



Zespri Group Limited

2026 ANNUAL MEETING

Dear Shareholder

The Zespri Group Limited (Company) Annual Meeting will be held on Thursday 20 August 2026 at 1.00pm at Mercury Baypark Arena. The Annual Meeting will also be available to attend virtually and those attending online will be able to ask questions and vote remotely.

Zespri Board – Director Vacancies

At the Company's 2026 Annual Meeting, the following directors of the Company will retire as provided for in the Company's constitution:

- Michael Ahie (Vacancy 1 – Independent Director)
- Nathan Flowerday (Vacancy 2 – Director)

Michael Ahie and Nathan Flowerday are both standing for re-election.

The Company is now calling for nominations to fill Vacancy 2. Every nomination must:

- indicate the vacancy the person is nominated to fill;
- be in writing (scanned copies accepted);
- be signed by two Company shareholders (one as nominator, and one as seconder) and include their shareholder numbers;
- be signed by the person nominated and include a confirmation from the person nominated that they are eligible to be a non-Independent Director (i.e. confirm they have a Disqualifying Relationship as that term is defined in the Company's constitution);
- include a biography for circulation to shareholders no longer than one page (A4); and
- be received by the Company by **5pm, Friday 12 June 2026**, at its registered office or by email to legal@zespri.com.

With Michael Ahie being recommended by the Board for re-election as an Independent Director, and in accordance with the Company constitution, the Company is not calling for nominations for Vacancy 1.

Director Remuneration Committee – Shareholder Member Vacancy

The Company's Director Remuneration Committee (DRC) reviews director remuneration and makes recommendations to shareholders at the Company's Annual Meeting each year. The terms of reference of the DRC require one shareholder member of the committee to retire each year. At the 2026 Annual Meeting, Andre Hickson will retire by rotation, and is not standing for re-election.

The Company is now calling for nominations for a shareholder member of the DRC. Please note that only shareholders of the Company may be nominated to stand for election as a shareholder member of the DRC.

Every nomination must:

- be in writing (scanned copies accepted);
- be signed by two Company shareholders (one as nominator, and one as seconder) and include their shareholder numbers;
- be signed by the person nominated (who must be a Company shareholder);
- include a one page (A4) biography for circulation to shareholders; and
- be received by the Company by **5pm, Friday 12 June 2026**, at its registered office or by email to legal@zespri.com.

A copy of the terms of reference for the DRC can be obtained by contacting Zespri Grower Service Centre on 0800 155 355 or by email to contact.canopy@zespri.com.

Nomination Forms

Nomination forms are now available on Canopy (<http://canopy.zespri.com>) or by requesting them from Zespri Grower Service Centre.

Nomination forms must be received by the Company by **5pm, Friday 12 June 2026**. Please note, late nominations will not be accepted. Nominations should be sent to the Board Secretary, Zespri Group Limited by:

email to legal@zespri.com; or

physical delivery to 400 Maunganui Road, Mount Maunganui 3116, New Zealand; or

post to PO Box 4043, Mount Maunganui 3149, New Zealand.

Voting by Corporate Shareholders

If your Zespri shares are held in the name of a company or other incorporated entity and you wish to vote at the Company's Annual Meeting, the company or other incorporated entity **must by 1pm on Tuesday 18 August 2026**, either:

- vote in advance; OR
- appoint a representative (proxy) to attend and vote at the Annual Meeting.

This can be done online at investorvote.co.nz or by returning the completed Voting and Proxy Form before the above deadline to Computershare Investor Services Limited, Private Bag 92119, Victoria Street West, Auckland 1142, New Zealand, or by emailing it to corporateactions@computershare.co.nz.

Incorporated entities are generally those entities which have legal names ending in terms such as Limited, Incorporated, Inc., Ltd., even if you conduct business using a trading name which does not include such a term. If you are unsure as to whether you are required to appoint a proxy to vote at the Annual Meeting, please contact Zespri Grower Service Centre.

Please vote in advance or appoint a representative (proxy) to attend and vote at the annual meeting or appoint a standing proxy using this [form](#). A standing proxy is an ongoing (not one-off) authority given to another party to act or decide on your behalf. This can remain valid across future meetings until revoked or expiry.

Voting Rights

The number of votes which a shareholder may cast is one vote per ordinary share or one vote per tray of the shareholder's historical production average, whichever is the lesser, in accordance with clause 20 of the Company's constitution.

Shareholders will receive a shareholder statement. Please check the data on the shareholder statement and contact Zespri if anything appears to be incorrect. In particular, if your statement identifies you as a "dry shareholder" (non Producer) with a voting cap of zero but you believe you are not a dry shareholder, please contact Zespri as soon as possible.

A provisional voting cap will be calculated in July and included on your Voting and Proxy Form, with a final voting cap calculated on or about **13 August 2026**. We request that any inaccuracies are reported no later than **31 July 2026** to allow time to make any necessary amendments before calculating the final voting cap for the Annual Meeting. You will not receive an updated final voting cap, but the voting figures will be updated at this time to reflect your actual voting entitlement, even if you have already voted.

If you wish to vote on resolutions at the Annual Meeting, you should consider whether your shares and production are held by the same legal entity. If your shares are held in a different legal entity than your orchard ownership or production, then you will not be entitled to vote. If you lease an orchard and your lease is due to expire, this may also affect your ability to vote.

If you are unsure whether your shares and production are held by the same legal entity, or you need to update your lease details, please contact Zespri Grower Service Centre by **31 July 2026**.

If you have any queries, please contact Zespri Grower Service Centre or email shares@zespri.com.

Annual Report Request Form

The Annual Report 2025/26 will be made available to shareholders via the Zespri website free of charge at <https://www.zespri.com/en-NZ/publications/annualreports>. A printed copy will only be provided to shareholders who elect to receive one. Please refer to the Annual Report Request Form for full instructions on how to opt in to receive a printed version.

Address Details

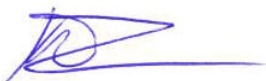
Please take this opportunity to check the mailing details used for this letter are accurate and up to date. We will send your Annual Meeting pack to you using these details in July, unless you advise Computershare otherwise. Please note the mailing details held by Computershare may differ from those held by Zespri. If changes are required, please contact Computershare by calling +64 9 488 8777 or by email to enquiry@computershare.co.nz.

Further Information

Zespri will notify shareholders of the candidates standing in each Director vacancy and of candidates standing for the shareholder member of the Director Remuneration Committee when nominations have closed. Notification will occur on the USX and on Canopy.

Formal notice of the Company's Annual Meeting, including the list of nominees standing for each director vacancy, voting and proxy forms, and additional voting information will be sent to shareholders mid July.

Yours sincerely



Katherine Evans
Board Secretary