

investore

Managed by Stride Investment
Management Limited



Notice of Annual
Shareholder Meeting
2024

Investore Property Limited

Notice of Annual Shareholder Meeting 2024

Date of meeting: 26 June 2024
Time: 10.30am

Location: The Boulevard Room
Sofitel Auckland
21 Viaduct Harbour Avenue
Auckland 1010

This Notice of Meeting is an important document and requires your attention. It should be read in its entirety. It has been prepared to advise you of the forthcoming Annual Meeting of Shareholders of Investore Property Limited and to assist you in understanding the resolutions to be put to shareholders for consideration at the Annual Meeting of Shareholders. The Directors encourage you to read this Notice of Meeting and exercise your right to vote. If you do not understand any part of this document or are in doubt as to how to deal with it, you should consult your broker or other professional adviser as soon as possible. Please also feel free to call Investore's Share Registrar on +64 9 488 8700 if you have any queries.

Business

A.	CHAIR'S ADDRESS
B.	MANAGER'S ADDRESS
C.	ANNUAL REPORT AND FINANCIAL STATEMENTS
	To receive and consider the Annual Report and audited financial statements of Investore Property Limited for the year ended 31 March 2024.
D.	ORDINARY RESOLUTIONS
	To consider and, if thought fit, pass the following ordinary resolutions: Resolution 1 – Auditor's Remuneration: <i>That the Directors be authorised to fix the remuneration of PwC as auditor of Investore Property Limited for the ensuing year.</i> Resolution 2 – Re-election of Director Gráinne Troute: <i>That Gráinne Troute be re-elected as a Director of Investore Property Limited.</i>
E.	GENERAL BUSINESS
	To consider such other business as may be lawfully raised at the meeting.

By order of the Board



Louise Hill, Company Secretary
24 May 2024

Explanatory Notes

Resolution 1 – Auditor’s Remuneration

PwC is the existing auditor of Investore Property Limited (Investore) and has indicated its willingness to continue as auditor. Pursuant to section 207T of the Companies Act 1993, PwC is automatically re-appointed at the Annual Shareholder Meeting as auditor of Investore.

Section 207S(a) of the Companies Act 1993 provides that the auditor’s fees and expenses must be fixed, either by Investore at the Annual Shareholder Meeting or in the manner that Investore determines at the Annual Shareholder Meeting. The proposed resolution, if passed by shareholders, would authorise the Board, consistent with commercial practice, to fix the remuneration of PwC as Investore’s auditor.

The Board unanimously recommends that shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Director Gráinne Troute

Director Gráinne Troute was elected to the Board of Directors of Investore at the 2018 Annual Shareholder Meeting and re-elected to the Board at the 2021 Annual Shareholder Meeting. Gráinne is required to stand for reappointment in 2024, being the third annual meeting following Gráinne’s re-election as a Director. Gráinne therefore retires in accordance with NZX Listing Rule 2.7.1 and offers herself for re-election. The Board has determined that Gráinne will be an independent non-executive Director for the purposes of the NZX Listing Rules, and will also be ‘Independent of the Manager’ under Investore’s constitution, if re-elected.

The Board unanimously supports the re-election of Gráinne Troute as a Director of Investore and recommends that shareholders vote in favour of Resolution 2.

Gráinne Troute

Independent Director

Chair of the Audit and Risk Committee

Gráinne has over 30 years’ experience in listed and unlisted organisations, in highly competitive and customer-focussed sectors, including McDonald’s New Zealand and SKYCITY Entertainment Group. Gráinne is currently a director of Tourism Holdings Limited and Summerset Group Holdings Limited, Chair of Montana Group and an independent board member of Duncan Cotterill. Gráinne is also a member of the NZX Corporate Governance Institute.



No nominations for persons for appointment to the Board were received by 9 May 2024, being the closing date for such nominations as advised to the market pursuant to NZX Listing Rule 2.3.2, and consequently no other person is eligible to be elected as a Director at the Annual Shareholder Meeting.

Procedural Notes and Other Information

Persons Entitled to Vote

Voting entitlements will be determined at 5.00 pm on 21 June 2024. Registered shareholders at that time will be the only persons entitled to vote at the Annual Shareholder Meeting and only the shares registered in those shareholders’ names at that time may be voted at the Annual Shareholder Meeting.

Voting Restrictions

Resolution 2

In accordance with clause 20.5(f) of Investore’s Constitution and certain waivers granted by NZX Regulation to Investore in respect of the NZX Listing Rules, Investore will disregard any votes cast by Stride Property Limited (SPL) or its “Associated Persons” (as defined in the NZX Listing Rules, which will include directors appointed by Stride Investment Management Limited (SIML)) on Resolution 2, other than:

- Any votes cast by any Director of SPL who holds shares in Investore in their personal capacity as the case may be; or
- Any votes cast by SPL or its Associated Persons as proxy for a shareholder who is entitled to vote on Resolution 2, where SPL or its Associated Persons vote in accordance with that shareholder’s express instructions to vote “For” or “Against” Resolution 2. SPL and its Associated Persons may not vote as proxy for a person who is entitled to vote on Resolution 2, where such person gives the proxy holder “Proxy’s Discretion”.

Proxies

A shareholder of Investore may attend and vote at the Annual Shareholder Meeting or may appoint a proxy to attend and vote on their behalf. A proxy need not be another shareholder of Investore, and may be the Chair of the Meeting or any Director of Investore.

If you wish to appoint a proxy, you should complete and return the Proxy Voting Form enclosed with this Notice of Meeting, or lodge your proxy online at www.investorvote.co.nz (see below for further details). You will need to enter your CSN Shareholder number, postcode/country of residence and the secure access control number that is located on the front of your Proxy Voting Form to lodge your proxy online.

To be effective, the Proxy Voting Form must be received by Investore’s share registrar, or the online appointment completed through InvestorVote, no later than 10.30am on 24 June 2024. Proxy Voting Forms must be returned to the office of Investore’s share registrar, Computershare Investor Services Limited, either by:

- Mail in the enclosed pre-paid envelope, addressed to: Private Bag 92119
Victoria Street West, Auckland 1142;
- Fax to +64 9 488 8787; or
- Lodge your proxy appointment online at www.investorvote.co.nz

If you appoint a proxy, you may either direct your proxy how to vote for you, or you may give your proxy discretion to vote as they see fit. If you wish to give your proxy discretion, then you must mark the appropriate boxes on the Proxy Voting Form. If you appoint the Chair or any other Director as your proxy, and tick the “Proxy’s Discretion” box, the Chair or Director, as applicable, intends to vote in favour of the relevant resolution, subject to the voting restrictions outlined in this notice.

If you do not tick any box (either “For”, “Against” or “Proxy’s Discretion”), the Chair or other Director (as applicable) will not be permitted to act as your proxy. If you tick more than one box in respect of a resolution your vote will be invalid on that resolution.

Any shareholder whose vote will be disregarded on Resolution 2 as outlined previously is not permitted to vote as a proxy for another person entitled to vote on that resolution where such person gives the proxy holder discretion on how to vote.

If shareholders intend to appoint a Director as their proxy and mark the “Proxy’s Discretion” box, then shareholders are advised to specify independent Directors Mike Allen, Gráinne Troute or Adrian Walker as their proxy, as any “Proxy’s Discretion” given to SIML-appointed Directors Tim Storey or Ross Buckley on Resolution 2 will be disregarded.

If a person is disqualified from voting (as outlined above), but is appointed as a discretionary proxy, that person will be ineligible to vote on motions from the floor (if any), as the discretionary proxy will not be valid.

Joint Holders

Where two or more persons are registered as the holder of a share, the vote of the person named first in the share register and voting on the matter will be accepted to the exclusion of the votes of the other joint holders.

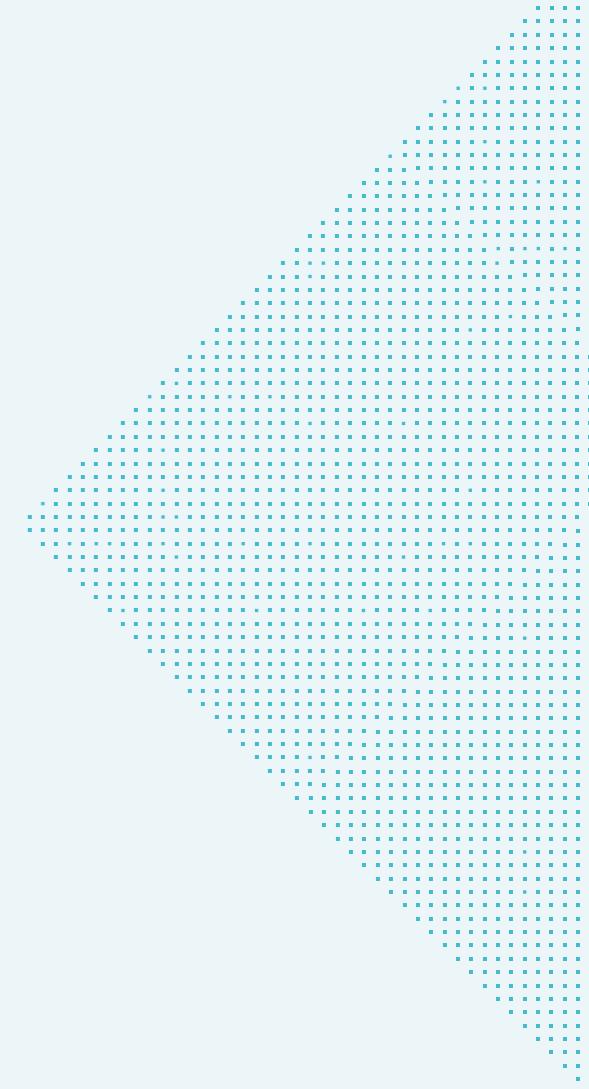
Ordinary Resolutions

All resolutions will be passed if approved by ordinary resolution at the Annual Shareholder Meeting. An ordinary resolution means a resolution passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution.



Woolworths Waimakariri Junction

Mitre 10 MEGA, Botany



McDonalds Takanini, Auckland



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