

Information Form and Checklist

Annexure 2 (Entities that have a Primary Listing on the NZX Main Board)

Name of entity

ABN/ACN/ARBN/ARSN

Winton Land Limited

ARBN 655 601 568

This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

Nº Item

Location/Confirmation

All entities

- For each director or proposed director, the CEO or proposed CEO, and the CFO or proposed CFO (together, "relevant officers") of the entity at the date of listing,¹ a list of the countries in which they have resided over the past 10 years (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)²

<ul style="list-style-type: none"> Julian Bradwell Cook, Director, New Zealand David Joseph Liptak, Director, United States of America (New York) Christopher Scott Meehan, Director and CEO, New Zealand and Australia Michaela Ward Meehan, Director, New Zealand and Australia Anna Marion Molloy, Director, New Zealand Glen Andrew Tupuhi, Director, New Zealand Jean Hilary McMahon, CFO, New Zealand
--
- For each relevant officer, a list of any other names or alias they have used in the past 10 years, including any maiden name or married name³ (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)

N/A

- For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a national criminal history check obtained from the Australian Federal Police, a State or Territory police service or a broker accredited by Australian Criminal Intelligence Commission which is not more than 12 months old (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)

See Item 1 (national criminal history check for Christopher Scott Meehan and Michaela Ward Meehan)

- For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national criminal history check to that mentioned in item 3 above for each country in which the relevant officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or, if such a check is not available in any such

See Item 2 (national criminal history check for Julian Bradwell Cook, Christopher Scott Meehan, Michaela Ward Meehan, Anna Marion Molloy, Glen Andrew Tupuhi, Jean McMahon all

¹ If the entity applying for admission to the official list is a trust, references in items 1, 2, 3, 4, 5, 6 and 7 to a relevant officer mean a relevant officer of the responsible entity of the trust.

² The information referred to in items 1, 2, 3, 4, 5, 6 and 7 is required so that ASX can be satisfied that the relevant officer is of good fame and character under Listing Rule 1.11 Condition 11.

³ The sample statutory declaration referred to in item 7 below addresses this requirement. Note that if the relevant officer has used another name or alias (including a maiden name or married name) in the past 10 years, the criminal record and bankruptcy checks referred to in items 3, 4, 5, and 6 must cover all of the names or aliases the relevant officer has used over that period.

Nº Item	Location/Confirmation
<p>country, a statutory declaration⁴ from the relevant officer confirming that fact and that he or she has not been convicted in that country of:</p> <p>(a) any criminal offence involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of his or her duties as a director or officer of a company or other entity; or</p> <p>(b) any other criminal offence which at the time carried a maximum term of imprisonment of five years or more (regardless of the period, if any, for which he or she was sentenced),</p> <p>or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)</p>	<p>New Zealand and David Joseph Liptak, United States</p>
<p>=</p> <p>5. For each relevant officer who is or has in the past 10 years been a resident of Australia, an original or certified true copy of a search of the Australian Financial Security Authority National Personal Insolvency Index which is not more than 12 months old (Listing Rule 1.1 Condition 11 and Guidance Note 1 section 3.21)</p>	<p>See Item 3 (insolvency search for Christopher Scott Meehan and Michaela Ward Meehan)</p>
<p>6. For each relevant officer who is or has in the past 10 years been a resident of a country other than Australia, an original or certified true copy of an equivalent national bankruptcy check to that mentioned in item 5 above for each country in which the relevant officer has resided over the past 10 years (in English or together with a certified English translation) which is not more than 12 months old or if such a check is not available in any such country, a statutory declaration⁵ from the relevant officer confirming that fact and that he or she has not been declared a bankrupt or been an insolvent under administration in that country or, if that is not the case, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.21)</p>	<p>See Item 4 (insolvency search for Julian Bradwell Cook, Christopher Scott Meehan, Michaela Ward Meehan (including former name Michaela Ward), Anna Marion Molloy (including former name Anna Tonks), Glen Andrew Tupuhi, Jean McMahon (including former name Jean Furlong) all New Zealand and David Joseph Liptak, United States)</p>
<p>7. A statutory declaration⁶ from each relevant officer specifying whether they have used any other name or alias in the past 10 years and confirming that:</p> <p>(a) the relevant officer has not been the subject of any criminal or civil penalty proceedings or other enforcement action by any government agency in which he or she was found to have engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</p> <p>(b) the relevant officer has not been refused membership of, or had their membership suspended or cancelled by, any professional body on the ground that he or she has engaged in behaviour involving fraud, dishonesty, misrepresentation, concealment of material facts or breach of duty;</p> <p>(c) the relevant officer has not been the subject of any disciplinary action (including any censure, monetary penalty or banning order) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with his or her obligations as a director or officer of a listed entity;</p> <p>(d) no listed entity of which he or she was a relevant officer (or, in the case of a listed trust, in respect of which he or she was a relevant officer of the responsible entity of the trust) at the time of the relevant conduct has been the subject of any disciplinary action (including any censure, monetary penalty, suspension of trading or termination of listing) by a securities exchange or other authority responsible for regulating securities markets for failure to comply with its obligations under the Listing Rules applicable to that entity; and</p> <p>(e) the relevant officer is not aware of any pending or threatened investigation or enquiry by a government agency, professional body, securities</p>	<p>See Item 5 (Julian Bradwell Cook, Christopher Scott Meehan, Michaela Ward Meehan, Anna Marion Molloy, Glen Andrew Tupuhi, David Joseph Liptak, and Jean McMahon statutory declarations)</p>

⁴ The sample statutory declaration referred to in item 7 below also addresses this requirement.

⁵ The sample statutory declaration referred to in item 7 also addresses this requirement.

⁶ A sample statutory declaration is available from the ASX Compliance Downloads page on ASX's website.

Nº	Item	Location/Confirmation
	exchange or other authority responsible for regulating securities markets that could lead to proceedings or action of the type described in (a), (b), (c) or (d) above, or, if the relevant officer is not able to give such confirmation, a statement to that effect and a detailed explanation of the circumstances involved (Listing Rule 1.11 Condition 11 and Guidance Note 1 section 3.18)	

Entities applying under the profit test

8.	Evidence that the entity is a going concern or the successor of a going concern (Listing Rules 1.11 Condition 6(a) and 1.2.1)	See Item 6 , Winton Land Limited (Formerly known as Winton Property Limited) FY21 Annual Report (FY Ending 30 June 2021)
9.	Evidence that the entity has been in the same main business activity for the last 3 full financial years (Listing Rules 1.11 Condition 6(a) and 1.2.2)	See Item 6 , Winton Land Limited (Formerly known as Winton Property Limited) FY19 Annual Report (FY Ending 30 June 2019), FY20 Annual Report (FY Ending 30 June 2020) and FY21 Annual Report (FY Ending 30 June 2021)
10.	Audited accounts for the last 3 full financial years, including the audit reports (Listing Rules 1.11 Condition 6(a) and 1.2.3(a))	See Item 6 , Winton Land Limited (Formerly known as Winton Property Limited) FY19 Annual Report (FY Ending 30 June 2019), FY20 Annual Report (FY Ending 30 June 2020) and FY21 Annual Report (FY Ending 30 June 2021)
11.	If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.2.3(b))	N/A
12.	A reviewed pro forma statement of financial position, including the review (Listing Rules 1.11 Condition 6(a) and 1.2.3(c)) ⁷	See Item 7 (reviewed pro forma statement of financial position)
13.	Evidence that the entity's aggregated profit from continuing operations for the last 3 full financial years has been at least \$1 million (Listing Rules 1.11 Condition 6(a) and 1.2.4)	See Item 6 , Winton Land Limited (Formerly known as Winton Property Limited) FY19 Annual Report (FY Ending 30 June 2019), FY20 Annual Report (FY Ending 30 June 2020) and FY21 Annual Report (FY Ending 30 June 2021)
14.	Evidence that the entity's profit from continuing operations in the past 12 months to a date no more than 2 months before the date of this application has exceeded \$500,000 (Listing Rules 1.11 Condition 6(a) and 1.2.5)	See Item 6 , Winton Land Limited (Formerly known as Winton Property Limited) FY21 Annual Report (FY Ending 30 June 2021)
15.	Is there a statement in the Offer Document that the entity's directors ⁸ have made enquiries and nothing has come to their attention to suggest that the entity is not continuing to earn profit from continuing operations up to the date of the Offer Document	See Item 8

⁷ Note: the review must be conducted by a registered company auditor (or if the entity is a foreign entity, an overseas equivalent of a registered company auditor) or independent accountant.

⁸ If the entity applying for admission to the official list is a trust, the statement should be made by the directors of the responsible entity of the trust.

Nº	Item	Location/Confirmation
	If so, where is it?	
	If not, please attach such a statement signed by all of the entity's directors ⁹ (Listing Rule 1.2.6)	

Entities applying under the assets test

16. Evidence that the entity has:	N/A
(a) if it is not an investment entity, net tangible assets of at least \$4 million (after deducting the costs of fund raising) or a market capitalisation of at least \$15 million;	
(b) if it is an investment entity other than pooled development fund, net tangible assets of at least \$15 million; or	
(c) if it is a pooled development fund, net tangible assets of at least \$2 million (Listing Rules 1.11 Condition 6(a), 1.3.1 and 1.3.4)	
17. Evidence that the entity's working capital (as shown in its reviewed pro forma statement of financial position under listing Rule 1.3.5(d)) is at least \$1.5 million (Listing Rules 1.11 Condition 6(a) and 1.3.3(c))	N/A
18. Audited accounts for the last 2 full financial years, including the audit reports (Listing Rules 1.11 Condition 6(a) and Listing Rule 1.3.5(a))	N/A
19. If the entity's last financial year ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available), including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.3.5(b))	N/A
20. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity, audited accounts for the last 2 full financial years for that other entity or business, including the audit reports (Listing Rules 1.11 Condition 6(a) and 1.3.5(c) first bullet point)	N/A
21. If the entity has in the 12 months before the date of this application acquired, or is proposing in connection with its application for admission to acquire, another entity or business that is significant in the context of the entity and the last full financial year for that other entity or business ended more than 6 months and 75 days before the date of this application, audited or reviewed accounts for the last half year (or longer period if available) from the end of the last full financial year for that other entity or business, including the audit report or review (Listing Rules 1.11 Condition 6(a) and 1.3.5(c) second bullet point)	N/A
22. A reviewed pro forma statement of financial position, including the review (Listing Rules 1.11 Condition 6(a) and 1.3.5(d)) ¹⁰	N/A

⁹ If the entity applying for admission to the official list is a trust, the statement should be signed by all directors of the responsible entity of the trust.

¹⁰ Note: the review must be conducted by a registered company auditor or an overseas equivalent of a registered company auditor or independent accountant.