
GUIDANCE NOTES FOR APPLICATION TO SURRENDER SHARES

These guidance notes are designed to help you determine whether you are eligible to request the surrender of your Ravensdown shares and to complete the application form.

Eligibility for surrender

Ravensdown's constitution, which is consistent with section 20 of the Co-operative Companies Act 1996, provides that a shareholder may require the company to surrender its shares in three different circumstances. These circumstances are the grounds set out in the Application Form, being:

- A. **Death of a shareholder** – where, following the death of the shareholder, the shares are held by the personal representative(s) of the deceased shareholder, as part of his or her estate, and the personal representative is not a Transacting Shareholder on behalf of the estate.
- B. **Shareholder is no longer transacting** – where the shareholder has not been a Transacting Shareholder of Ravensdown during the last 5 years.
- C. **Shareholder has no capacity to Transact** – where the shareholder no longer has the capacity (ability) to transact with Ravensdown because it has disposed of (by sale or lease), or changed the use of the shareholder's farm property.

In summary:

- A "Transacting Shareholder" is a shareholder who purchases goods or services from Ravensdown.
- "Disposed of" means the farm property has been:
 - sold to a third party which the shareholder does not control;
 - leased to a third party (which the shareholder does not control) for a term of five or more years; or
 - leased by the shareholder (whether under a share milking contract or simple lease) and that contract has expired or been surrendered.
- "Changed the use of" means that the shareholder has made a permanent change to the use of the farm property so that it is no longer used for farming purposes.
- "Capacity" means that the shareholder has ownership or control over the farm property, so that it is able to purchase goods or services from Ravensdown.

If you meet one of the three grounds for surrender, and you have provided the required evidence to support your grounds (as explained below), then your application will be processed and presented to the board of directors of Ravensdown for consideration at their next board meeting.

If you do not meet one of the three grounds, **please do not complete this application form.**

If you do not meet one of the three grounds but you have ceased to be a Transacting Shareholder and want to surrender your shares, you can write to the board, offering to surrender some or all of your shares and setting out your reasons for doing so.

In this situation the board is under no obligation to accept your offer. Please be aware that in fairness to all of the company's other shareholders, the board very rarely approves a surrender on any other grounds other than the three set out above.

Application details

Shareholder Number: This is your Ravensdown Customer number.

Number of Shares to be surrendered:

- For a full surrender application, insert the total number of shares which are held under your shareholder number.
- For a partial surrender application relating to the downsizing of your farm property, the number of shares will need to be determined based on the tonnage of fertiliser which you will require in future years. Your Ravensdown agri manager will be able to assist you with calculating this amount, or the Customer Centre.

Shareholder Name(s): Legal name of the individuals, partners, trustees, or company.

Email or postal address for correspondence: This is so we can confirm that we have received your Application and can contact you if we have any further requirements.

Bank Account details for Share Surrender payment: Ravensdown will pay your share surrender payment into the bank account you nominate in the Application Form. This is the only method for payment as the company no longer issues cheques. The amount paid will be \$1.00 per share, provided you have fully paid up each share. Please be aware that any amounts that are owing and payable by you to Ravensdown may be deducted from this amount.

Evidence for grounds for surrender

Ground A

If you applying for the surrender of shares as the personal representative(s) of a deceased shareholder, you need to include a copy of the **Grant of Probate** or **Letters of Administration** with this application in order to evidence your appointment as the personal representative for the estate.

Please note that if, in your capacity as the personal representative of the deceased shareholder, you are still a Transacting Shareholder on behalf of the estate, you will not be eligible to surrender the shares held by the estate.

Ground B

If you are applying for the surrender of shares because you have not been a Transacting Shareholder of Ravensdown for the preceding 5 years, **no evidence** needs to be included with the application form as Ravensdown can determine your transaction history from its customer records.

If our records show that you have purchased solid NPKS product from the company within the last 5 years, we will not accept your application and will contact you accordingly.

Purchase of Ravensdown services and products that do not qualify for a rebate, such as spreading, consultancy services, lime, animal health, and agrochemicals, do not count as Transacting with Ravensdown for the purpose of this surrender ground.

Ground C

If you are applying for the surrender of shares because you have disposed of all or part of your interest in the farm, **the following evidence** needs to be included in your application.

- **Sale of farm:** If you have sold your farm, evidence of the name of the purchaser of the farm and the date on which the sale occurred. Please note that the sale of the farm must have settled before you can make an application for surrender.
- **Lease of farm:** Evidence of the name of the tenant, the date and initial term of the lease, and the term of any renewals.
- **Expiry of lease or share milking contract:** Evidence of the name of the landowner and the date on which the contract expired or was surrendered.

Appropriate evidence might be a copy of the relevant details in the sale agreement, lease, or share milking contract, or an email or letter from the shareholders lawyer or accountant.

In certain circumstances, Ravensdown may require additional evidence to support a declaration, such as a statutory declaration. Ravensdown will contact the shareholder if this is the case.

If you are applying for the surrender of shares because you have changed the use of all or part of your farm property, you will need to provide **evidence** that shows you are no longer using the land for farming purposes.

Signing

Depending on what type of applicant you are, ie. Individual, joint applicant, company, trust or partnership, there are different requirements for the how the form needs to be signed.

- **Individual or joint applicants:** Each shareholder must complete their name and sign the form. Each signature to be witnessed.
- **Company:** Complete the correct legal name of the company and sign the form in the manner permitted by the Companies Act or your constitution (which may mean a witness is required). As a general rule, the signature of two directors will be sufficient.
- **Partnership:** Unless the partnership agreement provides otherwise, all of the partners must sign the application form with each signature to be witnessed. Partners can be individuals or other entities, so must sign according to what entity they are.

In New Zealand there is no register of partnerships (as there is with companies), so in order to check that all partners have signed the application, we may require a copy of the up to date partnership deed or that part of the deed which sets out who the partners are.

- **Trusts:** Unless the Trust Deed provides otherwise, all of the trustees must sign the application form.

In New Zealand there is no register of trusts (as there is with companies), so in order to check that all trustees have signed the application, we may require a copy of the up to date trust deed or that part of the trust deed which sets out who the trustees are.

Extra signature space

If more persons need to sign the application form than we have left space for, please place the additional signatures on a blank page attached to your application, and write the name of your entity at the top of the form.

Execution by electronic means

Ravensdown does not require the original of any signed application forms. We will accept forms which are signed correctly and emailed to us, and forms which are signed using an electronic signature.

Privacy

Ravensdown respects your privacy and will take all due care to keep your information confidential. It will only make your information available to those people in the organisation who have a genuine business need to view it and in accordance with our Privacy Policy (refer to www.ravendown.co.nz).

Postal address

The Share Registry
Ravensdown Limited
PO Box 1049
Christchurch 8140

Need Assistance?

If you require further assistance with this form, please contact the Share Registry on sharereg@ravensdown.co.nz or by phoning 0800 100 123.