



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.

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