 4.
3. The text of the resolutions passed by the Board under section 78(1) of the Companies Act 1993 is as follows:

   1. Subject to:

      a) the Company's shareholders approving the issue of up to 1,500,000 ordinary shares in the Company and the making of Loans to the Trustee; and

      b) the Offer proceeding,

      the Company make the Loans to the Trustee for the purposes of, and on the terms required by, the Scheme.

   2. The making of the Loans is in the best interests of the Company.
   3. The terms and conditions under which the Loans are made are fair and reasonable to the Company.
   4. The making of the Loans is of benefit to those shareholders not receiving Loans.
   5. The terms and conditions under which the Loans are made are fair and reasonable to those shareholders not receiving Loans.
   6. The grounds for the directors' conclusions in resolutions 2 to 5 above are as follows:

      a) the purpose of the Scheme is to incentivise growers to supply all of their fruit to the Company over three seasons, thereby increasing the supply of fruit to the Company, and the business of the Company;

      b) the making of the Loans is a necessary part of the Scheme; and

      c) for the reasons in sub-paragraphs (a) and (b), the Scheme is in the best interests of the Company, and of all of its shareholders.

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