

WINTON

NZX & ASX RELEASE

NZX: WIN / ASX: WTN

27 September 2024

NOTICE OF 2024 ANNUAL MEETING OF SHAREHOLDERS

The 2024 Annual Meeting of Shareholders of Winton Land Limited will be held as a virtual only meeting on Thursday, 24 October 2024, commencing at 11.00am (NZDT).

Copies of the Notice of Meeting and Proxy Form are attached.

Ends.

For further information, please contact:

Justine Hollows
GM, Corporate Services
(+64) 27 836 1875 / justine.hollows@winton.nz

About Winton

Winton is a residential land developer that specialises in developing integrated and fully masterplanned neighbourhoods. Across its 12 masterplanned communities, Winton has a portfolio of 23 projects expected to yield a combined total of circa 6,000 residential lots, dwellings, apartment units, retirement village units and commercial lots. Winton listed on the NZX and ASX in 2021.

www.winton.nz

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WINTON

BEST BY DESIGN



11.00AM, THURSDAY 24 OCTOBER 2024

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: This will be a virtual meeting via the MUFG Corporate Markets (formerly Link Market Services) Virtual Meeting platform at www.virtualmeeting.co.nz/win24.

When: Thursday, 24 October 2024, 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 bottom 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 MUFG Corporate Markets by Tuesday, 22 October 2024 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 - Election of Guy Fergusson as Director

That Guy Fergusson, having been appointed by the Board and only holding office until the Annual Meeting, 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 as may be properly raised at the meeting.

We look forward to welcoming you to the 2024 Annual Meeting of Shareholders.

For and on behalf of the Winton Board of Directors

Justine Hollows
General Manager, Corporate Services

27 September 2024



Explanatory notes

Resolution 1: Election of Guy Fergusson as Director

Under Listing Rule 2.71 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.

Guy Fergusson was appointed by the Board on 24 November 2023 and, being eligible, offers himself for election by shareholders at this meeting. Guy Fergusson is an independent Director. A brief biography for Guy Fergusson is set out below.

The Board unanimously recommends that shareholders vote in favour of the election of Guy Fergusson.

Resolution 2: Auditor's Remuneration

The current auditor of the Company, Ernst & Young, will be automatically reappointed as Winton's auditor at the Annual 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 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.

The Board unanimously supports this resolution and recommends that shareholders vote in favour of it at the meeting.

Profile of Guy Fergusson



Term of Office: *Appointed Director on 24 November 2023.*

Guy is an experienced corporate finance and capital markets professional.

Guy's investment banking experience spans 28 years. Guy is a founding partner at Centennial Partners an independent corporate finance advisory firm based in Sydney. His previous experience includes 14 years at Grant Samuel (with 4 years as the Co-CEO), Deutsche Bank and UBS, working across all aspects of corporate finance and Coopers & Lybrand (now PwC). Guy has extensive boardroom experience both in a corporate finance advisory capacity and as a director, and is currently a non-executive director at the Australian Wildlife Conservancy.

Guy is a qualified CA, holds a Bachelor of Commerce and a Masters of Taxation Law from UNSW Sydney.

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 Tuesday, 22 October 2024. 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 MUFG Corporate Markets by no later than 11.00am NZDT on Tuesday, 22 October 2024.
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. 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, MUFG Corporate Markets, 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 11.00am NZDT on Tuesday, 22 October 2024 by either:
 - a. voting 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 MUFG Corporate Markets, 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, MUFG Corporate Markets, at www.virtualmeeting.co.nz/win24. 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 Guide available at: https://bcast.linkinvestorservices.co.nz/MUFG/MUFG_VirtualMeetingGuide.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/Voting Form*.

Recording

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

WINTON

BEST BY DESIGN

LODGE YOUR PROXY / POSTAL VOTE

Online:

vote.linkmarketservices.com/WIN

Scan & email:

meetings@linkmarketservices.com

Deliver:

MUFG Corporate Markets
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

Mail:

Use the enclosed reply paid
envelope or address to:
MUFG Corporate Markets
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 2024 ANNUAL MEETING

The Winton Land Limited ("Company") Annual Meeting of Shareholders will be held online at www.virtualmeeting.co.nz/win24, on **Thursday, 24 October 2024** commencing at **11am**. 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, MUFG Corporate Markets (formerly Link Market Services Limited), **by no later than 11am, Tuesday, 22 October 2024**. 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

The 2024 Annual Meeting will be an online Meeting only. If you propose to attend the Annual Meeting online you can join via the MUFG Corporate Markets Virtual Meeting platform at: www.virtualmeeting.co.nz/win24. You will require your Holder Number 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 MUFG Corporate Markets (formerly Link Market Services Limited), in any manner as per the instructions above, **not later than 11am on Tuesday, 22 October 2024**.

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 **Thursday, 24 October 2024**, 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 Guy Fergusson, 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, 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 MUFG Corporate Markets. Questions will need to be submitted by 11am on Tuesday, 22 October 2024. 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.