

# 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](http://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.

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## 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](http://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.

WINTON



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## LODGE YOUR PROXY / POSTAL VOTE

### Online:

[vote.linkmarketservices.com/WIN](https://vote.linkmarketservices.com/WIN)

### Scan & email:

[meetings@linkmarketservices.com](mailto:meetings@linkmarketservices.com)

### Deliver:

Link Market Services Limited  
Level 30, PwC Tower,  
15 Customs Street West,  
Auckland 1010

### Mail:

Use the enclosed reply paid envelope or address to:  
Link Market Services Limited  
PO Box 91976  
Victoria Street West  
Auckland 1142

Scan this QR code with your smartphone and vote online



### General Enquiries

+64 9 375 5998 | [enquiries@linkmarketservices.com](mailto:enquiries@linkmarketservices.com)

## PROXY FORM/ADMISSION CARD FOR WINTON LAND LIMITED'S 2023 ANNUAL MEETING

The Winton Land Limited ("Company") Annual Meeting of Shareholders will be held at the offices of Link Market Services, Level 30 PwC Tower, 15 Customs Street West, Auckland and online at [www.virtualmeeting.co.nz/win23](https://www.virtualmeeting.co.nz/win23), on **Wednesday, 25 October 2023** commencing at **12pm**. If you will attend the Meeting online, you will require your Holder Number for verification purposes.

If you wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to the Company's share registry, Link Market Services Limited, **by no later than 12pm, Monday 23 October 2023**. You can also appoint your proxy online by going to [vote.linkmarketservices.com/WIN](https://vote.linkmarketservices.com/WIN) or by scanning the QR code above with your smartphone.

### Appointment of proxy

If you are a shareholder entitled to attend and vote at the Annual Meeting, you are entitled to appoint a proxy to attend and vote instead of you. This proxy form may be completed online, mailed, delivered, or scanned and emailed in accordance with the instructions above. A proxy need not be a shareholder of the Company. A company may appoint a person to attend and vote at the meeting as its representative in the same manner as a proxy is appointed. If you wish, you can appoint the Chair of the Meeting as your proxy. If you return this Proxy Form without appointing a proxy, the Chair of the meeting will vote in accordance with your express instructions.

### Voting of your holding

Direct your proxy how to vote by making the appropriate election in respect of each resolution. If you elect "discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you elect the "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. Please note that your proxy will not be able to vote at the Annual Meeting unless you have provided a voting direction or discretion. If the Chair of the Meeting is appointed as your proxy but you have not directed the Chair how to vote on a particular resolution, the Chair intends to vote your shares in favour of all the Resolutions.

### Postal Vote

As a shareholder entitled to vote at the Annual Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

### Attending the meeting

If you propose to attend the Annual Meeting in person, please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with Link Market Services prior to entering the meeting room.

### Signing instructions for proxy forms

#### Individual

Where the holding is in one name, this form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

#### Joint Holding

At least one joint security holder should sign this form (on behalf of all joint security holders). If different joint security holders purport to appoint different proxies, the vote of the proxy appointed by the first named joint security holder in the Company's share register will prevail.

#### Power of Attorney

This form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions above, **not later than 12pm on Monday, 23 October 2023**.

#### Corporate Shareholder

In the case of a corporate shareholder, this form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

# POSTAL VOTE / PROXY FORM

## STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

### POSTAL VOTING

I wish to vote by postal vote (please tick the box).  
My voting intention is indicated in the resolution section below.

### APPOINT A PROXY TO VOTE ON YOUR BEHALF

Note: If you wish, you may appoint the Chair of the Meeting as your proxy. To do this, enter "the Chair" in the space allocated below.

I/We being a shareholder(s) of Winton Land Limited

appoint \_\_\_\_\_ at \_\_\_\_\_  
(full name of proxy) (e-mail address)

or failing that person \_\_\_\_\_ at \_\_\_\_\_  
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held online on **Wednesday, 25 October 2023**, at **12pm** and at any adjournment of that meeting.

## STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted computing the required majority, for that item.

### ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS:		For	Tick (✓) in box to vote		
			Against	Abstain	Discretion
1.	That Steven Joyce, having been appointed by the Board and only holding office until the Annual Meeting, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That the Board be authorised to fix the fees and expenses of Ernst & Young as the auditor of the Company for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). If you do not mark any appropriate box for a particular resolution then your proxy will not be able to vote. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

## STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting, will have the opportunity to ask questions during the meeting. Shareholders can submit a question prior to the meeting online by going to [vote.linkmarketservices.com/WIN](http://vote.linkmarketservices.com/WIN) and completing the online validation process, or by completing the question section below and returning this form to Link Market Services. Questions will need to be submitted by 12pm on Monday, 23 October 2023. The Company has the discretion as to which of these questions will be addressed at the Annual Meeting.

Question:

### SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

Individual/Authorised Officer or attorney

Shareholder 2

Individual/Authorised Officer or attorney

Shareholder 3

Individual/Authorised Officer or attorney

Contact Name \_\_\_\_\_ Contact Daytime Telephone \_\_\_\_\_ Date \_\_\_\_\_

**Electronic Investor Communications:** If you received the notice of meeting and proxy form by mail and wish to receive your future investor communications by email, please provide your email address below.