

NOTICE OF ANNUAL MEETING

Notice is hereby given that the seventy-seventh Annual Meeting of the members of the Company will be held in the chancellor 3, Level 16, James Cook Grand Chancellor Hotel, 147 The Terrace, Wellington, on Monday 4th August 2014 at 4.30 pm for the following purposes:

BUSINESS

1. To receive the Report of the Directors and Audited Financial Statements for the year ended 31 March 2014.
2. To elect two directors, Messrs Gibson and Knowles, who retire in accordance with the constitution and being eligible, offer themselves for re-election.
3. To reappoint, as auditor, Deloitte until the conclusion of the 78th Annual Meeting of the Company and to authorise the Board of Directors to fix the auditor's remuneration for the ensuing year.
4. To consider and, if thought fit, to pass an ordinary resolution under clause 17.1 of the constitution authorising total ordinary directors' remuneration to be increased from NZ\$400,000 to NZ\$440,000 for the year ending 31 March 2015 and subsequent years until otherwise determined by shareholders in a general meeting.
5. To consider and, if thought fit, to pass the following resolution in accordance with clause 5 of the Takeovers Code (Rangatira Limited) Exemption Notice (No 2) 2014:

That the acquisition by Rangatira Limited (Rangatira) of up to an aggregate of 600,000 A shares and 600,000 B shares from Shareholders of Rangatira, on the terms and conditions more fully explained in the explanatory notes accompanying this notice of meeting, be approved.

OTHER BUSINESS

6. To consider any other business which may properly be submitted to the Annual Meeting.

By order of the Board



C J Bradshaw
Investment & Finance Manager

20 June 2014

EXPLANATORY NOTES

Voting

“A” Shareholders of the Company are entitled to vote on all matters at this Annual Meeting, other than as specified in the explanatory notes in relation to resolution 5.

Proxies

- a) “A” Shareholders of the Company are entitled to appoint a proxy to attend and vote on their behalf.
- b) A proxy need not be a shareholder in the Company.
- c) Proxies must be received at the Registered Office not later than 4.30 pm Thursday 31 July 2014.

Resolution 5 (Share Buyback)

The purpose of resolution 5 is to authorise and approve the acquisition by Rangatira of up to an aggregate of 600,000 A shares and 600,000 B shares in Rangatira (**Buyback**) so that the Code Shareholders (as defined below) are exempted from rule 6(1) of the Takeovers Code in respect of any increased percentage of voting rights held or controlled by any of them as a result of the Buyback.

The Offer

If the resolution is approved by shareholders, Rangatira intends to make one or more offers (**Offer**) to shareholders of Rangatira to acquire up to an aggregate of:

- A 600,000 A shares in Rangatira (**A Shares**), being approximately 10% of the A Shares in issue at the date of this notice; and
- B 600,000 B shares in Rangatira (**B Shares**), being approximately 5% of the B Shares in issue at the date of this notice,

(the A Shares and the B Shares together being the **Shares**) on the following terms:

- C the consideration for each Share will be determined by the board from time to time, however will not exceed 80% of the assessed asset backing value of each Share as set out in the last public statement of that assessed asset backing value made by Rangatira prior to the Offer; and
- D the Offer(s) will be made between 4 August 2014 and 4 August 2017, however Rangatira will not be obliged to make Offers and may cease doing so at any time.

The Shares acquired by Rangatira will be held as treasury shares until the Shares acquired equal 5% of the number of shares of the same class previously in issue.

Takeovers Code requirements

Rangatira is a *Code company* under the Takeovers Code. Rule 6(1) of the Takeovers Code prohibits any transaction that would result in an increase in the voting securities of any person who, taken together with their associates, holds or controls 20% or more of the voting rights of Rangatira (**Code Shareholders**).

Sarah McLennan and various other members of the Gibson family together hold more than 12% of the A Shares (the shares that carry voting rights) in Rangatira. Sarah McLennan is also a personal trustee of the JR McKenzie Trust. The personal trustees of the JR McKenzie Trust hold shares in Rangatira on trust for the JR McKenzie Trust. As a personal trustee of the JR McKenzie Trust, Sarah McLennan has influence over the voting of the 8.15% of the A Shares held by the personal trustees of that trust. The Gibson family's shareholdings combined with the shareholdings of the personal trustees of the JR McKenzie Trust make up more than 20% of the voting rights in Rangatira. Therefore members of the Gibson family will be Code Shareholders.

Under the Takeovers Code, any associate of the Gibson family is also treated as a Code Shareholder. The McKenzie family and the Gibson family have a long standing family relationship. Therefore, any member of the McKenzie family may, on a conservative basis, be considered to be an associate of the Gibson family. On the basis of a "safety first" approach, the McKenzie family and the Gibson family have agreed for the purposes of seeking this shareholder approval that each member of the McKenzie family will be treated as an associate of the Gibson family (and therefore a Code Shareholder). Rangatira wishes to note that despite the "safety first" approach for the purposes of the Buyback, the Gibson family and the McKenzie family do not necessarily consider that they are associates of each other.

The Code Shareholders are listed in Annexure B.

The approval of shareholders that are not Code Shareholders, or any associates of Code Shareholders, is required for the proposed Buyback so that the Code Shareholders are exempted from rule 6 of the Takeovers Code in respect of any increase in the number of voting securities of Rangatira they hold or control which results from any Buyback. This exemption is provided under the Takeovers Code (Rangatira Limited) Exemption Notice (No 2) 2014 (**Exemption Notice**). The Exemption Notice requires that certain information be provided in the notice of meeting sent to shareholders to approve the Buyback. That information is set out in Annexure A.

The Exemption Notice also requires that this notice be accompanied by a report from an independent adviser in relation to the Buyback. That report is circulated with this notice.

Directors' recommendation

The directors of Rangatira recommend that the shareholders vote in favour of resolution 5 and approve the Buyback. The reasons for the recommendation of the directors are:

- a before undertaking any acquisition under the Buyback, the directors must, as required by the Companies Act, determine that the acquisition is in the best interests of Rangatira and the shareholders;
- b the consideration payable by Rangatira for the Shares under the Buyback will be less than the assessed asset backing value of those Shares at the time of the Buyback;

- c acquiring Shares where the share price is less than the assessed asset backing value of those Shares is considered by the board (taking into account prevailing circumstances) to be an efficient use of capital;
- d shareholders to whom the Offer is made have total discretion to choose whether to participate in the Buyback so they can decide whether to take some or all of their investment back in the form of cash, or continue to hold Shares; and
- e the Buyback may increase liquidity in the shares in Rangatira.

Voting restrictions

The Exemption Notice prohibits the Code Shareholders and their associates from voting on this resolution.

ANNEXURE A

**Disclosures in respect of acquisition of own shares under
The Takeovers Code (Rangatira Limited) Exemption Notice (No 2) 2014**

	Disclosure requirements	Comments
a	Full particulars of the Buyback	Full particulars of the Buyback are set out in the explanatory notes and this Annexure A.
b	A statement of the name of the person who holds or controls voting securities and is relying on the Exemption Notice	The Code Shareholders listed in Annexure B hold voting securities and are relying on the buyback exemption granted under the Exemption Notice.
c	The following particulars of the voting securities that may, if the resolution is carried, be acquired by Rangatira under the Buyback:	
i	the maximum number (the approved maximum number) of its own voting securities that Rangatira could acquire under the Buyback;	600,000 A shares. (Note: The B shares are non-voting)
ii	the percentage of all voting securities on issue that the approved maximum number represents;	9.73% of the A shares on issue.
iii	the maximum percentage (the approved maximum percentage) of all voting securities on issue that the Code Shareholder could hold or control if Rangatira acquired the approved maximum number of voting securities;	The relevant percentages are listed against each Code Shareholder's name in Annexure B.
iv	the maximum percentage of all voting securities on issue that the Code Shareholders and all the Code Shareholders' associates, excluding any associates of Code Shareholders who are also relying on the Exemption Notice, could hold or control, in aggregate, if Rangatira acquired the approved maximum number of voting securities.	42.02%
v	the maximum percentage of all voting securities on issue that the Code Shareholders and all the Code Shareholders' associates could hold or control, in aggregate, if Rangatira acquired the approved maximum number of voting securities.	42.02%
d	The consideration for the Buyback, or the manner in which the consideration will be determined, and when it will be	The consideration for each share acquired by Rangatira under the Buyback will be determined

	Disclosure requirements	Comments
	payable.	<p>by the board from time to time, however will not exceed 80% of the assessed asset backing value of each share as set out in the last public statement of that assessed asset backing value made by Rangatira prior to the Buyback.</p> <p>Rangatira will pay the price within five business days after the date of each acquisition.</p>
e	The reasons for the Buyback.	Rangatira considers that the Buyback has value for its shareholders. These reasons are more fully explained in the Explanatory Notes.
f	A statement to the effect that the increase in the Code Shareholders' voting control that would result from the Buyback would, if approved, be permitted as an exception to rule 6(1) of the Takeovers Code in reliance on the buyback exemption in clause 5 of the Exemption Notice.	The increase in the Code Shareholders' voting control that would result from the Buyback would, if approved, be permitted as an exception to rule 6(1) of the Takeovers Code in reliance on the buyback exemption in clause 5 of the Exemption Notice.
g	A report from an independent adviser, in relation to the Buyback, that complies with rule 18 of the Takeovers Code (as if the references in that rule to an acquisition under rule 7(c) of the Takeovers Code were references to the buyback by Rangatira made in accordance with the Exemption Notice and the references to a notice of meeting were references to this notice).	An independent report prepared by Simmons Corporate Finance Limited accompanies this notice of meeting.
h	A statement by the directors of Rangatira, in relation to the Buyback, that complies with rule 19 of the Takeovers Code as if the reference in that rule to an acquisition under rule 7(c) of the Code were a reference to the buyback by Rangatira made in accordance with the Exemption Notice.	See <i>Directors' Recommendation</i> in the Explanatory Notes.
i	The following assumptions have been applied for the purposes of providing the particulars of voting securities, as specified in c above:	<p>The information in this table assumes that:</p> <ul style="list-style-type: none"> – the number of voting securities in Rangatira is the number of voting securities on issue on the calculation date; – there is no change in the total number of voting securities on issue between the calculation date and the end of the Buyback period, other than as a result of the Buyback;

	Disclosure requirements	Comments
		<ul style="list-style-type: none"> – the Code Shareholders do not participate in the Buyback; – Rangatira acquires the approved maximum number of its own voting securities; and – there is no change to any Code Shareholder as a result of any reorganisation of any trust, transmission of shares to an executor, trustee or administrator, or acquisition of voting securities by a beneficiary under a will.
j	The calculation date for determining the particulars of voting securities, as specified in c above.	6 June 2014

ANNEXURE B

Code Shareholders

Shareholder	The maximum percentage of all voting securities on issue that the Code Shareholder could hold or control if Rangatira acquired the approved maximum number of voting securities
Gibson Family	
Anna Elizabeth Gibson	0.99%
Douglas Keith Gibson	1.14%
Douglas Keith Gibson, Robyn May Gibson and William Duncan Macdonald (as trustees of a family trust)	0.48%
Nicola Kate Gibson	0.99%
Robyn May Gibson	7.06%
Robyn May Gibson, Douglas Keith Gibson and Ian Gary MacKegg (as trustees of a family trust)	1.80%
Sarah Louise McLennan	0.99%
McKenzie family	
Ruth Anne McKenzie	6.37%
Christopher McKenzie	1.86%
David McKenzie	1.84%
John Allan McKenzie and Jennifer Mary McKenzie (as trustees of a family trust)	1.03%
John Allan McKenzie, Jennifer Mary McKenzie and Alberta Louise Helen McKenzie	1.03%
Aubrey Meredith Bloomfield	1.03%
Sibyl Ella May Bloomfield	1.03%
Others	
Christopher McKenzie and Sarah Louise McLennan (as trustees of the JR McKenzie Trust)	7.23%
Christopher McKenzie and Sarah Louise McLennan (as trustees of the JR McKenzie Trust)	1.80%
Nga Manu Trust (a charitable trust registered under the Charitable Trusts Act 1957)	5.35%
Total	42.02%

DISCLOSURE DOCUMENT

Sections 61(5) and 62 of the Companies Act 1993

As outlined in the enclosed notice of meeting, Rangatira Limited (**Rangatira**) proposes to make one or more offers to shareholders of Rangatira to acquire their shares in Rangatira (**Buyback**).

This disclosure document sets out the information that the Companies Act 1993 requires to be provided to shareholders.

Nature and terms of the Offer

Rangatira proposes to make one or more offers (**Offer**) to shareholders of Rangatira to acquire up to an aggregate of:

A 600,000 A shares in Rangatira (**A Shares**); and

B 600,000 B shares in Rangatira (**B Shares**),

(the A Shares and the B Shares together being the **Shares**) on the following terms:

C the consideration for each Share will be determined by the board from time to time, however will not exceed 80% of the assessed asset backing value of each Share as set out in the last public statement of that assessed asset backing value made by Rangatira prior to the Offer;

D Rangatira will not make any Offers until the later of shareholder approval of the Buyback (as described more fully in the enclosed notice of meeting dated) and 10 working days after this disclosure document has been sent to each shareholder. Rangatira can make any Offers for 12 months after this disclosure document has been sent to shareholders. After that, if the maximum amount of the Buyback has not been achieved and Rangatira wants to continue the Buyback, each shareholder will be sent another disclosure document;

E the Shares acquired by Rangatira will be held as treasury shares until the Shares acquired equal 5% of the number of shares of the same class previously in issue; and

F Rangatira is not obliged to make Offers and may cease doing so at any time.

Directors' interests

As at the date of this disclosure document, the directors of Rangatira have the following relevant interests in the shares the subject of the Offer:

Director	Number of shares	Nature of relevant interest
Nicolas Calavrias	5,000 A Shares and 5,000 B Shares held by Calavrias Trustee Limited	Nicolas Calavrias is a director of, and holds shares (jointly in his capacity as a trustee) in, Calavrias Trustee Limited, a shareholder of Rangatira.
Douglas Keith Gibson	63,500 A shares	Douglas Keith Gibson holds 63,500 A shares in

Director	Number of shares	Nature of relevant interest
		Rangatira.
	26,500 A shares	Douglas Keith Gibson holds 26,500 A shares in Rangatira jointly with Robyn May Gibson and William Duncan MacDonald as trustees of a trust.
	100,000 A shares	Douglas Keith Gibson holds 100,000 A shares in Rangatira jointly with Robyn May Gibson and Ian McKegg as trustees of a trust.
	502,481 A shares and 8,748,975 B shares	Douglas Keith Gibson's daughter, Sarah Louise McLennan, holds 502,481 A shares and 8,748,975 B shares in Rangatira jointly with Christopher McKenzie as trustees of a trust.
William Lindsay Gillanders	10,000 A shares held by LRS Management Limited	William Lindsay Gillanders is a director of, and holds shares in, LRS Management Limited, a shareholder of Rangatira.

Board resolutions

The board of Rangatira resolved on 4 June 2014 that:

- 1 In the opinion of the directors of Rangatira, Rangatira will, after acquiring the shares under the Buyback, satisfy the solvency test in accordance with section 52 of the Companies Act because:
 - a Rangatira will be able to pay its debts as they become due in the normal course of business; and
 - b the value of Rangatira's assets will be greater than the value of its liabilities, including contingent liabilities.
- 2 In reaching the conclusions in paragraph 1, the directors have had regard to:
 - a the most recent financial statements of Rangatira that comply with section 10 of the Financial Reporting Act 1993; and
 - b all other circumstances that the directors know or ought to know affect, or may affect, the value of Rangatira's assets and the value of Rangatira's liabilities, including its contingent liabilities.
- 3 In accordance with section 60(3) of the Companies Act:
 - a in the opinion of the directors of Rangatira the acquisition of shares is in the best interests of Rangatira and the terms of the Offer and the consideration offered for the shares under the Buyback are fair and reasonable to Rangatira; and
 - b the directors are not aware of any information that will not be disclosed to shareholders of Rangatira:
 - i which is material to an assessment of the value of the shares; and

- ii as a result of which the terms of the Offer and consideration offered for the shares under the Buyback are unfair to shareholders accepting the Offer.

4 In accordance with section 61 of the Companies Act, in the opinion of the directors of Rangatira:

- a the acquisition of shares is of benefit to the remaining shareholders; and
- b the terms of the Offer and the consideration offered for the shares under the Buyback are fair and reasonable to the remaining shareholders.

5 The reasons for reaching the conclusions in paragraphs 3 and 4 are as follows:

- a the consideration payable by Rangatira for the shares under the Buyback will be less than the assessed asset backing value of those shares at the time of the Buyback;
- b acquiring shares where the share price is less than the assessed asset backing value of those shares is considered by the board (taking into account prevailing circumstances) to be an efficient use of capital; and
- c shareholders to whom the Offer is made have total discretion to choose whether to participate in the Buyback so they can decide whether to take some or all of their investment back in the form of cash, or continue to hold Shares.

6 Subject to approval by ordinary resolution of the shareholders of Rangatira in accordance with clause 5 of the Takeovers Code (Rangatira Limited) Exemption Notice (No 2) 2014:

- a Rangatira acquire the B shares under the Buyback and carry out all transactions reasonably necessary to acquire the B shares;
- b any director be and hereby is authorised to acquire the B shares under the Buyback for and on behalf of Rangatira, and to sign such documents and do such other things as he or she may determine to be necessary or advisable to give effect to those acquisitions;
- c Rangatira acquire the A shares under the Buyback and carry out all transactions reasonably necessary to acquire the A shares; and
- d any director be and hereby is authorised to acquire the A shares under the Buyback for and on behalf of Rangatira, and to sign such documents and do such other things as he or she may determine to be necessary or advisable to give effect to those acquisitions.

7 In accordance with and subject to clause 8.1 of the constitution of Rangatira and section 67A of the Companies Act, Shares acquired under the Buyback will be held as treasury shares until the Shares acquired equal 5% of the total number of shares of the same class previously on issue.

8 On completion of the acquisition of the shares under the Buyback, the share register and Companies Office records be updated accordingly.

