



**notice of meeting
2011**



PUMPKIN PATCH LIMITED

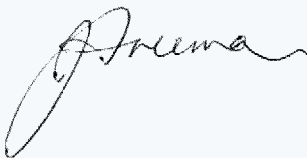
NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the Annual Meeting of Shareholders of Pumpkin Patch Limited (“Company”) for the year ended 31 July 2011 will be held in the Great Northern Room at the Ellerslie Convention Centre, Auckland, New Zealand on Tuesday, 22 November 2011, commencing at 1.00pm.

ITEMS OF BUSINESS

- A. The Chairperson’s introduction
- B. Addresses to shareholders
- C. Shareholder discussion
- D. Receive and consider the financial statements for the year ended 31 July 2011 together with the Directors’ and auditors’ reports
- E. Resolutions
To consider and, if thought fit, to pass the following ordinary resolutions:
 - 1. That PricewaterhouseCoopers be re-appointed as auditors of the Company and that the Directors are authorised to fix the auditors’ remuneration.
 - 2. That Sally Synnott be re-elected as a Director of the Company.
See explanatory notes.
 - 3. That Chrissy Conyngham be re-elected as a Director of the Company.
See explanatory notes.
- F. General Business
Consider any other business that may properly be submitted to an annual meeting.

By Order of the Board of Directors



Jane Freeman
Chairperson
20 October 2011

VOTING BY PROXY

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy to attend and vote instead of him or her. A proxy need not be a shareholder of the Company.

To appoint a proxy you should complete and sign the enclosed Proxy Form and return it:

- by mail to the Company's Share Registrar, Link Market Services Limited, PO Box 91976, Victoria Street West, Auckland 1142, New Zealand;
- a scanned copy by e-mail to LMSenquiries@linkmarketservices.com (please put the words "PPL Proxy Form" in the subject line for easy identification);
- or by facsimile to +64 9 375 5590.

The completed Proxy Form must be received by Link Market Services Limited no later than 1.00pm on Saturday, 19 November 2011.

All shareholders now have the opportunity to lodge their Proxy Vote online. Please view the Link Market Services website www.linkmarketservices.com and click on the Pumpkin Patch Voting banner on the screen. Online proxy voting must be completed by 1.00pm on Saturday, 19 November 2011.

EXPLANATORY NOTES

RESOLUTIONS 2 AND 3: RE-ELECTION OF DIRECTORS

Rotation of Directors

Under Listing Rule 3.3.11, two Directors must retire at the annual meeting each year, but shall be eligible for re-election at that meeting. Sally Synnott and Chrissy Conyngham, are required to retire under Listing Rule 3.3.11 as the two Directors longest in office but, being eligible to do so, are both seeking to be re-elected. A short biography of each of these two Directors seeking re-election is set out in the annual report.

Nominations being called for Directors in the period 22 August 2011 to 23 September 2011, and no other nominations have been received.

ORDINARY RESOLUTIONS

The resolutions proposed to be passed at the 2011 Annual Shareholders Meeting are all ordinary resolutions of the Company. An ordinary resolution is a resolution passed by a simple majority of votes of those shareholders entitled to vote and voting on the question.

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