



2022 Director Elections

CANDIDATE INFORMATION

Returning Officer Details

Ravensdown Limited (Ravensdown) has appointed Anthony Morton of electionz.com as the Returning Officer for the 2022 Director Elections.

The role of the Returning Officer is to conduct the election in accordance with the Ravensdown constitution, as well as in accordance with accepted standard election management practices.

The Returning Officer is responsible for all staff, systems, resources, policies, procedures and actions to ensure that the democratic process is carried out in accordance with the Ravensdown constitution and with integrity, security and fairness for all parties.

The Returning Officer's decision in respect to all matters pertaining to the election is final.

Queries regarding the actions or performance of the Returning Officer for Ravensdown should be directed to Jennifer Goldsmith, General Counsel, ph 03 353 4640 or jennifer.goldsmith@ravensdown.co.nz.

Governance Structure

Ravensdown is a co-operative company currently governed by a board of 8 directors; being 6 shareholder elected directors, each of whom represents a separate geographic area, and 2 independently appointed directors. The Ravensdown constitution currently requires that the shareholder elected directors must retire from office after a three year term and may hold office for no more than 12 years.

This year, Nicola Hyslop (Area 2) and Jacqueline Rowarth (Area 6), are required to retire. Both Nicola and Jacqueline have indicated their intention to stand for re-election.

Accordingly director elections are being held in the following areas in 2022:

Area	Description	Incumbent Director
2	Waimate, Timaru, Mackenzie, Ashburton Districts, and part Waitaki District (that portion including and north of Kakanui).	Nicola Hyslop
6	Northland, Auckland, Hamilton City, Waikato, Thames-Coromandel, Hauraki, Matamata-Piako, Waipa, Otorohonga, Waitomo, South Waikato, Western Bay of Plenty, Tauranga, Rotorua, Kawerau, Whakatane, Opotiki and northern parts of Taupo and Ruapehu Districts.	Jacqueline Rowarth

Board Meetings and Expected Time Commitments

The Ravensdown Board has approximately eight meetings spaced throughout the year. Meetings are generally held in Christchurch, unless the directors are visiting one of the Ravensdown sites or the Annual Meeting is being held in one of the director areas. Face to face meetings usually commence after lunch on a Monday afternoon, with a dinner on the Monday evening and the second half of the meeting on the Tuesday morning. Some meetings may be held by remote dial in to Microsoft Teams and from time to time directors will need to attend special meetings to review and discuss strategy, risk and other governance matters.

Agenda papers and other materials are made available by secure online portal to the directors one week ahead of each meeting. Directors are issued with ipads to receive these papers.

Some directors may be asked to sit on a sub-committee of the board, which will require additional face to face or on-line meetings. All directors are required to make presentations or represent Ravensdown at field days, farmer events, shareholder meetings, conferences and the like.

Directors Remuneration and Expenses

Each director is paid an annual fee which is reviewed by a sub-committee of the board each year. In addition, each director receives an annual expense allowance, which is paid quarterly, to cover routine expenses incurred by them in connection with their attendance at meetings or other Ravensdown business. Directors also receive reimbursement of other approved expenses which may be incurred in connection with their role.

Candidate Criteria

A candidate for the director elections does not need to reside or have a place of business in the area they are being nominated for. However they must be nominated and seconded by transacting shareholders who are both registered on the Ravensdown share register and resident in the relevant area. Candidates may only be nominated for one area.

Candidates should be qualified, in the opinion of the nominating shareholders, by virtue of their knowledge of or experience in the agricultural industry, their science or research skills or their commercial experience or qualifications.

In addition, candidates should have:

- Knowledge of the responsibilities and obligations of a New Zealand company director.
- Financial literacy and business acumen.
- Integrity and a strong sense of ethics.

Please note that a candidate may not be elected or appointed as a director of the board if they have been:

- bankrupted or have made an arrangement or compromise with their creditors generally.
- disqualified from being a director of a company pursuant to section 151 of the Companies Act 1993.

Election Timetable

Key dates for the 2022 election process are:

From 15 July (Fri)	Public notices listed calling for nominations.
16 July (Sat)	Nominations open.
15 August (Mon)	Nominations close at 5pm, candidates advised to Ravensdown. Electoral roll closes at 5pm. Confirmed candidate list posted on Ravensdown website asap after 5pm on 13 August.

If an election is required

26 August (Fri)	Letters with voting packs provided to NZ Post to distribute to transacting shareholders. Voting opens on line and by postal and email return.
23 September (Fri)	Voting closes at 5pm. Results advised to Ravensdown and candidates by 6pm.
27 September (Tues)	Ravensdown Annual Meeting, election results announced to shareholders.

Nomination Process

Nominations can be completed online or in hard copy format.

For those wanting to use the online process, use the following links to access the nomination form required:

	QR code	URL
Area 2		https://nominations.electionz.com/NominationForm/Create/32
Area 6		https://nominations.electionz.com/NominationForm/Create/33

The candidate will initially be required to complete a candidate section. On submission of the candidate section the candidate will receive an email confirming receipt of that part of the documentation and a further two separate emails that they will need to forward to their nominator and seconder to complete their parts of the nomination process.

For those wanting to complete a hard copy version of the nomination form, they can be requested from electionz.com by ringing the election helpline **0800 666 034** or emailing **iro@electionz.com**.

Nominations close at **5pm on Monday 15 August 2022**. Address details for delivery of the completed form are included on the nomination form.

Once lodged, nomination papers are checked to ensure the nominator and seconder are transacting shareholders listed on the share register and resident in the appropriate area.

Separate confirmation of accepted nominations will be given to each candidate as soon as the nomination paper is verified. Candidates should ring the election helpline if they have not received confirmation of their nomination within 24 hours of submission. As soon as possible after nominations have closed, a list of confirmed candidates will be emailed to all candidates. Names and candidate profile statements will then be published on the Ravensdown website ASAP after 5pm on Monday 15 August 2022.

Candidate Profile Statements

Ravensdown allows for candidate profiles to be provided by each candidate, either at the time of lodging their nomination or up to 4.00pm on Wednesday 17 August 2022. In the event an election is required, these are collated by the Returning Officer and forwarded to shareholders in a candidate profile document with the voting papers. Candidate profile statements:

- Must not exceed 400 words (including any headings or sub headings).
- Must be confined to information concerning the candidate, and the candidate's policies and intentions if elected to the board.
- Should be submitted in electronic format (i.e. as a Word document attachment to an email).
- Must be plain black and white text, but special formatting (Bold, italics, underlining, quote marks) is permitted.
- May include a recent (i.e. less than one year old) photograph of the candidate only.

Photos should preferably be in colour and provided in an electronic format sent as an attachment by email, but hard copy photos will be accepted and scanned at 300 dpi by the Returning Officer. The Returning Officer will crop or re-size any photos provided to meet the printing requirements.

Copies of previous candidate profile sheets are available upon request from the Returning Officer.

Candidate Order and Voting Method

In the event an election is required for an area, the Returning Officer will determine by lot the candidate order on the voting papers.

The 2022 Director Elections will be conducted by postal or internet voting. If an election is required, an explanatory letter and postal voting pack will be sent to transacting shareholders within the Areas requiring an election on Friday 26 August 2022. Each letter will set out the transacting shareholder's customer number and the maximum number of votes which they are entitled to cast together with instructions and personal credentials to allow them to vote online.

Election Campaigning

Candidates should be aware of the following requirements covering election campaigning:

- Campaigning can commence at any time after a candidate's nomination has been approved.
- Each candidate is responsible for their own campaigning costs.
- Candidates must be respectful of other candidates and not make any statement relating to other candidates that is defamatory or that undermines the integrity of the election process.
- No campaigning material may contain an imitation voting paper which has the names of the candidates with any direction or indication as to the candidate a person should vote for.
- No campaigning material may include any Ravensdown logos or branding or link to, tag in or connect to the Ravensdown website or any of Ravensdown's social media channels.
- Incumbent Directors may not use their Ravensdown email addresses to contact shareholders with respect to the election, or any other means which is connected with their directorship at Ravensdown.
- Candidates can encourage shareholders to vote, but should not involve themselves in the voting process for any other shareholder.

Each elector is expected to exercise their own vote electronically. If they need assistance with that process they should contact the election helpline - either 0800 666 034 or iro@electionz.com.

Share Register

A simplified version of the share register for each area is available to each candidate for electioneering purposes. The register includes the name of the shareholder entity, the number of shares they hold, their postal address and email in some situations. It is typically provided in Microsoft Excel format and emailed to the candidate on request once their nomination has been confirmed by electionz.com.

The share register is only to be used for electioneering purposes. There is no cost for this. If you would like a copy please contact the Returning Officer who will provide you with an acknowledgement form to complete, before releasing a copy of the share register.

Information about Ravensdown

Please refer to the Ravensdown website to access information about the company. In particular, under the our Shareholders tab there will be information about the election and you can access copies of the following due diligence information; 2021 Integrated Report and Annual Report, Product Disclosure Statement and Constitution.

When do new elected directors come into office

In accordance with the constitution the successful candidates elected as directors in this election cycle will take office from the date of the Annual Meeting, Tuesday 27 September 2022.