

WINTON

Winton Land Limited

Notice of 2025 Annual Meeting of Shareholders

Wednesday, 22 October, 11.00am

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 Pension & Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/win25.

When: Wednesday, 22 October 2025, 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 – Procedural Notes” 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 MUFG Pension & Market Services by Monday, 20 October 2025 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 Josh Phillips as Director

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

Resolution 2 – Re-election of Chris Meehan as Director

That Chris Meehan, who retires and is eligible for election, be re-elected as a Director of the Company.

Resolution 3 – Re-election of Michaela Meehan as Director

That Michaela Meehan, who retires and is eligible for election, be re-elected as a Director of the Company.

Resolution 4 – Re-election of Julian Cook as Director

That Julian Cook, who retires and is eligible for election, be re-elected as a Director of the Company.

Resolution 5 – Re-election of Glen Tupuhi as Director

That Glen Tupuhi, who retires and is eligible for election, be re-elected as a Director of the Company.

Resolution 6 - 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.

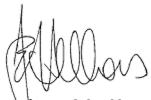
For further detail, see the Explanatory Notes below.

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 2025 Annual Meeting of Shareholders.

For and on behalf of the Winton Board of Directors



Justine Hollows
General Manager, Corporate Services
23 September 2025

EXPLANATORY NOTES

Resolutions 1 to 5: Election and Re-election of Directors

Under Rule 271 of the NZX Listing Rules, and clause 25.2 of the Company's constitution, Directors appointed by the Board must not hold office (without re-election) past the next annual meeting following that Director's appointment. If the Director is eligible, they may offer themselves for election by the shareholders at the annual meeting following their appointment. In May 2025, the Board appointed Josh Phillips as a Director of the Company under clause 37 of the Company's constitution. He retires at this Annual Meeting of Shareholders, and being eligible, offers himself for re-election.

In accordance with Rule 2.7.1 of the NZX Listing Rules and clause 27 of the Company's constitution, Directors must not hold office (without re-election) past the third Annual Meeting of Shareholders following the Director's appointment or three years, whichever is longer. Chris Meehan, Michaela Meehan, Julian Cook and Glen Tupuhi are subject to rotation under the NZX Listing Rules and the Company's constitution, and they retire by rotation at this Annual Meeting of Shareholders. Being eligible, Chris Meehan, Michaela Meehan, Julian Cook and Glen Tupuhi offer themselves for re-election. The Board has determined that Glen Tupuhi is an Independent Director (as defined by the NZX Listing Rules). The Board notes that Chris Meehan, Michaela Meehan, Julian Cook and Josh Phillips are not Independent Directors. Profile details for the Directors proposed to be elected or re-elected by rotation are set out on pages 4 and 5.

The Board considers that each of Chris Meehan, Michaela Meehan, Julian Cook, Glen Tupuhi and Josh Phillips have the appropriate blend of leadership and experience, combined with diversity of perspective, to contribute to the successful functional and strategic requirements of the Company.

The Board unanimously supports Resolutions 1, 2, 3, 4 and 5 and recommends that shareholders vote IN FAVOUR of each of them at the meeting.

Resolution 6: Auditor's Remuneration

The current auditor of the Company, Ernst & Young (EY), will be automatically reappointed as Winton's auditor at the Annual Meeting of Shareholders 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 of Shareholders or in the manner that the Company determines at the meeting. Shareholder approval is therefore sought for the Directors of the Company to fix EY'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 Josh Phillips

Josh is an Associate Director in the Macquarie Asset Management (MAM) Real Estate team. He has over 10 years of experience in real estate private equity and investment banking across Australia, New Zealand the UK, with a specialist focus on the residential sectors. Josh is currently a director of Local Residential, an Australian build-to-rent business. Josh holds a Masters in Environment, Law and Economics from the University of Cambridge.

Josh is a non-executive Director, appointed as an alternate to James Kemp, 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.

Term of Office:

Appointed Director on 8 May 2025.

Profile of Chris Meehan

Chris is a founding principal and the CEO of Winton, with over 30 years of experience in real estate investment. Prior to establishing Winton, Chris founded the Belle Property real estate franchise in Australia in 1999 and grew this business to circa 25 offices across Australia and New Zealand, prior to its sale to private equity interests in 2009. Chris is a well-respected member of the New Zealand property industry, with a successful track record in creating high quality masterplanned communities that are “best by design”.

Term of Office:

Chris Meehan is an executive Director, appointed on 19 June 2017.

Profile of Michaela Meehan

Michaela Meehan is a founding principal of Winton, with more than 20 years of corporate, property and treasury knowledge. Michaela’s experience includes a senior role in the Danish brewery Carlsberg, in Copenhagen, and she holds a Master of Science in Economics and Business Administration from the Copenhagen Business School. Michaela was also a professional sailor for 13 years, competing at three Olympic Games as a member of the Danish Sailing Team.

Term of Office:

Michaela is a non-executive Director, appointed on 19 June 2017.

Profile of Julian Cook

Julian has more than 20 years of investment banking and leadership experience, including his role as CEO of Summerset Group until 2021. He is currently Chairman of SkyCity Entertainment Group and a director of WEL Networks Limited and the Australian retirement business, Levande. Julian brings his wealth of experience and knowledge not only to his role as Director on the Winton Board, but also the executive role of Director of Retirement for Northbrook.

Term of Office:

Julian is an executive Director, appointed on 13 September 2021.

Profile of Glen Tupuhi

Glen has over 30 years' governance experience, including in health and justice related fields, including representing Ngati Paoa, Hauraki and iwi Maori. Glen has held senior positions in Oranga Tamariki, Corrections, Health Waikato, Hauora Waikato and Te Runanga o Kirikiriroa and ministerial appointments to the Independent Maori Statutory Board from 2010 – 2016, and nationally to the Maori Economic Development Panel.

Term of Office:

Glen is an independent Director, appointed on 24 September 2021.

IMPORTANT INFORMATION – PROCEDURAL NOTES

Voting

- A. The persons entitled to vote on the resolutions at the Annual Meeting of Shareholders are those persons who are recorded in the share register of Winton as holders of ordinary shares at 5:00pm NZDT on Monday, 20 October 2025. Voting will be conducted by way of poll, meaning that each shareholder of Winton has one vote for each ordinary share in Winton held by that shareholder.

Proxy Appointment and Form

- B. Registered shareholders may vote at the meeting either online or by postal vote or proxy. 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).
- C. A proxy need not be a shareholder of Winton.
- D. 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.
- E. The appointment of a proxy must be made online at vote.cm.mpms.mufg.com/WIN or, if you complete the accompanying Proxy/Voting Form in accordance with the instructions set out in the form, received by MUFG Pension & Market Services by no later than 11.00am NZDT on Monday, 20 October 2025.
- F. 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. 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

- G. 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 Pension & Market Services, to receive and count postal votes at the meeting.
- H. 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 NZDT on Monday, 20 October 2025 by either:
- voting online at vote.cm.mpms.mufg.com/WIN or by scanning the QR code on the Proxy/Voting Form; or
 - completing the Proxy/Voting Form and send it to MUFG Pension & Market Services, in accordance with the instructions set out on the form.

Virtual Annual Meeting

- I. 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 Pension & Market Services, at www.virtualmeeting.co.nz/win25. 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://mail.cm.mpms.mufg.com/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.

Other

- J. 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 you to submit questions ahead of the meeting which you can do online or using the enclosed proxy form.
- K. A recording of the meeting will be available on the Company's website following the meeting.