

NOTICE OF ANNUAL SHAREHOLDERS MEETING

2023

Dear Shareholder,

We would be very pleased if you would attend Seeka Limited's 2023 Annual Shareholders Meeting on **Thursday, 20 April 2023 commencing at 2:30pm**, either **at the meeting venue at Seeka360**, 34 Young Road, Paengaroa 3189, New Zealand, **or online at www.virtualmeeting.co.nz/sek23**.

In case you can't attend, please remember to complete and submit the enclosed Proxy Form so that it reaches our share registrar, Link Market Services Limited, by 2:30pm on Tuesday, 18 April 2023.

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

NOTICE OF ANNUAL SHAREHOLDERS MEETING 2023

NOTICE is hereby given that the Annual Meeting of Shareholders of Seeka Limited ("Seeka") will commence at 2:30pm on Thursday, 20 April 2023. Shareholders can attend the physical meeting at Seeka360, 34 Young Road, Paengaroa, or attend online at www.virtualmeeting.co.nz/sek23.

Ordinary business

The business of the Meeting is:

A: Annual Report and Accounts

"To receive the Annual Report of Seeka and the Financial Statements for the year ended 31 December 2022 together with the Auditor's Report thereon."

B: Resolutions

1. Director election – Cecilia Tarrant

To consider, and if thought fit, pass the following as an ordinary resolution:

"To re-elect Cecilia Tarrant as a Director."

The explanatory note to this ordinary resolution and the candidate's profile are on page 3.

2. Director election – Hayden Cartwright

To consider, and if thought fit, pass the following as an ordinary resolution:

"To elect Hayden Cartwright as a Director."

The explanatory note to this ordinary resolution and the candidate's profile are on page 3.

3. Appointment and Remuneration of Auditors

To consider, and if thought fit, pass the following as an ordinary resolution:

"To record the re-appointment of PwC (PricewaterhouseCoopers) as auditor of the Company, and to authorise the Directors to fix the remuneration and expenses of the auditor for the coming year."

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

C: 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 Tuesday, 18 April 2023 at 5:00pm. The Chair advises that, pursuant to Seeka's constitution, he will call for voting on all resolutions to be by way of a poll, meaning that each Shareholder has one vote for each share held.

All the Resolutions are ordinary resolutions and must be passed by a simple majority of the votes of those Shareholders entitled to vote and voting on the Resolutions.

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 on that Shareholder's behalf. The proxy need not be a Shareholder. You may appoint the Chair of the Meeting as your proxy. If you appoint the Chair of the Meeting as your proxy and do not direct the Chair how to vote in the proxy form, the Chair will vote discretionary proxies in favour of all Resolutions.

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 (Link Market Services, PO Box 91976, Victoria Street West, Auckland 1142) or scan and email to meetings@linkmarketservices.co.nz (please put the words "Seeka Proxy Form" in the subject line for easy identification) to arrive no later than 2:30pm on Tuesday, 18 April 2023.

Alternatively, you may lodge your proxy online. Go to <https://investorcentre.linkmarketservices.co.nz/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 and voting at the Meeting.

Independence of Directors

The Board have considered whether the director seeking re-election (Cecilia Tarrant) and the director seeking election (Hayden Cartwright) would qualify as independent directors under the NZX Listing Rules (the "Rules"), and Seeka's Board Charter.

Under the Rules, the Board must determine and identify whether the directors would qualify as independent directors. In making its determinations, the Board has had regard to the non-exhaustive factors described in recommendation 2.4 of the NZX Corporate Governance Code (see www.nzx.com/regulation/nzx-rules-guidance/corporate-governance-code).

In addition, under Seeka's Board Charter, a director is deemed to be non-independent if he or she:

- is, or is associated (directly or indirectly) with, a shareholder holding 5% or more of the shares on issue in the Company and is as a result likely to derive a substantial portion of his or her income from that relationship; or
- is an executive of the Company.

For the purposes of the Rules and Seeka's Board Charter, in the Board's view:

- if Cecilia Tarrant is re-elected as a director, she will qualify as an independent director;
- if Hayden Cartwright is elected as a director, he will not qualify as an independent director.

The re-election and election of the above directors is consistent with the Board's policy of director tenure as set out in the Board Charter.

By order of the Board

N Neilson

CFO and Company Secretary
20 March 2023

EXPLANATORY NOTES

RESOLUTIONS 1 AND 2: ELECTION OF DIRECTORS

In accordance with clause 23.1(i) of Seeka's Constitution, Cecilia Tarrant retires by rotation and, being eligible, offers herself for re-election.

In accordance with clause 23.1(f) of Seeka's Constitution, Hayden Cartwright, being eligible, offers himself for election.

Profiles of the candidates standing for re-election and election are set out below.

The Board supports and recommends that Shareholders vote in favour of the re-election of Cecilia Tarrant and election of Hayden Cartwright. No other nominations were received.

In line with Board succession planning, and as noted in the 2022 Annual Report, Marty Brick will retire at the Meeting. The Board thanks Marty for his significant contribution.

CANDIDATE PROFILES



Cecilia Tarrant

Independent, non-executive director

Appointed 27 April 2017

Chair Sustainability Committee
Member Remuneration Committee

Cecilia has more than 25-years experience in law and finance, having worked as a lawyer in Auckland and San Francisco before becoming an investment banker in New York and London. She is now a professional director.

Cecilia is the chair of New Zealand Green Investment Finance Limited, a director of Payments NZ, and is the Chancellor of Waipapa Taumata Rau - The University of Auckland. She is also involved in start-up investing and is a director of the ArcAngels network.

Cecilia is involved in both the beef and dairy industries through her family's ownership of a dry stock farm in the Waitomo area and partnership in a dairy farm in the Otorohanga district. Her family have lived in the Waitomo area for more than 100 years.



Hayden Cartwright

Non-executive director

Appointed 1 February 2023

Hayden is based in the Bay of Plenty and is managing director of his family's kiwifruit orchards. He is currently deputy chair of the Seeka Growers Council and Seeka's representative on the NZKGI forum.

Hayden holds a Bachelor of Engineering (BEng) and has been a Certified Practicing Project Manager (CPPM).

Hayden's 17 year engineering career in the oil and gas industry involved multiple leadership positions within listed companies in New Zealand and Australia.

RESOLUTION 3: APPOINTMENT AND REMUNERATION OF AUDITORS

PricewaterhouseCoopers is automatically reappointed as auditor of the Company under section 207T of the Companies Act 1993. This Resolution authorises the Directors to fix the fees and expenses of PricewaterhouseCoopers as the Company's auditor for the coming financial year ending 31 December 2023.