



## Notice of Annual Meeting

Notice is hereby given that the annual meeting of Kiwi Property Group Limited shareholders will be held at 1.30pm on Thursday, 27 June 2024.

This will be a hybrid event, enabling attendees to join in person or online.

## Agenda

### Addresses

Our Chair, Simon Shakesheff, and our Chief Executive Officer, Clive Mackenzie, will provide an overview of the company's performance for the year ended 31 March 2024. There will also be an opportunity for shareholders to ask questions.

### Resolutions

Shareholders will be asked to consider and, if thought appropriate, pass the following ordinary resolutions:

1. That Chris Aiken be re-elected as a director of the company.
2. That Kevin Kenrick be elected as a director of the company.
3. That the directors be authorised to fix the auditor's remuneration.

These resolutions are ordinary resolutions and are required to be passed by a simple majority of the votes of those shareholders who are entitled to vote and voting on the resolution.

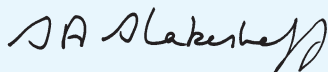
Further information is provided under the headings 'procedural notes' and 'explanatory notes'.

The Board recommends unanimously that you **vote in favour** of all resolutions.

### General business

To consider any other matter that may be brought properly before the meeting.

On behalf of the Board of Kiwi Property Group Limited.



**Simon Shakesheff**  
Chair

28 May 2024

## Procedural notes

### Attendance

All shareholders registered on the company's share register at the date of the meeting are entitled to attend and vote at the meeting. Shareholders may join the meeting either:

#### 1. In person

The annual meeting will be held at:

World Cup Lounge  
Level 4, Samsung South Stand  
Eden Park  
42 Reimers Ave, Kingsland,  
Auckland 1024

#### 2. Online

Shareholders can participate in the Annual Meeting virtually using an online platform provided by our share registrar, MUFG Corporate Markets (formerly 'Link Market Services') at: [www.virtualmeeting.co.nz/kpg24](https://www.virtualmeeting.co.nz/kpg24)

Shareholders attending the Annual Meeting virtually will be able to vote and ask questions. More information regarding online attendance at the Annual Meeting (including how to register to vote, how to vote and ask a question) is available from the virtual AGM guide: <https://bcast.linkinvestorservices.co.nz/generic/docs/OnlinePortalGuide.pdf>. Shareholders are encouraged to read the guide before the meeting.

During the meeting, the Board intends to answer as many of the most frequently asked questions as is reasonably practicable. Please refer to the instructions in the guide on how to ask a question.

### Voting and proxies

- Voting at the meeting shall be by way of a poll of the company's shareholders entitled to vote and voting.
- A shareholder entitled to participate and vote at the meeting is entitled to appoint a proxy to participate and vote on their behalf.
  - A proxy need not be a shareholder.
  - The Chair of the meeting may be appointed to act as proxy.
  - If the Chair of the meeting is appointed to act as proxy and is not directed how to vote, he will vote in favour of all the resolutions.
- A shareholder wishing to appoint a proxy can do so either:
  - Online: at [investorcentre.linkmarketservices.co.nz/voting/KPG](https://investorcentre.linkmarketservices.co.nz/voting/KPG); or
  - By completing the enclosed proxy form.
- The completed proxy form, or online proxy appointment, must be returned to the Registrar, MUFG Corporate Markets, by any of the methods specified on the proxy form, to be received no later than **1.30pm on Tuesday, 25 June 2024** (being 48 hours prior to the meeting).

## Explanatory notes

### Resolutions 1 & 2 – re-election of a director & election of a director

In accordance with NZX Listing Rule 2.7.1, a director must not hold office (without re-election) past the third annual meeting following the director's appointment or three years, whichever is longer. Chris Aiken was elected at the June 2021 annual meeting, will retire at this annual meeting and offers himself for re-election in line with these provisions.

In accordance with clause 27.6 of the Constitution of the company and NZX Listing Rule 2.7.1, any director appointed by the Board must retire at the next annual meeting, but shall be eligible for election at that meeting. Kevin Kenrick was appointed by the Board during 2024 and will therefore retire at this annual meeting. Kevin offers himself for election in accordance with these provisions.

The Board has determined that Chris Aiken and Kevin Kenrick will be independent directors for the purposes of the NZX Listing Rules if elected.

The NZX Listing Rules define an independent director as a director who is not an employee of the company and who does not have a Disqualifying Relationship. A Disqualifying Relationship is defined as any direct or indirect interest, position, association or relationship that could reasonably influence, or could reasonably be perceived to influence, in a material way, the director's capacity to:

- Bring an independent view to decisions in relation to the company
- Act in the best interests of the company, and
- Represent the interests of the company's financial product holders generally,

having regard to the factors described in the NZX Corporate Governance Code that may impact director independence, if applicable.

The factors that may impact director independence as described in the NZX Corporate Governance Code are:

1. The director is currently, or was within the last three years, employed in an executive role by the Company, or any of its subsidiaries.
2. The director is currently deriving, or has within the last 12 months derived, a substantial portion of his, her or their annual revenue from the Company.
3. The director is currently, or was within the last 12 months, in a senior role in a provider of material professional services (other than an external auditor) to the Company or any of its subsidiaries.
4. The director is currently, or was within the last three years, employed by the external auditor to the Company or any of its subsidiaries.
5. The director currently has, or had within the last three years, a material business relationship (e.g. as a supplier or customer) with the Company or any of its subsidiaries.

6. The director is a substantial product holder of the Company or a senior manager of, or person otherwise associated with, a substantial product holder of the Company.
7. The director is currently, or was within the last three years, in a material contractual relationship with the Company or any of its subsidiaries, other than as a director.
8. The director has close family ties or personal relationships (including close social or business connections) with anyone in the categories listed above.
9. The director has been a director with the Company for a period of 12 years or more.

The Board is committed to ensuring it possesses the appropriate mix of knowledge, experience and diversity to discharge its role and responsibilities. The Board supports the re-election of Chris Aiken and the election of Kevin Kenrick, as it considers they have the necessary expertise to contribute to the overall skill set required.

### Profile of Chris Aiken

Chris is Chair of the ESG Committee and a member of the Remuneration and Nominations Committee. He is a member of the Kāinga Ora Construction Advisory Board and Director of Waikato Developer Adare Ltd, and was previously a director of Metlifecare, Piritahi Civils Alliance, Appserv Ltd and Telecom Retail. Chris was Chief Executive or owner of several New Zealand and International companies including HLC Ltd, the Crown entity responsible for developing large urban communities, such as Hobsonville Point.

BA

Chair of the ESG Committee and member of the Remuneration and Nominations Committee.

Date appointed: June 2021



## Explanatory notes (cont.)

### Profile of Kevin Kenrick

Kevin is an Auckland-based professional director with significant experience in leading the strategic transformation of retail focused businesses across the telecommunications, travel, and media industry sectors. He is currently a director of BNZ. Kevin previously held the role of CEO at TVNZ and House of Travel, and executive leadership roles at Telecom NZ and Lion.



### Resolution 3 – auditor’s remuneration

Deloitte Limited is automatically reappointed auditor of the company at the annual meeting pursuant to section 207(T)(1) of the Companies Act 1993, unless the auditor gives notice it does not wish to be reappointed, the auditor is not a qualified auditor or the shareholders resolve to appoint a replacement auditor. Deloitte Limited has not given such notice and continues to be a qualified auditor. The resolution sought is to authorise the directors to fix the remuneration of the auditor pursuant to section 207(S)(a) of the Companies Act 1993.

## Location

World Cup Lounge  
Level 4, Samsung South Stand  
Eden Park  
42 Reimers Ave, Kingsland,  
Auckland 1024



## Getting there

### Directions to Eden Park from the Southern Motorway:

- Take the Khyber Pass Road exit and continue until you reach Symonds Street (750m).
- Turn left onto Symonds Street (160m) keep right and continue onto New North Road (500m).
- Stay on New North Road (900m) then take a slight left onto Sandringham Road (850m).
- Turn left onto Reimers Ave (400m).
- Entry and free parking is available in Car Park P5 off Reimers Avenue, please enter via Gate G. Security will assist with directing you to the nearest available car parking spaces.
- Take the lift to Level 4 and enter the World Cup Lounge.

The closest train station is Kingsland train station. For full route, timetable and fare information call Auckland Transport on 09 366 6400 or 0800 10 30 80 or visit [www.at.govt.nz/bus-train-ferry](http://www.at.govt.nz/bus-train-ferry)