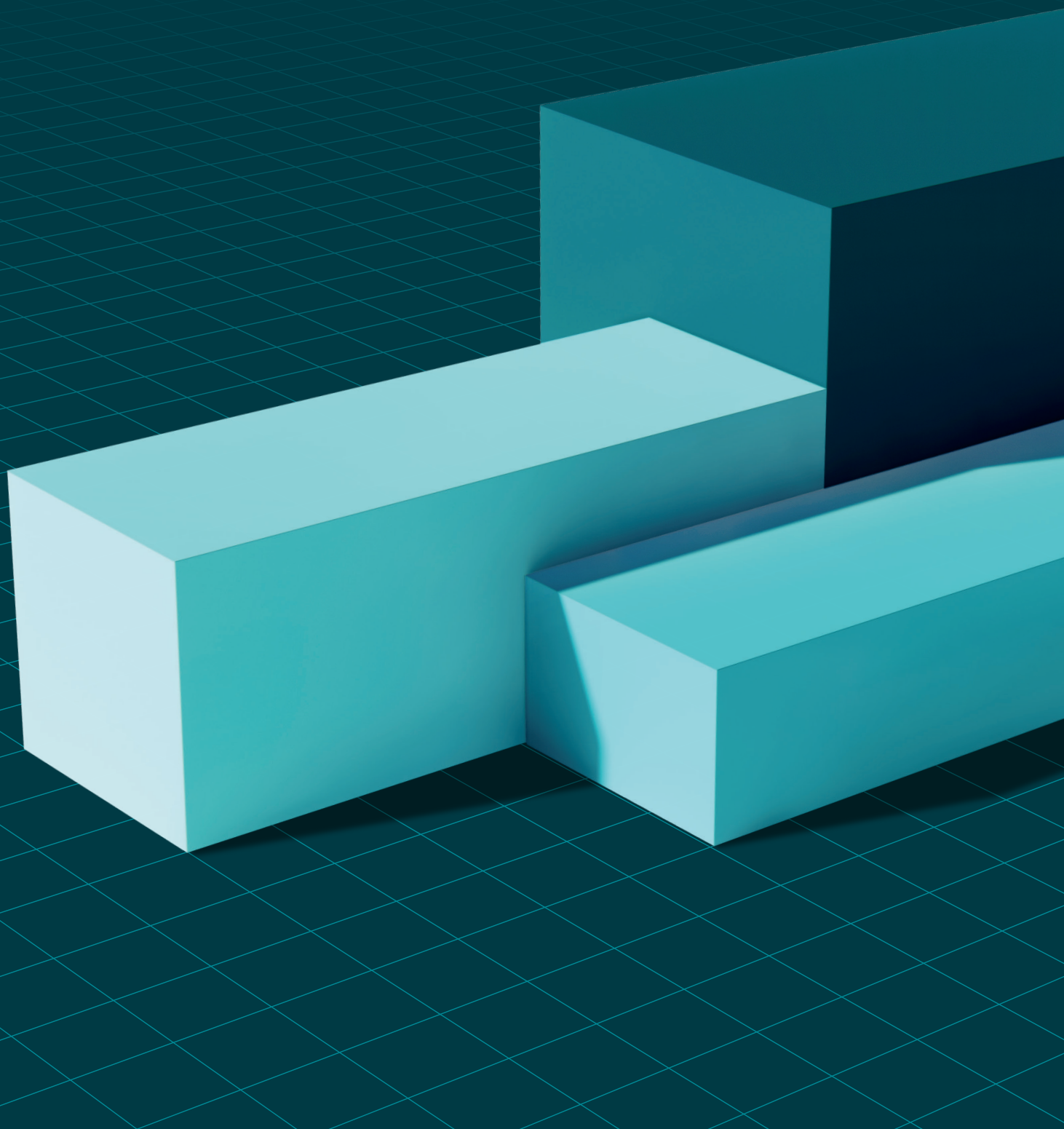




Managed by Stride Investment  
Management Limited

Notice of Annual  
Shareholder Meeting  
2022



Investore Property Limited

Notice of Annual Shareholder Meeting 2022

Date of meeting:	30 June 2022
Time:	10.30am
Location:	The Boulevard Room Sofitel Auckland 21 Viaduct Harbour Avenue Auckland

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 (Investore) 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 2022.
D.	ORDINARY RESOLUTIONS
	To consider and, if thought fit, pass the following ordinary resolutions: <b>Resolution 1 – Auditor’s Remuneration:</b> <i>That the Directors be authorised to fix the remuneration of PwC as auditor of Investore Property Limited for the ensuing year.</i> <b>Resolution 2 – Re-election of Director Mike Allen:</b> <i>That Mike Allen 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  
27 May 2022

# 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 Mike Allen

Director Mike Allen was appointed independent Chair of the Board of Directors of Investore in 2016 and re-elected to the Board at the 2019 Annual Shareholder Meeting. Mike is required to stand for reappointment in 2022, being the third annual meeting following Mike’s re-election as a Director. Mike therefore retires in accordance with NZX Listing Rule 2.7.1 and offers himself for re-election. The Investore Board has determined that Mike 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 elected.

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

### Mike Allen

**Independent Director  
Chair of the Board**  
BCom, LLB, CMInstD

Mike is an independent Director of Investore and is the Chair of the Investore Board. Mike has considerable governance experience and is currently a director of Taumata Plantations Limited and Chair of QuayStreet Asset Management. Prior to his governance career, he had an executive career in investment banking and general management experience in New Zealand and the United Kingdom.



No nominations for persons for appointment to the Investore Board were received by 3 May 2022, being the closing date for such nominations as advised to the market pursuant to NZX Listing Rule 2.3.2, and subsequently 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 27 June 2022. 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 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 his/her 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 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](http://www.investorvote.co.nz) (see below for further details). Lodging your proxy online will require you to enter your CSN Shareholder number and postcode/country of residence and the secure access control number that is located on the front of your Proxy Voting Form.

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 10.30 am on 28 June 2022. 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, Auckland 1142;
- Fax to +64 9 488 8787; or
- Lodge your proxy appointment online at [www.investorvote.co.nz](http://www.investorvote.co.nz).

A corporate shareholder may appoint a person to attend the meeting as its representative in the same manner as it may appoint a proxy.

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 he/she sees 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 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 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.



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