

Notice of 2023 Annual Meeting of Shareholders

12PM, WEDNESDAY 25 OCTOBER 2023

As an owner of Winton Land Limited (**Winton or the Company**) the Board invites you to join us for our Annual Meeting of Shareholders.

Where: The meeting will be held at the offices of Link Market Services, Level 30 PwC Tower, 15 Customs Street West, Auckland 1010.

When: Wednesday, 25 October 2023, commencing at 12pm.

If you are attending the meeting in person, please bring your *Proxy Form* or your *CSN/Holder number* with you to help make registration quick and simple with the Link Market Services team.

Winton is also enabling a virtual shareholder meeting option for you via the Link Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/win23. If you wish to join the meeting online you will need your *CSN/Holder number* for verification. Further instructions on how to participate are outlined in the "*Important Information*" section at the bottom of this Notice of Meeting.

If you cannot attend, we encourage you to have your vote counted by completing and lodging the *Proxy Form* in accordance with the instructions within this Notice of Meeting so that it reaches Link Market Services by Monday, 23 October 2023 at 12pm.

Business and agenda of meeting

1. **Chair and Chief Executive Officer's address**
2. **Resolutions**

To consider and, if deemed fit, to pass the following ordinary resolutions at the meeting:

Resolution 1 - Election of Steven Joyce as Director

That Steven Joyce, having been appointed by the Board and only holding office until the Annual Meeting of Shareholders, be elected as a Director of the Company.

Resolution 2 - Auditor's Remuneration

That the Board be authorised to fix the fees and expenses of Ernst & Young as the auditor of the Company for the ensuing year.

For further detail, see the Explanatory Notes below.

3. Other Business and Shareholder Questions

To consider any other matter raised by a shareholder at the meeting.

We look forward to welcoming you to the 2023 Annual Meeting of Shareholders.

For and on behalf of the Winton Board of Directors,



Justine Hollows
General Manager, Corporate Services
25 September 2023

Explanatory Notes

Resolution 1: Election of Steven Joyce as Director

Under Listing Rule 2.7.1 of the NZX Listing Rules, and in accordance with clause 25.2 of the Company's constitution, a director appointed by the Board must not hold office (without re-election) past the next annual meeting following the director's appointment. If the director is eligible, they may offer themselves for election by shareholders at the annual meeting following their appointment.

Steven Joyce was appointed by the Board on 22 June 2023 and, being eligible, offers himself for election by shareholders at this meeting. Steven Joyce is an independent Director. A brief biography for Steven Joyce is set out below.

The Board unanimously recommends that shareholders vote in favour of the election of Steven Joyce.

Resolution 2: Auditor's Remuneration

The current auditor of the Company, Ernst & Young, be automatically reappointed as Winton's auditor at this meeting in accordance with section 207T of the Companies Act 1993. Under that legislation, the auditor's fees and expenses must be fixed at the Annual Meeting of Shareholders or in the manner that the Company determines at the meeting. Shareholder approval is therefore sought for the Directors of the Company to fix Ernst & Young's fees and expenses for the ensuing financial year.

Profile of Steven Joyce



Term of Office: *Appointed Director on 22 June 2023*

Steven has over 30 years of successful leadership experience across a unique mix of commercial and government roles, working in governance and executive positions.

While serving as a senior economic minister in the National government in New Zealand, Steven held the Finance, Economic Development, Science and Innovation, Transport, ICT and Tertiary Education, Skills and Employment Portfolios. Prior to entering politics, he was a successful radio entrepreneur, starting RadioWorks NZ Limited. Under his leadership, it became New Zealand's second largest radio company.

Steven holds a Bachelor of Science from Massey University.

Important Information

Voting

1. Voting will be by way of poll, meaning that each shareholder of Winton has one vote for each ordinary share in Winton held by that shareholder. Voting entitlements will be fixed at 5:00pm NZT on Friday, 20 October 2023. Registered shareholders at that time will be the only persons entitled to vote at the meeting (in person, online or by postal vote or proxy) and only the shares registered in those shareholders' names at that time may be voted at the meeting.
2. Results will be posted on NZX and ASX once voting results have been confirmed, after the conclusion of the meeting.

Proxy Appointment and Form

1. All shareholders are entitled to attend and vote at the meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. Shareholders can still attend the meeting, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).
2. A proxy need not be a shareholder of Winton.
3. Shareholders who wish to vote by appointing a proxy to vote on their behalf may direct their proxy to vote for or against a resolution, to abstain from voting or to exercise their discretion as to how to vote. Please note that your proxy will not be able to vote at the meeting unless you have provided a voting direction or discretion.
4. The appointment of a proxy must be made online at **vote.linkmarketservices.com/WIN** or, if you complete the accompanying Proxy/Voting Form in accordance with the instructions set out in the form, received by Link Market Services by no later than 12pm NZDT on Monday, 23 October 2023.
5. If, in appointing your proxy, you do not name a person to be your proxy (either online or on the accompanying Proxy/Voting Form), the Chair of the meeting will be your proxy and may only vote in accordance with your express direction.
6. You may appoint the Chair of the meeting as your proxy. If you appoint the Chair as proxy and the voting is left to the Chair's discretion, the Chair intends to vote in favour of each resolution.

Postal Votes and Electronic Voting

1. Instead of voting in person or by proxy, a shareholder may cast an online or postal vote on all or any of the matters to be voted on at the meeting. The Board has authorised Winton's share registrar, Link Market Services, to receive and count postal votes at the meeting.
2. A *Postal Voting Form* is enclosed with this notice (combined with the *Proxy Form*). If you wish to cast a postal vote you must vote by no later than 12pm NZDT on Monday, 23 October 2023 either:
 - a. vote online at **vote.linkmarketservices.com/WIN** or by scanning the QR code on the *Proxy/Voting Form*; or
 - b. completing the *Proxy/Voting Form* and send it to Link Market Services, in accordance with the instructions set out on the form.

Meeting Attendance

Shareholders (and appointed proxies) will be able to attend and participate in the meeting in person at the offices of our share registrar, Link Market Services, at the address noted on the front page, or virtually via an online platform provided by Link Market Services, at **www.virtualmeeting.co.nz/win23**. Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Annual Meeting Online Portal Guide available at: **<https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>**

Winton strongly recommends that shareholders who wish to participate in the meeting virtually log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.

Shareholder Questions

Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions. To encourage shareholder participation, we also invite those unable to attend in person to submit questions ahead of the meeting. If you would like to submit a question you can do so online or using the enclosed *Proxy Form*.

Directions

The venue for the in-person meeting is located in the PwC Tower which is part of the Commercial Bay precinct in the Auckland CBD. On arrival in the SkyLobby via the entry on Customs Street West, please select the lift to Level 30 to access the meeting venue at Link's offices. The building is easily accessed from Britomart and the ferry terminal if you are arriving on public transport. There are also public carparking options available, including the Downtown carpark (closest) and Britomart carpark (short walk).

Recording

A recording of the meeting will be available on the company's website (**Winton**) following the meeting.

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