

Notice of Annual Meeting of Shareholders

11:00AM, WEDNESDAY 26 OCTOBER 2022

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

Where: This will be a virtual meeting via the Link Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/win22.

When: Wednesday, 26 October 2022, commencing at 11:00am.

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 end of this Notice of Meeting.

If you cannot attend, we encourage you to have your vote counted by completing and lodging the *Proxy/Voting Form* in accordance with the instructions within this Notice of Meeting so that it reaches Link Market Services by Monday, 24 October 2022 at 11:00am.

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 — Auditor's Appointment and Remuneration

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

Resolution 2 — Election of James Kemp as Director

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

Resolution 3 — Election of Jelte Bakker as Director

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

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 2022 Annual Meeting of Shareholders.

For and on behalf of the Winton Board of Directors,



Justine Hollows
General Manager, Corporate Services

3 October 2022

Explanatory Notes

Resolution 1: Auditor's Appointment and Remuneration

As disclosed in the Company's FY22 Annual Report, Winton has been extremely satisfied with KPMG's external audit services over the past 5 years and looks forward to continuing to work with them on non-audit functions going forward. However, as we head into the next 5-year term, the Board believes that now is the appropriate time to rotate external auditors. Following a formal request for proposals for external audit services, the Board recommends Ernst & Young be appointed as its new external auditor.

Pursuant to section 207U of the Companies Act 1993, Winton has notified KPMG of the proposal to replace the auditor of the Company with Ernst & Young and KPMG.

This resolution seeks shareholder approval of Ernst & Young's appointment as the Company's auditor pursuant to section 207P of the Companies Act 1993 and authorises the Board to fix the fees and expenses of the auditor pursuant to section 207S of the Companies Act 1993.

Resolutions 2 and 3: Election of James Kemp and Jelte Bakker as Directors

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.

James Kemp and Jelte Bakker were each appointed by the Board on 21 February 2022 and, being eligible, offer themselves for election by shareholders at this Annual Meeting. James Kemp and Jelte Bakker are non-executive Directors. A brief biography for each of James Kemp and Jelte Bakker is set out below.

The Board recommends that shareholders vote in favour of the election of each of James Kemp and Jelte Bakker.

Profile of James Kemp



Term of Office: *Appointed Director on 21 February 2022*

James was appointed to the Board of Winton in February 2022 in his capacity as a representative of TC Akarua 2 Pty Limited (as trustee of the TC Akarua Sub Trust), which is a substantial shareholder in Winton. James is currently a non-independent director.

James is an Executive Director in Macquarie Asset Management (MAM) and is Head of Real Estate, ANZ and Real Estate Investments, Asia-Pacific. He has over 15 years of experience in real estate private equity and investment banking across Asia-Pacific.

As part of his role, James has sat on numerous external boards and committees of investee companies. He is currently also a director of Unified Industrial.

James has a Bachelor of Finance and a Bachelor of Commerce (First class Honours and University Medal) from the University of Newcastle and a Master of Finance from INSEAD.

Profile of Jelte Bakker



Term of Office: *Appointed Director on 21 February 2022*

Jelte Bakker was appointed as an alternate Director to James Kemp. Jelte is an Executive Director in MAM and is Global head of Opportunistic Real Estate and Head of Real Estate Asia-Pacific.

Jelte has over 20 years of experience in real estate private equity and investment banking. Jelte is currently also a director on a number of other real estate companies globally.

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, 21 October 2022. Registered shareholders at that time will be the only persons entitled to vote at the meeting (online or by postal vote or proxy) and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.
2. Results will be posted on NZX and ASX once voting results have been confirmed, after the conclusion of the Annual Meeting.

Proxy Appointment and Form

1. All shareholders are entitled to attend and vote at the Annual 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 Annual 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 11:00am NZT on Monday, 24 October 2022.
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 Annual Meeting will be your proxy and may only vote in accordance with your express direction.
6. You may appoint the Chair of the Annual 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. A shareholder or appointed proxy 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/Voting Form*). If you wish to cast a postal vote you must vote by no later than 11:00am NZT on Monday, 24 October 2022 either:
 - a. Vote online at **vote.linkmarketservices.com/WIN** or by scanning the QR code on the *Proxy/Voting Form*;
 - b. Completing the *Proxy/Voting Form* and send it to Link Market Services, in accordance with the instructions set out on the form.

Virtual Annual Meeting

Shareholders (and appointed proxies) will be able to attend and participate in the Meeting virtually via an online platform provided by our share registrar, Link Market Services, at **www.virtualmeeting.co.nz/win22**. 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 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.

Shareholders may submit questions to the Board in advance of the Annual Meeting. We ask that all questions are submitted by 11:00am NZT on Monday, 24 October 2022. Questions to be provided in advance of the meeting can be submitted online at **vote.linkmarketservices.com/WIN** or by completing the appropriate section on the *Proxy/Postal Voting Form*.

Recording

A recording of the Annual Meeting will be available on the company's website ([Winton](#)) following the Annual Meeting.

WINTON



We build
neighbourhoods

WINTON.NZ

LODGE YOUR PROXY / POSTAL VOTE

Online:

vote.linkmarketservices.com/WIN

Scan & email:

meetings@linkmarketservices.co.nz

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

PROXY FORM/ADMISSION CARD FOR WINTON LAND LIMITED'S 2022 ANNUAL MEETING

The Winton Land Limited ("Company") Annual Meeting of Shareholders will be held online at www.virtualmeeting.co.nz/win22, on **Wednesday, 26 October 2022** commencing at **11am**. If you will attend the Meeting online, you will require your CSN/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 11am, Monday 24 October 2022**. You can also appoint your proxy online by going to 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 are entitled to vote and wish to do so in person, you should **join the meeting online**. Shareholders joining the meeting online will be able to ask questions and vote on the resolutions. To participate at the meeting online, use the following link to the Link Market Services virtual meeting platform at www.virtualmeeting.co.nz/win22. You will require your shareholder number, found on your proxy form, for verification purposes.

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 11am on Monday, 24 October 2022**.

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, 26 October 2022**, at **11am** 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 Ernst & Young be appointed as the auditor of the Company and 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"/>
2.	That James Kemp, 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"/>
3.	That Jelte Bakker, 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"/>

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 online, 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 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 11am on Monday, 24 October 2022. 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.