Northington Partners

Investore Property Limited

Independent Appraisal Report

Prepared in relation to the proposed Silverdale Centre Acquisition and Management Agreement Amendments

8 September 2025

Table of Contents

Abbreviations and Definitions

$k	Thousands of New Zealand Dollars
$m	Millions of New Zealand Dollars
Additional Services	The additional services provided by the Manager to Investore under the proposed new clause 6.4(g) of the Management Agreement
AFFO	Adjusted funds from operations
Amendment Date	The date the proposed amendment and restatement of the Management Agreement takes effect
Appraisal Report	This report prepared by Northington Partners
BNL	Bunnings New Lynn
Building Management Fee	The building management fee payable by Investore to the Manager under clause 6.4(a) of the Management Agreement
CAGR	Compound annual growth rate
CBR	Convenience-based retail
Company	Investore Property Limited
Contract Rental	The annual rent and other amounts payable by tenants to Investore under lease agreements
Convertible Note	Up to NZ$62.5 million of subordinated convertible notes expected to be issued by Investore and quoted on the NZX Debt Market
CPI	Consumer price index
DPPS	Distributable profit per share
DPS	Dividends per share
FY	In relation to Investore, financial year ending 31 March
GAV	Gross Asset Value
Investore	Investore Property Limited
IPO	Initial public offering
IRR	Internal rate of return
JLL	Jones Lang LaSalle Limited, the independent property valuer for the Silverdale Centre
LFR	Large format retail
LPV	Listed property vehicle
LVR	Loan to value ratio being drawn borrowings over the value of investment property
Management Agreement	The management agreement between SIML and Investore, dated 10 June 2016, whereby SIML manages properties owned by Investore in return for management fees
Management Agreement Amendments	The proposed amendments to the Management Agreement as described in this Appraisal Report
Manager	SIML, the manager of Investore
NLA	Net lettable area (in sqm)
Non-associated Shareholders	Shareholders of Investore not associated with SPL or SIML
Northington Partners	Northington Partners Limited
Notice of Special Meeting	The notice of special meeting of Investore shareholders and accompanying material in relation to, amongst other things, the Silverdale Centre Acquisition, the Silverdale Centre Letter and the Management Agreement Amendments
NTA	Net tangible assets
NZX	NZX Limited
p.a.	Per annum
Purchase Price	The agreed price of NZ$114 million in relation to the Silverdale Centre Acquisition
REIT	Real estate investment trust
SCA Properties	The 14 properties acquired by Investore from Shopping Centres Australasia in 2016
Silverdale Centre	The neighbourhood retail centre property as described in this Appraisal Report
Silverdale Centre Acquisition	The acquisition of the Silverdale Centre as described in this Appraisal Report

Silverdale Centre Fees	The proposed additional fees payable by Investore to SIML under the Silverdale Centre Letter over and above the fees payable under the current Management Agreement
Silverdale Centre Letter	The letter between SIML and Investore that would come into effect if the Silverdale Centre Acquisition was approved and the Management Agreement Amendments were not
SIML	Stride Investment Management Limited
Sqm	Square meters
SPL	Stride Property Limited
WACR	Weighted average capitalisation rate
WALT/WALE	Weighted average lease term/expiry
WBB	Woolworths Browns Bay

1.0 Executive Summary

1.1. Introduction

Investore Property Limited ("**Investore**" or the "**Company**") is a large format retail ("**LFR**") property vehicle that is listed on the main board of the NZX. Investore is externally managed by Stride Investment Management Limited ("**SIML**"), the real estate management business of the stapled group which comprises Stride Property Limited ("**SPL**") and SIML (together "**Stride Property Group**"). Investore was listed by SPL in 2016 following the demerger of SPL's large format retail ("**LFR**") properties and the acquisition of certain other LFR properties partially funded through its $185 million initial public offering ("**IPO**"). Following the IPO, SPL retained a 19.9% shareholding in Investore and currently has a 18.8% shareholding.

Investore owns a portfolio of 43 LFR properties with an aggregate value of ~$1 billion (post-acquisition of Bunnings New Lynn in June 2025 and disposal of Woolworths Browns Bay in September 2025). SPL directly owns a portfolio of 3 retail centres and 6 office properties with an aggregate value of $976 million as at 31 March 2025 (excluding properties classified as "Development & Other"). SPL also has shareholdings in each of the other funds managed by SIML, for a total portfolio value on a look-through basis of approximately $1.5 billion as at 31 March 2025.

Investore is seeking to acquire the Silverdale Centre retail property ("**Silverdale Centre**") from SPL for a total purchase price of $114 million (the "**Silverdale Centre Acquisition**"). Located in Silverdale, 32km north of Auckland's CBD, the Silverdale Centre is an open-air retail centre anchored by The Warehouse Group and Woolworths. Investore is planning to fund the Silverdale Centre Acquisition through bank debt, utilising Investore's facilities, and is also expecting to utilise proceeds from a subordinated convertible note to be offered under a product disclosure statement and quoted on the NZX Debt Market ("**Convertible Note**").

In addition, Investore is seeking shareholder approval for either of:

a) Specific fees associated with managing the Silverdale Centre to fairly compensate SIML for the additional work required in connection with managing the property over and above the fees payable under the current management agreement (the "**Silverdale Centre Fees**"). The Silverdale Centre Fees are recorded in the side-letter between SIML and Investore (the "**Silverdale Centre Letter**") and will only come into effect in certain circumstances (see further below); or

b) Broader amendments to the management agreement between Investore and SIML, dated 10 June 2016 and subsequently amended on 8 September 2017 (the "**Management Agreement**"). The proposed changes to the Management Agreement (the "**Management Agreement Amendments**") include broadening the scope of the investment policy to include convenience-based retail ("**CBR**") properties (of which LFR may be considered a sub-sector), changes to management fee provisions and the removal of capital management provisions reserving loan-to-value ratio ("**LVR**") and hedging policy decisions for the Investore Board.

As the Silverdale Centre Acquisition, Silverdale Centre Letter and the Management Agreement Amendments will each constitute a material transaction with a related party under NZX Listing Rule 5.2.1, each must be approved by an ordinary resolution of Investore's shareholders not associated with SPL (including any Director of SPL in the case of the Silverdale Centre Acquisition) and not associated with SIML (including any Director and senior manager of SIML in the case of the Silverdale Centre Letter and Management Agreement Amendments ("**Non-associated Shareholders**")). As part of that process, Investore has appointed Northington Partners Limited ("**Northington Partners**") to prepare an Appraisal Report for the benefit of Non-associated Shareholders. The main purpose of the Appraisal Report is to assist those shareholders to decide whether or not to approve the Silverdale Centre Acquisition and Silverdale Centre Letter or Management Agreement Amendments. These resolutions are detailed in the notice of special meeting ("**Notice of Special Meeting**") as resolutions 1 to 3 respectively sent to Investore shareholders (along with a separate 4th resolution not subject to this Appraisal Report).

If the first resolution relating to the Silverdale Centre Acquisition is approved, either of resolution 2 (Silverdale Centre Letter) or resolution 3 (Management Agreement Amendments) must also be approved in order for Investore to proceed with the Silverdale Centre Acquisition. If resolutions 1 to 3 are all approved, resolution 3 (Management Agreement Amendments) will take precedent and the Silverdale Centre Letter would not come into effect. However, the Management Agreement Amendments may be approved independently of the Silverdale Centre Acquisition.

As set out in more detail in Section 2.0, this report has been prepared in accordance with the requirements of NZX Listing Rule 7.10.2.

1.2. Summary of the Silverdale Centre Acquisition

As set out in Table 1 below, the purchase price of $114 million (the "**Purchase Price**") for the Silverdale Centre is equivalent to its current market valuation and implies a passing yield of 6.8%, slightly above the passing yield of Investore's existing portfolio of 6.5% (pro-forma, including Bunnings New Lynn, "**BNL**", and excluding Woolworths Browns Bay, "**WBB**"). The current market valuation of the Silverdale Centre was determined by Jones Lang LaSalle Limited ("**JLL**") as at 11 August 2025.

We note that the conditions of sale and purchase for the Silverdale Centre Acquisition have largely been satisfied other than approval by Investore's shareholders (Investore Board's approval is expected to be satisfied within 10 working days of the execution date). Subject to these approvals, Investore expects settlement of the Silverdale Centre Acquisition will occur on 31 October 2025. Further details about the Silverdale Centre Acquisition terms can be found in Section 5.1.

Table 1: Summary Silverdale Centre Metrics

Valuation Date	11 August 2025
Net Lettable Area	22,990 sqm
WALT	4.0 years
Valuation ($m)	$114
Purchase Price ($m)	$114
Net Contract Rent ($m)	$7.8
Valuation Capitalisation Rate	6.75%
Passing Yield at Purchase Price	6.8%

Source: JLL valuation report (as at 11 August 2025) and Investore

1.3. Summary of our Assessment of the Silverdale Centre Acquisition for Investore Shareholders

Our full assessment of the merits of the Silverdale Centre Acquisition for Investore shareholders is set out in Section 6.0 and summarised below in Table 2.

Table 2: Summary of Conclusions Regarding the Fairness of the Silverdale Centre Acquisition

Item	Key Conclusions	Further Information
Purchase Terms	▪ The proposed purchase price of $114 million for the Silverdale Centre is equivalent to its market value independently assessed by JLL (as at 11 August 2025). ▪ Under the terms of the Silverdale Centre Acquisition, SPL has agreed to either undertake certain seismic works (up to a cap of $800k) or reimburse part of the proposed purchase price (up to a cap of $800k) should Investore be required to carry out seismic strengthening on selected buildings. ▪ Given that the proposed purchase price is supported by an independent valuation and consistent with recent transaction evidence for similar properties, we consider the acquisition reflects arms-length purchase price terms.	**Sections 5.1 and 6.1**

Item	Key Conclusions	Further Information
Financial Impact	▪ If approved, the Silverdale Centre Acquisition is expected to increase Investore's distributable profit per share ("**DPPS**") by approximately 3.0%[1] on a pro forma basis, including the effect of the Convertible Note. ▪ Following settlement of both the Silverdale Centre and Convertible Note, Investore's LVR is projected to remain broadly unchanged at approximately 40.2% on a pro forma basis, compared to 39.4% as at 31 March 2025 (pro forma post-BNL and WBB), or increase to 45.6% if the Convertible Note issuance does not proceed. If the Convertible Note issuance did proceed but the Silverdale Centre Acquisition did not, then the LVR would reduce to 33.4%. In any case, Investore's LVR remains comfortably within the covenant limits of 60% under Investor's banking arrangements and the 65% limit required for its NZX-listed bonds. ▪ We consider that the use of the Convertible Note to repay bank debt and create balance sheet capacity for the Silverdale Centre Acquisition represents a prudent capital management approach in the current market environment, maintaining the LVR at appropriate levels. It enables Investore to fund the Silverdale Centre Acquisition while avoiding the dilution that would otherwise occur if funded through new equity, especially where Investore's shares are currently trading at a discount to NTA. In addition to preserving value for existing shareholders, the Convertible Note provides Investore with financial flexibility as the notes may be redeemed for cash at maturity, potentially using proceeds from non-core divestments over the next 3-4 years, or convert to shares at a premium to Investore's current share price. Therefore, the Convertible Note provides relatively attractive subordinated funding for the Silverdale Centre Acquisition while managing refinancing risk and maintaining gearing discipline.	**Section 6.2**
Strategic Fit	▪ The Silverdale Centre Acquisition is aligned with Investore's strategy of investing in quality LFR properties, optimising its portfolio and delivering targeted growth. It provides scale benefits, enhances tenant diversification and increases Investore's exposure to high-growth regions, particularly Auckland. ▪ We also note that the Silverdale Centre Acquisition was negotiated on arm's length terms by Investore's independent directors, who undertook a detailed review of the Silverdale Centre and concluded that it is an appropriate fit for Investore's existing LFR investment mandate.	**Section 6.3**
Operational Impact	▪ The Silverdale Centre Acquisition reduces Investore's exposure to Woolworths from 59% to 54% of Contract Rental (post-BNL acquisition and WBB disposal), while also introducing new nationally recognised tenants to the existing Investore portfolio, including The Warehouse Group and Chemist Warehouse. ▪ It also expands Investore's geographic presence in a strong growth corridor within the core Auckland region, increasing Investore's Greater Auckland exposure to 46% of Contract Rental. ▪ Although the Silverdale Centre has a shorter WALT of 4.0 years, this largely reflects the tenancy profile for The Warehouse Group. We believe that the vacancy risk from this expiry is relatively low, based on the growth outlook for the catchment area and the assumption that The Warehouse Group would renew their lease (they have further rights of renewal) or that the space would be re-tenanted (including from other large discount retail stores). ▪ Investore's portfolio WALT is only modestly reduced from 6.7 years (post-BNL and WBB) to 6.5 years on a pro forma basis, and is still	**Section 6.4**

[1] *See Section 6.2 for assumptions.*

Item	Key Conclusions	Further Information
	among the top three longest WALTs in the NZX-listed property sector. Occupancy would also remain strong at 99.1%. ▪ Silverdale Centre introduces 39 additional tenants, which will require more active lease management and potentially higher capital expenditure over time. However, these factors are balanced by enhanced scale, slightly higher yields, more frequent rental uplifts, and broader operational benefits. These considerations are also reflected in the property's valuation. ▪ Post-transaction, Silverdale Centre would represent ~10% of Investore's portfolio and be the single most valuable asset by a wide margin. While this by itself does not necessarily represent an issue, the specialty nature and size does mean that potential future liquidity for the asset may be reduced. This could limit future financial flexibility, offset to some degree by the balance of the portfolio largely representing more liquid supermarket and hardware anchored LFR properties.	

Taking all key elements of the Silverdale Centre Acquisition into account, we conclude that the purchase consideration and associated terms are fair to Non-associated Shareholders. When taken as a whole, the Silverdale Centre is consistent with a broader definition of LFR and provides a number of strategic advantages, including increased scale, improved geographic diversification into a high growth region of Greater Auckland, and enhanced tenant diversification.

1.4. Summary of our Assessment of the Silverdale Centre Letter for Investore Shareholders

Our assessment of the fairness of the Silverdale Centre Letter for Investore shareholders is set out in Section 7.0 and summarised below in Table 3.

Table 3: Summary of Conclusions Regarding the Fairness of the Silverdale Centre Letter

Item	Key Conclusions	Further Information
Silverdale Centre Fees	▪ The nature of the Silverdale Centre involves more management and resource than a single tenanted (or small number of tenants) LFR property. Consequently, the Silverdale Centre Letter seeks to fairly compensate SIML for the additional costs required in managing the property. The Silverdale Centre Letter, which has been negotiated between Investore independent directors and SIML, only relates to Silverdale Centre Fees. ▪ Some of the Silverdale Centre Fees are recoverable from tenants with the net non-recoverable fee of approximately $134k largely reflecting the level of non-recoverable fees from major tenants. ▪ The Silverdale Centre Fees reflect commercial arms-length fees for properties of a similar nature, and the non-recoverable component is reflected in both the Silverdale Centre independent valuation and our financial impact analysis of the Silverdale Centre Acquisition.	**Section 7.0**

We conclude that the Silverdale Centre Letter is fair to Non-associated Shareholders. The Silverdale Centre Fees agreed in the Silverdale Centre Letter simply reflect the increased cost of managing Silverdale Centre on behalf of Investore, are consistent with commercial arms-length terms for more management intensive properties and have been negotiated between the Investore independent directors and SIML.

1.5. Summary of our Assessment of the Management Agreement Amendments for Investore Shareholders

Our full assessment of the merits of the proposed Management Agreement Amendments for Investore shareholders is set out in Section 8.0 and summarised below in Table 4.

Table 4: Summary of Conclusions Regarding the Fairness of the Management Agreement Amendments

Item	Key Conclusions	Further Information
Expansion of Investment Mandate	▪ Broadens Investore's permitted investment scope to include CBR properties, complementing the existing LFR strategy. ▪ Enables participation in the resilient daily-needs retail segment, which has demonstrated strong performance and lower e-commerce exposure, particularly through economic downturns (e.g., COVID-19). ▪ Significantly expands the investment market opportunity for Investore, allowing access to well-located, non-discretionary anchored and service-based retail centres. ▪ Enhances tenant and income diversification, helping reduce reliance on Woolworths (which comprised ~62% of Investore's rent in FY25). ▪ Aligns with strategic trends among peer REITs (e.g. HomeCo, Region Group and Charter Hall Retail) in Australasia, which are increasingly focused on CBR/daily-needs retail. ▪ Expected to improve risk-adjusted returns through blended exposure to long-WALT LFR assets and higher-yielding, more frequently reset CBR assets. ▪ Consistent with Investore's existing strategy of owning stable, nationally recognised tenant-anchored retail assets focused on everyday needs.	**Section 8.1**
Capital Management Provisions	▪ Removes the fixed 50% LVR cap from the Management Agreement, delegating LVR and hedging policy decisions solely to the Board of Directors. ▪ Aligns Investore's governance approach with that of externally managed REIT peers in New Zealand and Australia, where treasury policy (including LVR and hedging) is a Board responsibility. ▪ Provides greater flexibility to respond to market conditions and optimise the capital structure as Investore pursues a broader investment mandate. ▪ Does not reduce investor protections, as the Board remains subject to NZX disclosure requirements and banking covenants, and has historically maintained a conservative gearing profile.	**Section 8.2**
Management Fee Provisions	▪ Updates the flat $10,000 Building Management Fee per property (set in 2016) to better reflect the actual management effort for multi-tenant properties (like Bay Central, Mt Wellington, and Carr Road shopping centres). ▪ Peer benchmarks indicate market-aligned fees are typically 1% to 3% of gross rent, whereas Investore's current fee structure sits materially below this range. ▪ The new structure aligns with market practice for externally managed REITs and adjusts for the increased complexity and intensity of Investore's evolving portfolio. ▪ The Building Management Fee for Bay Central, Mt Wellington, and Carr Road shopping centres will be capped at the amounts recoverable from tenants, limiting any material impact on distributable profit. For properties acquired, developed or redeveloped after the Amendment Date, the Building Management Fee will be the higher of $10,000 per	**Section 8.3**

Item	Key Conclusions	Further Information
	property (increasing with inflation) and the amount of building manager's fees and centre management expenses included within operating and marketing expense for the relevant properties. ▪ The incremental cost to Investore of the change to the Building Management Fee is only expected to be approximately $89k for the existing portfolio (plus an additional $134k cost if the Silverdale Centre Acquisition is approved). ▪ Even after the change, Investore's combined asset and building management costs remain conservative relative to peer benchmarks. ▪ The introduction of Additional Services Fees provides flexibility for additional management resource services that are not contemplated by the Management Agreement to be requested by Investore, and for the scope and fees for such services to be agreed with SIML. This change provides for Investore to obtain additional services which have historically been agreed between Investore and SIML outside of the Management Agreement, including historic services and fees associated with Investore's sustainability initiatives and capital management projects.	

Taking all key elements of the Management Agreement Amendments into account, we conclude that the terms are fair to Non-associated Shareholders. They provide updates to other fee provisions to be consistent with market-based terms and better cater for additional future portfolio investments which may include CBR properties.

The changes to the Management Agreement in some respects represent commercial updates to the original Management Agreement which is almost 10 years old, align the Management Agreement with the investment scope of similar Australian REITs and provide the Investore Board with more scope to make certain decisions which are arguably in the ordinary course of business. Notwithstanding the changes, all key decisions remain subject to disciplines imposed by the NZX Listing Rules, banking covenants and standard Companies Act requirements.

2.0 Scope of the Report

2.1. Regulatory Requirements

2.1.1. NZX Listing Rule Requirements

The Silverdale Centre Acquisition is subject to rule 5.2 of the NZX Listing Rules. Pursuant to the NZX listing Rules, Investore may not enter into a Material Transaction with a Related Party (i.e., SPL) unless that transaction is approved by an ordinary resolution of shareholders not associated with the Related Party.

A "Material Transaction" for the purposes of the NZX Listing Rules includes the acquisition or disposal of assets having an aggregate net value in excess of 10% of the average market capitalisation of the Company or the where the gross cost for services provided by the related party have a value greater than 1% of average market capitalisation of the Company. Under the Silverdale Centre Acquisition, Investore would make a payment of $114 million for the Silverdale Centre, representing approximately 26% of Investore's average market capitalisation[2].

The Silverdale Centre Letter and Management Agreement Amendments are also considered a Material Transaction with a Related Party for the purpose of the NZX Listing Rules as Investore pays for the services provided by SIML under the Management Agreement and the value of the management fees exceeds 1% of Investore's average market capitalisation. The Silverdale Centre Letter or Management Agreement Amendments cannot become effective unless approved by an ordinary resolution of shareholders not associated with SIML. Only one of the Silverdale Centre Letter and the Management Agreement Amendments can become effective, with the Management Agreement Amendments taking precedence if both are approved.

NZX Listing Rule 7.8.8 requires that the notice of special meeting to consider the ordinary resolutions referred to above must be accompanied by an Appraisal Report, prepared by an independent adviser to opine on the fairness of the transaction to shareholders not associated with the relevant related party. This report is therefore addressed to the independent directors of Investore for the benefit of Non-associated Shareholders.

The report should not be used for any other purpose and should be read in conjunction with the declarations, qualifications and consents set out in Appendix 2.

2.1.2. Declarations

Pursuant to Listing Rule 7.10.2, we state that:

(i) In our opinion, the consideration and the terms and conditions of the proposed Silverdale Centre Acquisition and Silverdale Centre Letter or the Management Agreement Amendments are fair to Non-associated Shareholders. The grounds for these opinions are set out in this report;

(ii) We believe that the shareholders entitled to vote on the resolutions in relation to the Silverdale Centre Acquisition, Silverdale Centre Letter and the Management Agreement Amendments will be provided with sufficient information to understand all relevant factors and on which to make an informed decision. The two main sources of information are this report and the Notice of Special Meeting;

(iii) We confirm that we have been provided with all of the information that we believe is required for the purposes of preparing this report; and

(iv) The material assumptions on which our opinion has been based are clearly set out in the body of this report.

2.2. Basis of Assessment and Evaluation

[2] *Based on the 20-day volume weighted average price of Investore shares traded on the NZX up to 4 September 2025.*

The content required to be included in the Appraisal Report pursuant to the NZX Listing Rules is set out in rule 7.10.2. Among other things, the Appraisal Report must state whether or not the reporter considers that the terms and conditions of each of the Silverdale Centre Acquisition, the Silverdale Centre Letter and the Management Agreement Amendments are "*fair*" to the Company's shareholders other than those shareholders (if any) that may be associated with the related parties to the transaction. Although there is no statutory definition of "*fair*" or any specific guidance provided in the NZX Listing Rules, our assessment of the fairness of the Silverdale Centre Acquisition, the Silverdale Centre Letter and the Management Agreement Amendments is based on a consideration of:

- The consequences for the existing shareholders if the resolutions regarding the Silverdale Centre Acquisition and the Silverdale Centre Letter or Management Agreement Amendments are approved or not approved;
- The consequences for existing shareholders if the resolution regarding the Silverdale Centre Acquisition is not approved and the Management Agreement Amendments are approved; and
- The overall terms of the Silverdale Centre Acquisition, the Silverdale Centre Letter and the Management Agreement Amendments.

Northington Partners has evaluated the Silverdale Centre Acquisition, the Silverdale Centre Letter and the Management Agreement Amendments by reviewing the following factors:

- The assessed market value of the Silverdale Centre Acquisition relative to the consideration being paid;
- The impact of the Silverdale Centre Acquisition on Investore's financial metrics such as LVR levels and distributable profit per share;
- Whether the Silverdale Centre Acquisition is broadly consistent with Investore's investment strategy mandate;
- The impact of the Silverdale Centre Acquisition on operational factors including the fit with Investore's stated investment strategy, as well as the geographic spread, tenant weightings and weighted average lease terms of the Investore portfolio;
- The impact of the Silverdale Centre Letter or Management Agreement Amendments on strategic and operational factors and the financial impact on Investore; and
- Other considerations that may be necessary for shareholders to make an informed decision in relation to the Silverdale Centre Acquisition and the Silverdale Centre Letter or Management Agreement Amendments.

3.0 Overview of the Australasian Retail Property Sector

Investore specialises in quality LFR properties – typically standalone buildings leased long-term to national retailers, including supermarkets, hardware stores, general merchandise and health and wellbeing. In New Zealand and Australia, the listed property sector includes a number of vehicles with retail exposure, ranging from traditional shopping centre owners to specialised vehicles focusing on either LFR or CBR centres.

A review of comparable listed-property vehicles (LPVs)[3] reveals three distinct strategic approaches within retail:

- Town-centre / daily-needs / CBR platforms that prioritise essential-service anchors and non-discretionary spending;
- Major-tenant LFR portfolios comprising big-box retailers (like large supermarkets, home improvement or discount department stores) on long leases; and
- Hybrid mixed-use precincts that integrate daily-needs anchors with discretionary mini-majors, specialty retail and, increasingly, residential or office components.

To position Investore within this landscape, Table 5 summarises each peer's investment strategy, while Figure 1 maps their exposure across the retail-tenant spectrum, and Table 6 presents key portfolio metrics for each retail peer.

Table 5: Peer Investment Strategy Summary

Entity	Investment Strategy Snapshot	Major tenant exposure %	Management Model
New Zealand			
Investore (NZX:IPL)	Major-tenant LFR core, adding grocery-anchored multi-tenant centres for diversification.	59%[4] (Woolworths)	Externally managed
Kiwi Property (NZX:KPG)	"Retail-led mixed-use" precincts (Sylvia Park, LynnMall) blending daily-needs anchor with discretionary retail, office & residential.	<10%	Internally managed
Stride/ Diversified (NZX:SPL)	In addition to Investore, Stride's retail property portfolio includes 5 owned/managed town/shopping centres (NorthWest, Silverdale, Johnsonville, Queensgate, Chartwell), mixing supermarkets with fashion, leisure & community uses.	~20% (Woolworths)	Externally managed (Stapled SIML)[5]
Australia			
Charter Hall Retail (ASX: CQR)	Convenience shopping centres retail and long WALT net lease retail assets.	11% (Woolworths)	Externally managed
HomeCo (ASX: HDN)	Convenience / daily-needs REIT; supermarket-anchored neighbourhood hubs with selective LFR properties.	8% (Woolworths)	Externally managed
Region Group (ASX: RGN)	87 CBR centres, with ~90% of gross rent generated from non-discretionary tenants.	29% (Woolworths)	Internally managed
BWP Trust (ASX: BWP)	82 properties (including 66 Bunnings Warehouses) on triple-net leases; single-tenant LFR model.	78% (Bunnings)	Externally managed [6]

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[3] Our analysis excludes: 1) premium CBD and large regional mall REITs, such as Vicinity Centres (ASX:VCX) and Scentre Group (ASX:SCG); and 2) REITs specialising in fuel/service-station convenience assets, such as Dexus Convenience Retail (ASX:DXC) and Waypoint (ASX:WPR).

[4] Post-acquisition of BNL in June 2025 and disposal of WBB in September 2025, and excluding properties classified as 'Development & Other'.

[5] SIML manages assets owned by SPL and by Diversified NZ Property Trust.

[6] BWP internalisation announced on 27 June 2025.

Figure 1: Peer Positioning Along the Retail-Tenant Spectrum

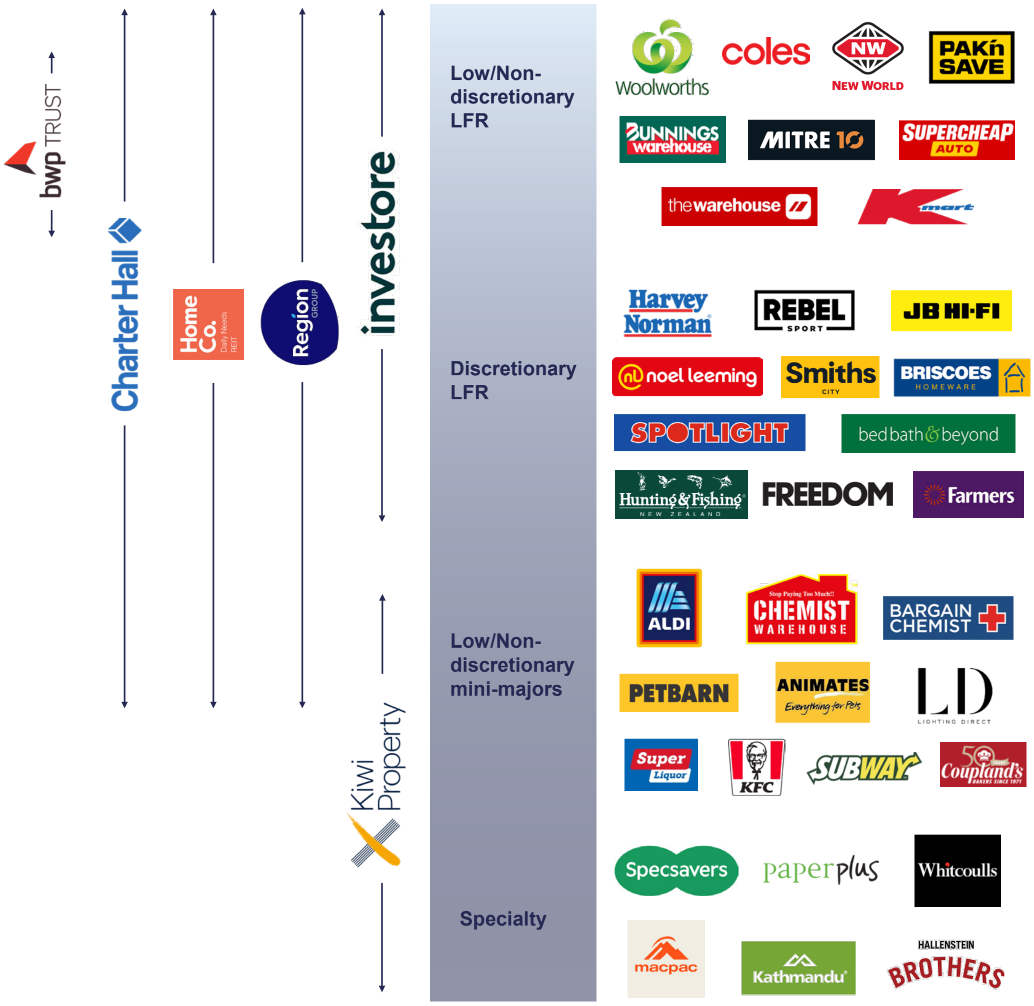


Table 6: Key Metrics for Australasian Retail-Focused LPVs

Entity	Portfolio Value	No. of Props	Avg. Property Value	WACR (%)	WALT (yrs)	NLA[1] ('000 sqm)	Occup. (%)	LVR[2] (%)
New Zealand	*NZ$m*		*NZ$m*					
Kiwi Property	2,323	5	465	6.4%	3.1	360	97.0%	38.4%
Investore[3]	984	43	23	6.3%	6.7	262	99.0%	39.4%
Diversified (Stride)	384	2	192	8.3%	2.7	86	97.0%	38.7%
Stride town centres	282	3	94	7.4%	3.6	59	95.5%	
NZ Average	**993**	**13**	**193**	**7.1%**	**4.2**	**213**	**97.1%**	**38.8%**
Australia	*AU$m*		*AU$m*					
HomeCo	4,920	47	105	5.6%	4.9	842	99.0%	35.2%
Region Group	4,374	87	50	6.0%	4.9	773	97.5%	33.5%
BWP Trust	3,705	82	45	5.4%	4.5	1,156	98.6%	21.6%
Charter Hall Retail	2,934	44	67	6.1%	5.3	563	98.4%	35.0%
Australia Average	**3,983**	**65**	**67**	**5.7%**	**4.9**	**834**	**98.4%**	**31.3%**

Source: Annual reports and results presentations as of 31 Mar 2025 for New Zealand LPVs and 30 Jun 2025 for Australian LPVs. Kiwi Property metrics consider retail and mixed-use portfolio only (exclude the office properties). Charter Hall Retail metrics exclude the convenience net lease retail portfolio. [1] Gross Lettable Area (GLA) shown where NLA was not disclosed. [2] LVR of Diversified/Stride is based on SPL's directly held office and town centre properties. LVR of Kiwi Property and Charter Hall Retail relates to their total portfolio. [3] Including BNL but excluding WBB and properties classified as "Development & Other".

As shown in Table 6 above, the following observations can be made:

- Australian LPVs are materially larger than their New Zealand peers, with an average portfolio value of ~AU$4 billion versus ~NZ$1 billion in NZ.
- Investore stands out with a WALT of 6.7 years, the longest among all retail-focused LPVs listed in the table. In contrast, Australian peers like HomeCo, Region Group and Charter Hall Retail show WALTs of 4.9-5.3 years, reflecting shorter lease profiles more typical of multi-tenanted, convenience-based centres.
- Occupancy levels are strong across the board, with Investore at 99.0%, ahead of both the NZ and Australian averages.
- Cap rates (WACR) average 7.1% in NZ and 5.7% in Australia, reflecting lower valuation yields and higher pricing for Australian retail assets. This likely reflects the investor demand, market outlook and interest rate profiles of the respective countries as well as the more defensive non-discretionary nature of the Australian LPVs. Investore's WACR of 6.3% sits between the two country averages and is the lowest of the New Zealand retail portfolios, consistent with its quality asset base but also reflecting the more defensive, non-discretionary nature of the underlying tenants.
- Investore's LVR of 39.4% (as at 31 March 2025, post-BNL acquisition and WBB disposal) sits above the levels reported by most of its peers.

4.0 Profile of Investore

4.1. Overview of the Company

Investore is New Zealand's only listed property company with an investment strategy focused on the LFR property sector. LFR properties are generally characterised by:

- Limited number of specialty retail tenants (generally no more than 15) with the anchor tenant occupying more than 50% of the net lettable area and contributing more than 50% of the rental income. This ensures the majority of rental income is received from lease arrangements with nationally recognised retailers.
- The anchor tenant(s) net lettable area is usually more than 2,000 sqm, with specialty tenants typically occupying more than 150 sqm, although in some limited cases this may be as small as 60 sqm or less.
- Physically, building improvements which are typically large, free-standing, "big-box" structures built on concrete slab foundations. The building improvements are relatively modest and therefore minimise lifecycle maintenance and capital expenditure requirements and are well serviced by convenient vehicle carparking on-site.
- The potential for some properties to be converted into LFR through asset management activities, such as development and redevelopment initiatives, change of use and leasing. Alternatively, the property is located adjacent or adjoining to existing assets which provides the opportunity for future redevelopment and improved returns to existing LFR properties.
- Property uses which include (but are not limited to) grocery, bulky goods retailing, hardware, general merchandise and convenience retailing.

Investore was incorporated in October 2015 to function as SPL's investment vehicle for LFR properties. Investore demerged from SPL on 12 July 2016, simultaneously undertaking an IPO on the NZX where it raised $185 million in new capital. Prior to the IPO, Investore held 25 properties consisting of 6 properties which had been transferred from SPL and 19 properties directly acquired from Antipodean Supermarkets Limited and Antipodean Properties Limited. As part of the transaction, the Company used the IPO proceeds to partly fund the acquisition of an additional 14 properties from ASX-listed Shopping Centres Australasia (the "**SCA Properties**") in July and September 2016.

Investore is externally managed by SIML, the real estate investment management arm of the stapled Stride Property Group. At the time of listing Investore through the demerger from SPL, SPL agreed that while SIML continued to manage Investore, SPL would (except in limited circumstances) hold its exposure in LFR properties through its shareholding in Investore.

4.2. Property Portfolio

Investore's current portfolio comprises 43 properties with an aggregate value of ~$1 billion (post-acquisition of BNL in June 2025 and disposal of WBB in September 2025). Key portfolio metrics are summarised in Table 7 below:

Table 7: Key Property Portfolio Metrics

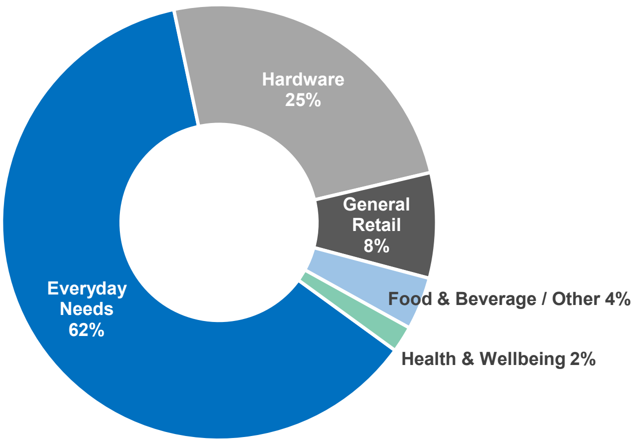
Metric	IPL Portfolio 31 Mar 2025	Bunnings New Lynn	Woolworths Browns Bay	Pro-Forma Post BNL & WBB
Number of Properties	43	1	(1)	43
Number of Tenants	142	1	(1)	142
Property Value ($m)	965	43	(23)	984
Net Lettable Area (sqm)	254,684	11,219	(4,382)	261,521
Occupancy	99.0%	100.0%	(100.0%)	99.0%
WALT (Years)	6.8	7.0	(9.9)	6.7

Source: Investore Annual Report FY25 and pro-forma analysis including BNL and excluding WBB. Portfolio metrics exclude properties classified as "Development and Other".

Investore's portfolio consists of LFR properties with tenants that attract regular visitation, including supermarkets, hardware stores, general merchandise and health & wellbeing.

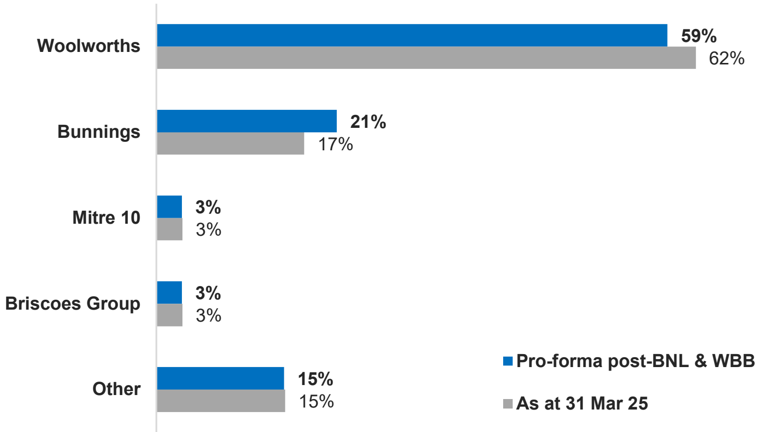
Most of the properties owned (accounting for 59% of Contract Rental) are tenanted by Woolworths supermarkets that are leased/operated by General Distributors Limited. Other major tenants include Bunnings, Mitre 10, Briscoes Group (Briscoes and Rebel Sport) and Foodstuffs (operator of New World and Pak'nSave).

Figure 2: Portfolio Tenant Classification (by Contract Rental)[1]



[1] 31 Mar 2025 Pro-Forma Post BNL Acquisition and WBB Disposal. Source: Investore Annual Report 2025 and Northington Partners analysis. Totals may not sum due to rounding.

Figure 3: Anchor Tenant Concentration (by Contract Rental)[1]

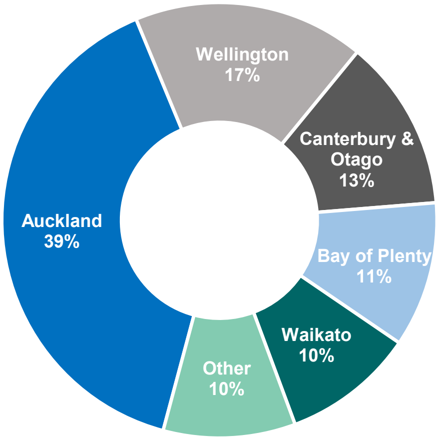


[1] 31 Mar 2025 Pro-Forma Post BNL Acquisition and WBB Disposal. Source: Investore Annual Report 2025 and Northington Partners analysis. Totals may not sum due to rounding.

Woolworths leases include a turnover rent component whereby additional rent is payable when store sales exceed a specified threshold. For some leases, turnover rent is crystallised to base rent at each rent review, with base rent increasing by the average turnover rent paid over the prior three years. When turnover rent is crystallised to base rent, the turnover threshold resets (typically at a higher level).

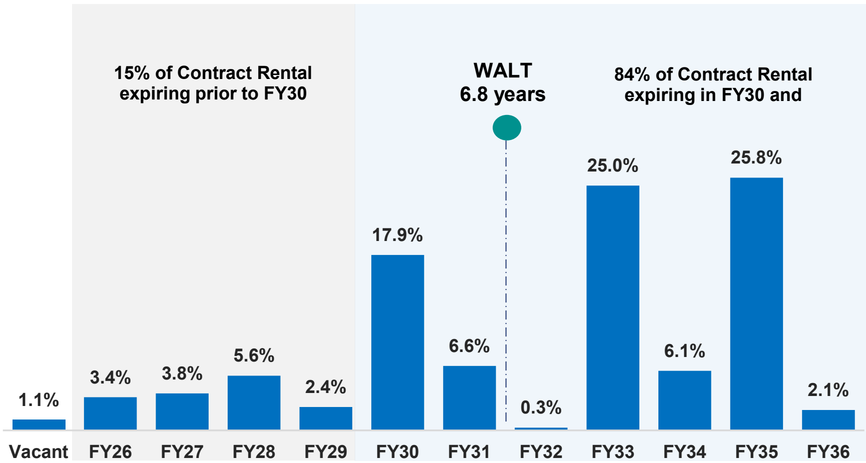
As shown in Figure 4, the portfolio is well diversified geographically with approximately 39% of the properties (by Contract Rental) located in Greater Auckland. Figure 5 shows the lease expiry profile for leases in place as at 31 March 2025. As would be expected with Investore's tenants and the LFR focus, the profile is heavily skewed to long-dated arrangements, with the majority of leases expiring in 8 to 10 years.

Figure 4: Geographic Location (by Contract Rental)[1]



[1] 31 Mar 2025 Pro-Forma Post BNL Acquisition and WBB Disposal. Source: Investore Annual Report 2025 and Northington Partners analysis. Totals may not sum due to rounding.

Figure 5: Lease Expiry Profile (by Contract Rental)[1]



[1] As at 31 Mar 2025. Source: Investore Annual Report 2025. Totals may not sum due to rounding.

4.3. Significant Historical Events

Key milestones in Investore's history since inception are summarised below.

Date	Event
Oct-15	Stride Property Group incorporated Investore as a subsidiary to invest in LFR property. Its initial holdings are 19 properties that made up the Antipodean Supermarkets Portfolio.
Apr-16 to Jun-16	SPL transfers six LFR properties to Investore.
Jun-16	Stride Property Group announces the IPO of Investore, alongside the acquisition of the 14 SCA Properties.
Jul-16	Investore lists on the NZX on 12 July 2016 after raising $185 million by way of IPO. Six of the 14 SCA Properties were acquired simultaneously.
Sep-16	Investore completes the acquisition of the remaining eight SCA Properties.
Nov-17	Investore enters into a conditional agreement to acquire three of SPL's four remaining LFR properties leased to Bunnings.

Apr-18	Investore completes a $100 million bond offer with a coupon rate of 4.40%.
Nov-19	Investore completes $65 million share placement and opens $15 million retail offer (with the ability to accept oversubscriptions of up to $5 million at Investore's discretion) to fund the acquisition of the 3 properties from SPL.
Dec-19	Investore completes the retail offer, raising $12.7 million after scaling total applications of $14.6 million.
Apr-20	Investore completes the $141 million acquisition of Bunnings Mt Roskill, Mt Wellington Shopping Centre, and Bay Central Shopping Centre.
Aug-20	Investore completes a $125 million bond offer with a coupon rate of 2.40%
May-21	Investore enters into an unconditional agreement to acquire an existing supermarket and convenience retail property in Petone for $37.3 million.
Feb-22	Investore completes a $125 million bond offer with a coupon rate of 4.00%
Aug-24	Investore signs unconditional agreements to acquire Bunnings Westgate (Auckland) for $51 million and to divest two non-core, regionally located properties at 53 Leach St, New Plymouth (tenanted by Pak'nSave) and 172-186 Tay Street, Invercargill (tenanted by Woolworths, Animates and Triton Hearing) for an aggregate price of $54.3 million
Mar-25	Investore signs an unconditional agreement to divest Woolworths Mt Roskill (Auckland) for $25 million
Jun-25	Investore signs an unconditional agreement to acquire Bunnings New Lynn (Auckland) for $43 million
Aug-25	Investore signs an unconditional agreement to divest Woolworths Browns Bay (Auckland) for $24.4 million (settlement in September 2025)

Source: Investore and Stride Property Group announcements and websites, Capital IQ, MarketScreener

4.4. Capital Structure and Ownership

Investore currently has 377,623,361 ordinary shares on issue. Investore's shareholder base is relatively highly concentrated, with the top five shareholders holding 49% of shares on issue. The top five shareholders as of most recent disclosures are set out in Table 8.

Table 8: Top 5 Shareholders

Shareholder	Shares Held	Shareholding Percentage
Stride Property Limited	71,107,744	18.83%
Forsyth Barr Investment Management Limited	34,236,185	9.07%
Accident Compensation Corporation	33,517,704	8.88%
ANZ New Zealand Investments Limited	26,427,420	7.00%
Generate KiwiSaver Public Trust Nominees Limited	18,566,265	4.92%
Top 5	**183,855,318**	**48.69%**
Other Minority Shareholders	193,768,043	51.31%
Total	**377,623,361**	**100.00%**

Source: Investore substantial product holder notices and IRESS

Investore's largest shareholder is SPL with an 18.8% stake, having originally retained 19.9% following the IPO to ensure on-going alignment between Investore, SPL and SIML. The other four top shareholders collectively own ~30% of the shares on issue.

4.5. Summary Financial Results

4.5.1. Financial Performance

A summary of Investore's recent financial performance is set out in Table 9 below (FY23-FY25).

Table 9: Historical Financial Performance

NZ$ millions	FY2023	FY2024	FY2025
Rental Income	71.0	72.8	76.1
Direct property operating expense	(10.7)	(11.6)	(13.9)
Net Rental Income	**60.3**	**61.2**	**62.3**
Management fees	(6.2)	(5.4)	(5.2)
Administration expenses	(2.7)	(2.8)	(2.7)
Profit before net finance costs, fair value movements & tax	**51.4**	**53.1**	**54.4**
Net finance costs	(16.2)	(18.0)	(19.2)
Unrealised fair value movement on derivatives	(0.0)	(0.0)	0.2
Unrealised fair value movement on investment properties	(185.2)	(98.7)	12.1
Gain on disposal of investment properties	-	-	1.1
Reported profit before tax	**(150.1)**	**(63.6)**	**48.5**
Tax expense	(0.1)	(3.5)	(10.2)
Reported profit after tax	**(150.2)**	**(67.1)**	**38.4**
Unrealised fair value on investment properties	185.2	98.7	(12.1)
Reversal of lease liabilities in net change in FV of IP	(0.1)	(0.1)	(0.1)
Gain on disposal of investment properties	-	-	(1.1)
Net change in fair value of derivative financial instruments	0.0	0.0	(0.2)
Spreading of fixed rental increases	0.1	0.3	0.3
Capitalised lease incentives net of amortisation	(0.1)	0.1	0.0
Borrowings establishment costs amortisation	0.9	1.0	0.8
Deferred tax and other differences	(4.9)	(1.9)	2.4
Distributable profit after current income tax	**31.0**	**31.0**	**28.4**
Weighted avg shares (millions)	367.7	369.3	374.4
Distributable profit per share (cents)	8.44	8.39	7.58
AFFO per share (cents)	7.78	6.65	6.58
Reported earnings per share (cents)	(40.85)	(18.17)	10.24
Dividends per share (cents)	7.90	7.20	6.50

Sources: Investore annual reports and NZX announcements. Totals may not sum due to rounding.

The main features of Investore's historic financial performance can be summarised as follows:

- **Modest rental growth:** Net rental income has grown 1-2%, driven by structured reviews and increase in Woolworths turnover rent. However, this has also been impacted by asset recycling within Investore's investment property portfolio (sale of generally higher yielding non-core properties for typically lower yielding newer properties with stronger growth outlooks);
- **Negative underlying earnings growth:** DPPS and AFFO per share growth has been elusive in recent years. Declines in FY25 relate primarily to the impact of the removal of tax depreciation on commercial buildings, increasing interest costs and the additional shares from Investore's dividend reinvestment plan, which have collectively meant that underlying DPPS has declined ~3% over the period (excluding the impact of the tax change in FY25).
- **Statutory earnings volatility from revaluations:** Heavy property devaluations produced a $150 million loss in FY23 and a $67 million loss in FY24, but a $12 million gain lifted FY25 to a $38 million profit;

- **Interest-rate pressure easing:** Net finance cost rose in FY24 as rates reset, but proactive hedging and refinancing trimmed the weighted average cost of debt to 4.1% in FY25 on lower borrowings (4.3% in FY24; 4.0% in FY23);
- **Dividend distributions moderated:** Cash DPS stepped down from 7.90c (FY23) to 7.20c (FY24) and 6.50c per share (FY25). This decline reflects lower DPPS as described above (including the impact of tax depreciation changes) but also a much lower distribution payout in FY25 (~86% of DPPS) vs FY23 (~94%).

4.5.2. Financial Position

A summary of Investore's financial position for the period FY23–FY25 is set out in Table 10.

Table 10: Historical Financial Position

NZ$ millions	FY2023	FY2024	FY2025
Assets			
Cash and cash equivalents	4.8	6.6	5.4
Trade and other receivables	0.6	0.6	1.1
Prepayments	0.9	1.0	0.8
Other current assets	2.0	2.3	5.4
Investment properties	1,070.5	1,002.6	1,001.7
Investment portfolio	*1,033.2*	*971.9*	*964.4*
"Development & other" plus right-of-use assets	*37.3*	*30.7*	*37.4*
Deposits on investment properties	0.1	0.1	-
Derivative financial instruments	1.5	1.1	0.3
Total assets	**1,080.3**	**1,014.4**	**1,014.7**
Liabilities			
Trade and other payables	8.4	11.2	15.6
Derivative financial instruments	0.7	0.2	0.3
Current and deferred tax liability	2.8	1.8	4.1
Lease liability	8.3	13.3	13.2
Bank borrowings	385.0	401.0	377.1
Total liabilities	**405.3**	**427.4**	**410.3**
Equity			
Share capital	557.2	564.1	568.3
Retained earnings and reserves	117.8	23.0	36.1
Total equity	**675.0**	**587.1**	**604.4**

Sources: Investore annual reports. Totals may not sum due to rounding.

The main features of Investore's historic financial position can be summarised as follows:

- **Portfolio value stabilising:** investment portfolio value declined from $1.033 billion (FY23) to $972 million (FY24) amid cap-rate expansion, then steadied at $965 million in FY25 as modest valuation gains and asset recycling offset disposals;
- **Prudent gearing:** Loan-to-value ratio peaked at 40.8% (FY24) before easing to 38.5% (FY25), comfortably within the current 60% banking LVR covenant;
- **Net tangible assets trend:** Net tangible assets per share fell from $1.84 to $1.57 between FY23 and FY24, but increased to $1.60 as at 31 Mar 25, signalling the first positive inflection since FY22;
- **Funding mix strengthened:** $225 million of bank facilities refinanced as green loans in FY25; ~74% of debt is now hedged/fixed, lengthening duration and reducing rate risk.

5.0 Overview of the Material Transactions with a Related Party

5.1. Overview of the Silverdale Centre Acquisition

5.1.1. Transaction Summary and Terms

The Silverdale Centre Acquisition involves the purchase of the Silverdale Centre under the following key terms:

- **Purchase Price:** $114 million plus GST (if any);
- **Deposit:** $5.7 million payable once unconditional;
- **Settlement Date:** 31 October 2025; and
- **Seismic Provision:** SPL (the vendor) has agreed to either undertake certain seismic works (capped at $800k) or reimburse part of the proposed purchase price (capped at $800k), if Investore is required to undertake seismic strengthening on selected buildings to achieve 67% NBS. Investore would be able to request this after one year from the date of settlement.

The sale and purchase agreement in relation to the Silverdale Centre Acquisition is conditional upon approval of Investore's shareholders by 31 October 2025 (Investore Board's approval is expected to be satisfied within 10 working days of the execution date).

The Silverdale Centre Acquisition is expected to be funded via bank debt under Investore's facilities and the Convertible Note. SPL has elected not to participate in the Convertible Note. Indicative key terms of the Convertible Note are as follows:

- **Note size:** up to $62.5 million;
- **Interest rate:** fixed rate to be determined by Investore, in conjunction with the joint lead managers, upon completion of the bookbuild process;
- **Indicative issue date:** 26 September 2025;
- **Term/Conversion Date:** 4 years / September 2029;
- **Conversion:** automatic conversion on maturity into Investore shares, unless a cash election is made (option as described below). The conversion price will be the lesser of $1.56 and a 2% discount to the market price at conversion date (determined based on VWAP over last 20 trading days);
- **Cash Election Option:** at its discretion, Investore may opt, in part or whole, to pay a cash amount equal to the market price instead of converting.

Key acquisition metrics are detailed in Table 11 below.

Table 11: Silverdale Centre – Key Acquisition Metrics

Anchor Tenants	Occup.[7]	NLA (sqm)	WALT (yrs)	Net Rent p.a. ($m)	Market Cap Rate	Valuation[7] ($m)	Purchase Price ($m)
The Warehouse/ Woolworths	100.0%	22,990	4.0	$7.8	6.75%	$114	$114

Silverdale Centre (22,990 sqm; 39 tenants[8]) is of similar size and nature to Investore's existing Bay Central Shopping Centre property in Tauranga (17,097 sqm; 30 specialty retailers). If acquired, Silverdale Centre will represent Investore's largest asset by area and value.

The property has been inspected by Investore and reviewed from legal, technical and environmental aspects as part of the Silverdale Centre Acquisition. These reviews noted that the property is generally well maintained with no deferred maintenance requirements evident and no known environmental or

[7] *As recorded in the independent valuation undertaken by JLL, assuming certain seismic upgrade works have been completed.*

[8] *As per tenancy schedule provided from vendor: 39 tenants include Northern Arena, Auckland Night Markets and SIML.*

technical issues (other than certain seismic works as contemplated by the sale and purchase agreement).

A brief description of Silverdale Centre is provided below.

5.1.2. Property Description and Key Attributes

Silverdale Centre is a retail centre located at 61 Silverdale Street, Silverdale, Auckland (32km north of Auckland's CBD). It was developed in 2012 as an open-air retail centre serving the growing suburbs of Silverdale, Millwater and the Hibiscus Coast. The centre comprises 22,990 sqm net lettable area spread across multiple single-level buildings and 980 carparks on a 7.05-hectare freehold site.

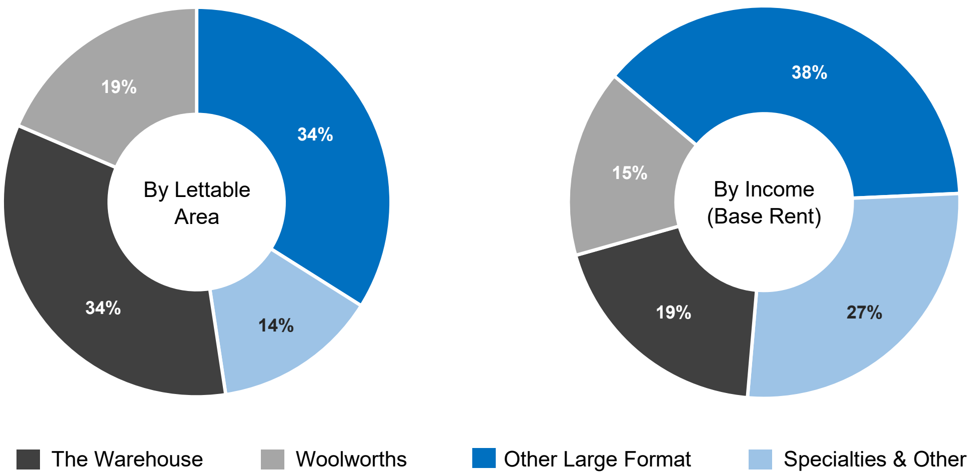
Figure 6: Silverdale Centre Location

Note: Approximate locations of key big box retailers across the Silverdale area. Logo placement is indicative for competition context.

Figure 7: Silverdale Centre Site Configuration

Figure 8 highlights that while Silverdale Centre's anchor tenants, The Warehouse (including Warehouse Stationery) and Woolworths, occupy 52% of the NLA, they only contribute 35% of the rental income. Seven mini-major tenancies, with NLA of at least 500sqm (Noel Leeming, Number 1 Shoes, Super Cheap Auto, Bed Bath & Beyond, North Beach, Postie Plus and Chemist Warehouse), represent 23% of overall NLA and rental income. Furthermore, 6 of the remaining 26 specialty tenants[9] occupy between 400 and 500 sqm of NLA (considered as LFR by JLL), representing a total of 11% of overall NLA and 15% of rental income.

Figure 8: Proportionate Area (NLA) and Income (Base Rent) by Tenant Group



Source: JLL (Silverdale Centre Valuation – 11 August 2025). Totals may not sum due to rounding.

As shown in Figure 9, Silverdale Centre generates a relatively balanced income mix across discretionary spending categories, with approximately one-third of rental income derived from each of the high, low, and non-discretionary segments.

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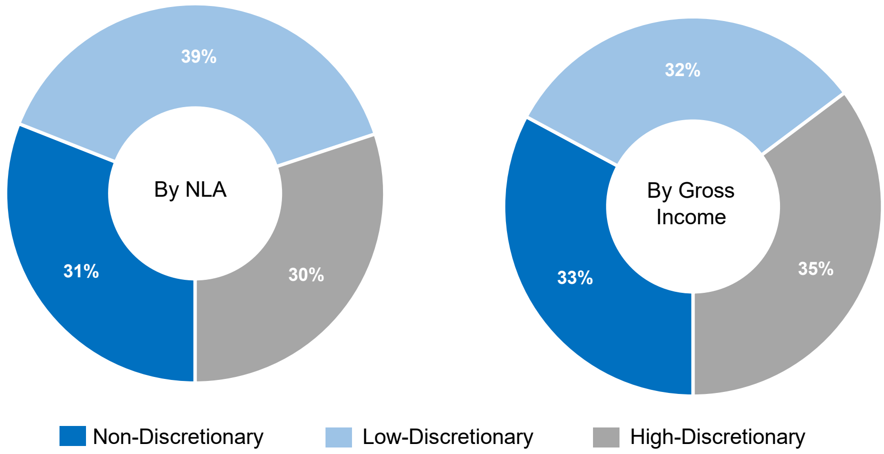
[9] *Excluding Northern Arena, Auckland Night Markets, carwash and SIML.*

Figure 9: Proportionate Area and Income by Type of Spend[10]



Source: JLL (Silverdale Centre Valuation – 11 August 2025). Totals may not sum due to rounding.

While Silverdale Centre serves as a convenient retail hub for the immediate catchment, it faces existing competition. Directly across the road is Silverdale Mall, anchored by Farmers together with over 30 specialty retailers, with a Briscoes also located ~100 metres away. These neighbouring centres add competitive pressure but also contribute to the overall retail critical mass in the area. Additional LFR offerings are located nearby, including a cluster approximately 2km to the southwest comprising Pak'n Save, Bunnings, and Animates; Coast Plaza in Whangaparāoa (8km to the southeast), anchored by Woolworths and Mitre10; and a further Woolworths and New World in Ōrewa, around 5km to the north. Notwithstanding this competition, we consider that the associated risk is appropriately reflected in JLL's market valuation, which is underpinned by the property's strategic location, strong amenity and underlying land value.

5.2. Overview of the Silverdale Centre Letter

The Silverdale Centre Letter between SIML and Investore sets out the Silverdale Centre Fees and provides for SIML's consent to the acquisition, to the extent such consent is required under the Constitution. A copy of the Silverdale Centre Letter is available on Investore's website and is detailed in the Notice of Special Meeting.

The Silverdale Centre Fees are intended to compensate SIML for the additional work required in managing the Silverdale Centre on behalf of Investore. The Silverdale Centre Letter therefore represents a variation to the Management Agreement but only in respect of the Silverdale Centre (not any other property).

We note that the Silverdale Centre Letter should be regarded as a fallback mechanism to ensure SIML is fairly compensated for the additional costs of managing the property, in the event shareholders approve the Silverdale Centre Acquisition but do not support the broader Management Agreement Amendments (detailed below). Importantly, the Silverdale Centre Fees will be the same under the amended Management Agreement or the Silverdale Centre Letter.

5.3. Overview of the Proposed Management Agreement Amendments

Investore's Board (with SIML's agreement) is proposing to amend the Management Agreement with SIML in three key aspects: (i) broadening Investore's investment mandate to include CBR assets, (ii) change to capital management and Board-Governed treasury policy, and (iii) an update of the management fee structure. The amendments also include certain other immaterial or conforming changes.

[10] *According to JLL's valuation report, Non/Low-Discretionary income categories include food and beverage, mobiles phones and some retail services, whereas High-Discretionary include apparel, jewellery and homeware.*

5.3.1. Expansion of the Investment Mandate

Investore's current investment mandate, as set out in the Management Agreement, is focused primarily on LFR properties – typically large, standalone, single-floor retail stores where more than 50% are occupied by a single major tenant or a limited number of major tenants.

The proposed amendment seeks to expand this mandate to capture investment in property that provides a focus on CBR. These properties are typically anchored by nationally recognised retail companies, and uses are primarily retail or associated everyday services and can include, but are not limited to, grocery, bulky goods retailing, factory outlet, convenience retailing, trade-based retail, general merchandise, health and community services, and ancillary office.

In practical terms, this change provides greater scope for Investore to acquire a broader range of major tenant-anchored centres in the future, which have features that may not strictly fit all of the Management Agreement's original LFR definition. The mandate expansion would formally broaden the scope of permissible investments, while retaining a clear focus on quality daily needs-based retail properties. This is not a shift into unrelated asset classes, but rather a widening within the retail domain to capture a subset that is closely aligned to its existing portfolio (i.e. everyday needs retail).

The amendments also provide a standing consent of SIML, as manager to the Permitted Business Activities under Investore's constitution, including anything which falls within the updated investment mandate.

5.3.2. Change to Capital Management Provisions

In conjunction with the proposed investment mandate expansion, Investore plans to remove the fixed 50% LVR cap embedded in the Management Agreement. Instead, the revised agreement will provide greater scope for the Investore Board to establish and adjust LVR and hedging policies as part of its broader governance responsibilities.

5.3.3. Change to Management Fee Provisions

The third set of amendments involves updating the fee framework in the Management Agreement, specifically an increase to building management fees and the introduction of additional services.

Currently, SIML receives:

- A Base Management Fee calculated as: 0.55% per annum of the Gross Asset Value ("**GAV**") of Investore up to NZ$750 million, and 0.45% p.a. of GAV in excess of that (by FY25 with ~$1.0 billion assets, effectively a blended ~0.52% fee);
- A Performance Fee equal to 10% of shareholder returns above the NZX Property index, with a cap;
- A Building Management Fee of $10,000 per year in respect of each property held by Investore, calculated on a daily basis; and
- Other fees, such as leasing fees for securing tenants, property disposal fees and development fees for projects.

It is proposed that the current flat Building Management Fee of $10,000 per property per annum be replaced with a dual-component fee structure. Under this structure, the Company will pay to the Manager a Building Management Fee for each property owned or held by Investore (excluding Bay Central, Mt Wellington, and Carr Road, which are existing shopping centres as at the Amendment Date) during all or part of the relevant year, calculated as the greater of:

- All building manager's fees and centre management expenses (plus GST, if applicable) included within operating and marketing expenses for the relevant properties, but only in respect of properties acquired, developed or redeveloped by Investore after the Amendment Date[11]; and

[11] *We note that this will not apply to developments or redevelopments of properties held at the Amendment Date that have similar tenants, and similar number of tenancies post the development or redevelopment.*

- $10,000 per property per annum (plus GST), indexed annually to CPI.

In addition, for Bay Central, Mt Wellington, and Carr Road (the existing shopping centres owned as at the Amendment Date), the Building Management Fee will be calculated as all building manager's fees and centre management expenses (plus GST, if applicable) for those existing shopping centres recovered through operating and marketing expenses.

These changes are intended to better reflect the actual cost and complexity of managing each property, particularly multi-tenant centres like Bay Central, Mt Wellington and Carr Road shopping centres, and to align more closely with market practice.

In addition, the Management Agreement does not currently provide flexibility for SIML to deliver services outside its existing scope that require intensive management resources ("**Additional Services**"). It is therefore proposed that the scope and fees for Additional Services be agreed where Investore requests them and the Manager consents to provide them.

6.0 Assessment of the Proposed Silverdale Centre Acquisition

6.1. Value and Purchase Price

Investore engaged JLL to provide an independent valuation of the Silverdale Centre as of 11 August 2025. A summary of the valuation metrics is set out in Table 12 below.

Table 12: Silverdale Centre – Key Valuation Metrics[1]

Date Constructed	2012
Net Lettable Area (sqm)	22,990
Net Passing income ($m)	$7.8
Occupancy	100.0%
WALT (years)	4.0
Valuation ($m)[2]	$114
Cap Rate	6.75%
Passing Yield (at Valuation)	6.81%
IRR (10 year)	8.2%

[1] Source: JLL's valuation report as of 11 August 2025, unless specified otherwise.
[2] As per JLL's independent valuation, assuming completion of certain seismic upgrade works.

JLL has assessed the market value of Silverdale Centre, using the following valuation approaches:

- Direct capitalisation of market rent with adjustments for contract rent; and
- Discounted cash flows.

JLL has applied capitalisation rates consistent with those applied to similar properties owned by Investore, after adjusting for factors such as age, occupancy, tenant quality and the lease profile of the property (including the rent review mechanism). Furthermore, the capitalisation rates applied by JLL are in line with the capitalisation and discount rates implied from recent market transactions for similar properties. Table 13 provides a summary of certain price metrics for broadly comparable properties sold post 2022 for which sales data is available.

Table 13: Comparable Sales Transactions

Property	Sale Date	NLA (sqm)	Sale Price ($m)	Est. Initial Yield	Est. IRR	Value / NLA ($)
Silverdale Centre	Sep-25	22,990	$114.0	6.8%	8.2%	$4,959
Manukau Supa Centa, Manukau	May-25	39,183	$161.0	~7.0%	NA	$4,109
The Warehouse, Noel Leeming and several specialty stores, Royal Oak	Jun-23	8,441	$30.5	~6.5%	<8.0%	$3,613
Roskill Centre, Wesley	Apr-23	8,412	$36.8	~6.5%	<8.0%	$4,369
Westgate Lifestyle, Westgate	Mar-23	25,497	$85.7	7.0%	7.8%	$3,361
Average		**20,905**	**$85.6**	**~6.8%**	**<8.0%**	**$4,083**

Source: JLL, Northington Partners estimates.

Table 13 demonstrates that the purchase price terms for Silverdale Centre are broadly similar to available comparable sales evidence. We also note:

- Specific property characteristics make direct comparison difficult. For instance, Manukau Supa Centa is complicated by it being a strata title scheme with certain large tenants such as Harvey Norman held under separate ownership but with common body corporate (this potentially limits the owner's rights with regard to management and strategy for the whole property).

- While Silverdale Centre's value per NLA is higher than average, this largely reflects higher average per sqm rental. We (and valuers) would place less emphasis on this value metric relative to yields and the implied transaction IRR/discount rates which reflect estimated future returns.

Table 14 illustrates the valuation and other operating metrics for Investore's existing portfolio relative to the weighted average metrics of Silverdale Centre at the purchase price of $114 million.

Table 14: Valuation Metrics of Investore Portfolio Relative to Silverdale Centre at Purchase Value

Metric	Investore Portfolio (31 Mar 2025 pro-forma[1])	Silverdale Centre (11 Aug 2025)	Pro-Forma Combined Portfolio
Market Cap Rate	6.29%	6.75%	6.34%
Contract Passing Yield	6.53%	6.81%	6.56%
Valuation / Purchase Value ($m)	$984.5	$114.0	$1,098.5
Occupancy	99.0%	100.0%	99.1%
WALT (years)	6.7	4.0	6.5
NLA (sqm)	261,521	22,990	284,511

[1] *Based on portfolio as of 31-Mar-2025 including the acquisition of BNL announced on 27 Jun 2025, excluding the disposal of WBB announced on 25 Aug 2025, and excluding properties classified as 'Development & Other' and capital commitments.*

Source: Investore and Northington Partners analysis.

Given the Silverdale Centre Acquisition has been negotiated on arms-length terms between Investore and SPL, and the property is being purchased at a price in line with its independent market valuation, we consider the proposed acquisition terms are fair to Non-associated Shareholders.

6.2. Financial Implications of the Silverdale Centre Acquisition

We have estimated the pro-forma impact of the Silverdale Centre Acquisition on Investore's distributable profit and LVR as summarised in Table 15, based on the following assumptions:

- The Silverdale Centre Acquisition is assumed to settle on 31 October 2025, contributing five months of earnings in FY26. Our analysis is based on a pro forma assessment of the first full 12 months following acquisition.
- The acquisition cost of $114 million is assumed to be funded through a combination of: $62.5 million via the Convertible Note, and the balance drawn from a new $100 million bank facility. The net proceeds from the Convertible Note are expected to be received on or around 26 September 2025, prior to completion of the Silverdale Centre Acquisition.
- The Convertible Note is assumed to carry the indicative terms outlined in Section 5.1.1 and interest consistent with market rates for similar instruments. When combined with the new incremental bank debt, it is assumed to result in an estimated weighted average cost of funding of 5.0-5.5%, based on current market conditions. For comparison, Investore's NZX-listed bonds are currently yielding: 4.10% (25 February 2027 maturity) and 4.46% (31 August 2027 maturity) as at 4 September 2025. The actual cost of funding may vary depending on interest rate markets, swap rates, and hedging arrangements at the time of settlement.
- Additional management fees of approximately $0.5 million are assumed to apply following the acquisition, based on an asset management fee of 0.45% (as per the SIML management agreement, applicable once the portfolio exceeds $750 million in value).
- Building Management Fees and corresponding recoveries have been incorporated within Silverdale Centre's net profit forecasts. We note a shortfall of approximately 54% in recoveries (net non-recoverable fee of approximately $134k), which is partly attributable to the fact that some leases are structured as semi-gross.
- One-off acquisition and financing costs associated with the Silverdale Centre Acquisition have been excluded from the summary earnings and distributable profit analysis.

- Appropriate allowances for tax depreciation on building improvements and deferred tax adjustments have been made, consistent with Investore's treatment across its broader property portfolio.

Table 15: Forecast Financial Impact of the Silverdale Centre Acquisition

Profit & Loss	Pro-Forma First 12 months
Net rental income	**7.8**
Asset management fees (incl. valuation costs)	(0.6)
Earnings before interest and tax	**7.2**
Net finance costs	(6.2)
Current tax expense	(0.1)
Profit after tax (excluding revaluation)	**0.9**

Balance Sheet	Pro-Forma Post BNL & WBB	Silverdale Centre Acquisition	Pro-Forma Post Transaction
Investment Properties Value ($m)	$1,002.8	$114.0	$1,116.8
Bank Debt ($m)	$395.5	$53.2	$448.7
Convertible Note ($m)	-	$62.5	$62.5
LVR (%)[12]	39.4%		40.2%

Source: Investore and Northington Partners analysis.

The estimated key financial impacts of the Silverdale Centre Acquisition, assessed on a pro-forma basis, are as follows:

- Based on the incremental earnings contribution (including the incremental management fees) for the first year of ownership, the Silverdale Centre Acquisition, together with Convertible Note and bank debt funding, is projected to increase Investore's FY26 pro forma DPPS by approximately 3.0%.[13]
- The actual level of earnings and dividend accretion may vary depending on the effective cost of funding, and any other changes in Investore's capital structure or property portfolio, including further acquisitions or divestments.
- Investore's LVR is projected to remain broadly unchanged at approximately 40.2% on a pro forma basis, following settlement of both the Silverdale Centre Acquisition and the Convertible Note, or increase to 45.6% if the Convertible Note issuance does not proceed. This is above the Board's stated long-term LVR policy of 30%-40%, but well within the bank covenant limit of 60%, thereby preserving balance sheet resilience.
- Furthermore, the potential divestment of further non-core, regionally located assets (totalling $212 million in value as at 31 March 2025) is expected to provide additional debt reduction capacity. Assuming non-core property sales of approximately $30 million and settlement of the Convertible Note, Investore's LVR would be reduced to 38.5%, in line with the level prior to BNL, WBB and the Silverdale Centre Acquisition (as at 31 March 2025).

We consider that the use of a Convertible Note appears to be a prudent capital management approach in the current market environment. It enables Investore to fund the Silverdale Centre Acquisition without the need for an equity raising at current share price levels, which are trading at a discount to NTA. In addition to preserving value for existing shareholders, the note structure provides flexibility as it can be redeemed for cash potentially using proceeds from non-core divestments over the next 3-4 years, helping to manage refinancing risk and maintain gearing discipline.

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[12] *LVR based on investment properties value for banking purposes (Silverdale Centre independently valued at $114 million) and excluding the Convertible Note as subordinated and treated as equity.*

[13] *DPPS accretion based on the incremental DPPS generated from the Silverdale Centre Acquisition including the impact of Convertible Note and transaction-related debt. DPPS generated from the Silverdale Centre Acquisition is calculated on a pro-forma 12-month ownership basis based on the assumptions described, but excludes one-off transaction and Convertible Note related costs. The actual level of earnings will vary depending on the actual settlement date, final Convertible Note terms and the incremental cost of debt at settlement.*

6.3. Strategic Fit

Investore's investment mandate is prescribed in Investore's constitution and management agreement with SIML. Both the Manager and Investore's independent directors consider the Silverdale Centre Acquisition to be aligned with Investore's investment strategy. Table 16 highlights key aspects of the Silverdale Centre relative to Investore's current investment mandate criteria.

Table 16: Silverdale Centre's Fit with Investore LFR Investment Definition

Investment Mandate Criteria	Silverdale Centre
Typically large, free-standing, rectangular, generally single-floor structures well serviced by car park facilities	✓
Uses include, but are not limited to, grocery, bulky goods retailing, factory outlets, general merchandise and convenience retailing	✓
Anchor Tenant(s)' NLA is typically in excess of 2,000sqm	✓ The Warehouse (7,778sqm) and Woolworths (4,270 sqm)
Single tenants or a limited number of tenants and generally no more than 15 specialty tenants	– 2 anchor tenants 7 mini-major tenancies 26 specialty tenants
The Anchor Tenant(s) occupy >50% of NLA and contribute >50% of rental income	✓ 52% NLA – 35% rent (58% if we also consider the mini-major tenancies)
Minimise operating and lifecycle (capital and maintenance expenditure) costs	✓
Includes property or land than is able to be converted to LFR	✓
Includes property or land that is located adjacent or adjoining that provides opportunity for future LFR development	✓
The above attributes generally result in long WALTs	– 4.0 years

While the Silverdale Centre meets the majority of Investore's current LFR investment criteria, it only achieves partial alignment with some of the elements. However, taken as a whole, we consider that the Silverdale Centre Acquisition meets the mandate based on the following observations:

- If the definition of anchor tenants was broadened to consider other major nationally recognised retailers or service providers with at least 500 sqm of NLA (mini-major tenancies), Silverdale Centre would satisfy the 50% rental income threshold. Such tenants, which represent a total of 23% of both overall NLA and rental income, include Chemist Warehouse, Noel Leeming, Number 1 Shoes, Super Cheap Auto, Bed Bath & Beyond, North Beach and Postie Plus;
- Furthermore, 6 of the remaining 26 specialty tenants occupy between 400 and 500 sqm of NLA, representing a total of 11% of overall NLA and 15% of rental income;
- When considered more broadly within the property market, the tenants above would often be included within the definition of LFR and indeed most commercial real estate firms consider Silverdale Centre to be LFR (e.g. CBRE, Colliers and JLL);
- Investore's LFR definition generally refers to large, free-standing buildings anchored by major retailers, allowing flexibility for assets that broadly fit its focus on everyday needs retail;
- International LFR targeted property investment vehicles would likely categorise these mini-major tenancies as LFR (for example, HomeCo in Australia); and
- The addition of The Warehouse and the other aforementioned national tenants provides Investore with greater diversification of retail categories while not materially exposing it to fashion or apparel retail.

We therefore believe that the Silverdale Centre Acquisition is consistent with Investore's strategy to invest in LFR property, especially when considered from a portfolio perspective. It contributes scale, tenant diversification and geographic benefits (described in Section 6.4).

We also note that due to the relationship between Investore and SPL, the management of perceived and actual conflicts of interest is an integral feature of Investore's governance practices. Throughout the negotiation of the Silverdale Centre Acquisition, the standing conflicts protocols of SIML, as manager of Investore, were applied in negotiating the transaction with SPL.

Investore implemented the following measures in order to ensure a thoroughly independent process:

- The independent directors of Investore, being Mike Allen, Gráinne Troute and Adrian Walker, managed the negotiation of the sale and purchase agreement with SPL and had significant involvement in the due diligence process of the Silverdale Centre Acquisition;
- An independent valuation of Silverdale Centre was undertaken by JLL for the benefit of Investore. The Purchase Price of $114 million is equivalent to the assessed market valuation;
- Consistent with the NZX Listing Rules, the property valuer (JLL) was approved as being independent by NZX;
- Separate legal advisers were appointed for each of Investore and SPL, with the independent directors of Investore having their own legal counsel that was different from Investore;
- The standing conflicts protocols between Investore and SPL were adhered to in negotiating the Silverdale Centre Acquisition, in addition to separate transaction specific conflict protocols (and which were independently reviewed); and
- The independent directors, after thorough review, concluded that the Silverdale Centre Acquisition was a positive fit with Investore's strategy and was value accretive to shareholders.

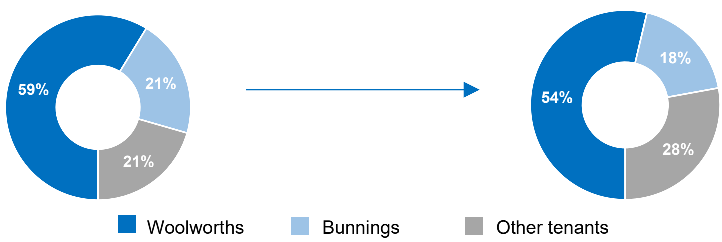
6.4. Operational Implications of the Silverdale Centre Acquisition

Table 17 summarises the impact of the Silverdale Centre Acquisition on Investore's portfolio metrics.

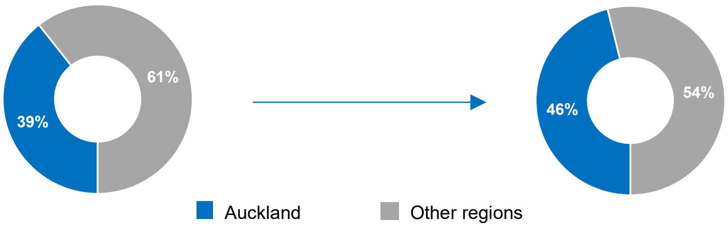
Table 17: Investore Property Portfolio Metrics Pre and Post the Silverdale Centre Acquisition

Metric	Pro-Forma Post BNL & WBB	Silverdale Centre	Pro-Forma Combined Portfolio
Portfolio Asset Value	$984.5	$114.0	$1,098.5
Number of Properties	43	1	44
Number of Tenants	142	39	181
WALT (years)	6.7	4.0	6.5
Market Cap Rate	6.29%	6.75%	6.34%
Initial Yield	6.53%	6.81%	6.56%
Occupancy (by NLA)	99.0%	100.0%	99.1%

Tenancy Exposure
(Based on gross Contract Rental)



Geographic Exposure
(Based on gross
Contract Rental)



Source: Investore, JLL's report, and Northington Partners analysis. Metrics exclude Development & Other (D&O) Properties.

As illustrated in Table 17, the Silverdale Centre Acquisition:

- Enhances portfolio scale, increasing Investore's investment property portfolio by approximately 12% to ~$1.1 billion on a pro forma basis. This scale expansion is expected to support a reduction in management and administration costs as a percentage of total assets (i.e. a lower management expense ratio).
- Improves tenant diversification, reducing Investore's reliance on General Distributors (Woolworths) and introducing new national retailers such as The Warehouse Group and Chemist Warehouse. On a pro-forma basis, exposure to Woolworths is reduced from 59% to 54% of Contract Rental, while Bunnings reduces from 21% to 18%. Correspondingly, other tenants (including LFR and specialty retailers) grow from 21% to 28%.
- Has minimal impact on portfolio valuation metrics, with limited change to the overall capitalisation rate and yield of the portfolio.
- Maintains high occupancy levels, with Silverdale Centre fully leased. As a result, Investore's post-acquisition portfolio occupancy remains stable at 99.1%.
- Slightly reduces portfolio WALT, by approximately three months. However, we note that Silverdale Centre's lower WALT largely reflects the tenancy profile for The Warehouse. We consider that the vacancy risk from this expiry as relatively low, based on the growth outlook for catchment area and the assumption that The Warehouse would renew their lease (they have a further 6-year right of renewal, plus four additional 3-year rights of renewal) or that the space would be re-tenanted (including from other large discount retail stores). Notwithstanding the reduction in WALT post the Silverdale Centre Acquisition, Investore's WALT would remain among the top three longest in the NZX-listed property sector.
- Increases exposure to Auckland, a higher-growth region, with pro-forma exposure rising from approximately 39% (post BNL and WBB) to 46% of gross contracted rent. Furthermore, the North Auckland Future Urban Zone (covering Silverdale, Wainui East and Dairy Flat) has been identified as one of Auckland's primary growth regions over the next 25 years[14].

6.5. Summary of our Assessment

We consider the terms and conditions of the Silverdale Centre Acquisition to be fair for Non-associated Shareholders. This view reflects the following key considerations:

- **Strategic Fit**: The Silverdale Centre Acquisition is consistent with Investore's strategy to acquire quality LFR assets through SIML's market coverage. While Silverdale Centre represents a different mix of LFR tenants and has a shorter WALT compared to most of the existing portfolio properties, we consider this retail centre to be broadly consistent with Investore's definition of LFR property.
- **Acquisition Terms**: The purchase price of $114 million is supported by the independent valuation provided by JLL, which reflects recent transaction evidence and JLL's views of renewed and strong demand for this type of asset. The agreed price reflects appropriate adjustments for location, tenant covenant strength, and lease terms, and results in portfolio valuation metrics that are in line with Investore's existing portfolio.

[14] *Source: "Auckland Plan 2050", June 2018, Auckland Council.*

- **Immediate Financial Impact:** The Silverdale Centre Acquisition is expected to result in an increase in FY26 DPPS. The Convertible Note will provide the debt headroom required to settle the Silverdale Centre Acquisition. On a pro-forma basis, Investore's post-transaction LVR is expected to be approximately 40.2%, slightly above the Board's stated LVR policy of 30%-40%, but comfortably within the bank covenant limit of 60%.
- **Operational Impact:** The Silverdale Centre Acquisition diversifies Investore's tenant base by reducing exposure to Woolworths and introducing new national tenants such as The Warehouse Group and Chemist Warehouse. It also increases Investore's geographic exposure to the higher-growth Auckland region.
- **Other considerations:** post-transaction, Silverdale Centre would be Investore's single largest asset by value, representing ~10% of the portfolio and more than double the value of Investore's 2nd highest value property (Bunnings Westgate). Investore's existing portfolio also broadly comprises assets with a higher level of secondary market sale liquidity, especially for supermarket and hardware LFR properties. The specialty nature and reduced buyer audience for Silverdale Centre (typically global and domestic institutional investors) might limit how quickly and easily the property could be sold if Investore determined to sell Silverdale Centre in the future. While liquidity might not be an important consideration now, it could impact on Investore's financial flexibility in the future.

7.0 Assessment of the Silverdale Centre Letter

The Silverdale Centre Letter provides for SIML to be fairly compensated for the additional work required to manage the Silverdale Centre which, as a multi-tenanted property (39 tenants), demands significantly more management resource than a single-tenanted (or small number of tenants) LFR property. Under the Silverdale Centre Letter terms, SIML would be paid all building management fees and centre management expenses. The proposed Silverdale Centre Fees are intended to reflect these additional costs, consistent with how the property is currently managed.

A portion of the Silverdale Centre Fees will be recoverable from tenants (approximately $115k), with the net non-recoverable component of approximately $134k largely reflecting non-recoverable costs associated with major tenants. The fees (and non-recoverable amounts from certain tenancies) are consistent with commercial, arm's-length fees charged for comparable properties and are already incorporated in both the independent valuation of the Silverdale Centre and our earnings and financial impact analysis of the acquisition (see Section 6.2).

As noted in our review of the Management Agreement Amendments (Section 8.3), the current building management fee structure provides only a flat fee of $10k per property per annum. In the case of Silverdale Centre, this would equate to ~0.1% of gross income, which materially understates the complexity and cost of managing a large, multi-tenanted retail centre. By comparison, externally managed REITs in New Zealand and Australia typically charge between 1% and 3% of gross rent, generally recoverable through tenant outgoings.

Accordingly, we consider the Silverdale Centre Fees to be appropriate, commercially reasonable, and consistent with market practice.

8.0 Assessment of the Proposed Management Agreement Amendments

8.1. Expansion of Investment Mandate

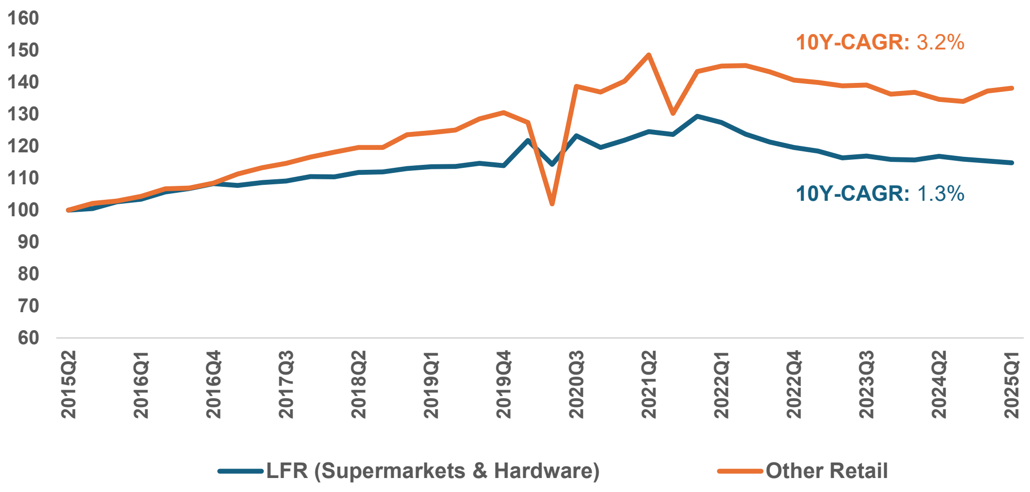
As described in Section 5.2 above, the proposed amendment to the Management Agreement seeks to explicitly broaden Investore's permitted investment scope to include CBR properties – retail assets such as neighbourhood and subregional centres focused on non-discretionary, everyday needs.

The expansion reflects a recognition that convenience/daily-needs retail is a resilient and attractive segment that complements Investore's existing LFR strategy. In our assessment, the following factors support the rationale for expanding the mandate:

- **Resilience of Daily-Needs Retail**: CBR assets (e.g. those anchored by supermarkets, essential services and daily-needs retail) have demonstrated strong and consistent performance through economic cycles, including during the COVID-19 pandemic. Their resilience stems from their focus on low/non-discretionary spending, as well as lower exposure to e-commerce disruption compared to discretionary or fashion retail. By permitting investment in CBR properties, Investore can participate in this defensively positioned segment, complementing its existing LFR strategy. We note that this reflects a broader convergence trend in the Australasian market, where listed REITs are moving towards more flexible, diversified retail mandates. As discussed in Section 3.0, peers such as Region Group, Charter Hall Retail, and HomeCo Daily Needs have repositioned to prioritise CBR assets and have generated solid performance as a result. The proposed mandate expansion would align Investore with its Australian peers.
- **Increased Acquisition Opportunity Set:** Investore's current LFR-focused mandate narrows the pool of potential acquisitions. Expanding into CBR would significantly broaden the range of qualifying assets, enabling the Company to pursue opportunities that may not strictly meet the current LFR definition. This increased flexibility improves Investore's ability to respond to market conditions and capital deployment opportunities.
- **Diversification and Risk Management:** Including multi-tenant CBR assets in the portfolio would reduce tenant concentration risk and enhance income diversification (noting that Woolworths, while declining as a proportion, still represented approximately 62% of Investore's gross rental income in FY25). Furthermore, the combination of LFR and CBR provides complementary benefits: LFR assets typically deliver long leases and low management intensity, while CBR assets provide slightly higher yields, more frequent lease resets, and broader tenant diversity. For example, specialty tenant leases within CBR assets can have higher annual rental growth (3-4% fixed or CPI-linked increases) and offer the ability to reset rents more frequently, whereas a 15-year LFR lease might be flat or have lower growth for long periods. Thus, adding CBR could increase Investore's organic rental growth rate over time. Meanwhile, the long lease terms of major LFR tenants continue to provide stable income. This blended approach mirrors the successful strategies of Australasian peers, which combine long-WALT LFR with CBR assets.
- **Strategic Consistency:** Although the mandate expansion marks a formal change, in substance it is consistent with Investore's core strategy: to invest in retail properties that provide stable, long-term income from strong tenants, particularly focusing on non-discretionary retail. Typical CBR assets fit this description: they are anchored by the same types of LFR tenants (supermarkets and other large format stores) that Investore already holds, and the supporting tenants are largely service and convenience retailers which complement the anchors. Moreover, the managerial skill set required (understanding retail tenant requirements, leasing, property operations) is well within SIML's capabilities. In short, the expansion is a natural extension rather than a departure from what shareholders have invested in.

In addition, as shown in Figure 10 below, while LFR supermarkets and hardware stores have historically exhibited lower volatility, the "Other Retail" category – which includes CBR – has delivered stronger cumulative sales growth over the long term.

Figure 10: New Zealand Retail Turnover (2015Q2 – 2025Q1)



Source: Stats NZ. **LFR** includes sales from: "Supermarket and grocery stores" and "Hardware, building and garden supplies" (categories that make up the majority of Investore's portfolio). **Other Retail** includes sales from: "Department stores", "Specialised food retailing (excluding liquor)", "Liquor retailing", "Food and beverage services", "Pharmaceutical and other store-based retailing", "Furniture, floor coverings, houseware and textile goods retailing", "Recreational goods retailing", "Clothing, footwear and personal accessory retailing" and "Electrical and electronic goods retailing". Seasonally adjusted data. Indexed to 100, deflated, as at September 2010 quarter prices.

The post-COVID rebound and sustained outperformance of "Other Retail" suggests that a blended strategy incorporating CBR may enhance Investore's overall return profile. CBR assets also tend to be less volatile than fashion or discretionary segments, given their anchor tenancy profile and focus on essential services. As such, while the mandate expansion introduces some additional variation, it does so with a view to growth and resilience. The inclusion of quality CBR properties is therefore not expected to materially increase portfolio risk and may contribute to improved risk-adjusted returns.

In our view, the proposed expansion of Investore's investment mandate is a fair extension of its LFR strategy. It enhances strategic flexibility, unlocks access to a broader set of resilient retail assets, and supports long-term value creation. The expansion is well aligned with sector trends and peer positioning and does not introduce material risks or shift Investore into unrelated asset classes. Accordingly, we view the proposed Management Agreement mandate changes as fair to Non-associated Shareholders.

8.2. Amendment to Capital Management Provisions

In conjunction with the proposed investment mandate expansion, Investore intends to amend the capital management provisions in the Management Agreement. Specifically, the existing clause prescribing a fixed Loan-to-Value Ratio (LVR) limit of 50% (or such lower amount set by the Board and Manager) is proposed to be removed. Under the revised agreement, the Loan-to-Value (LVR) and Hedging Policies will be determined solely by the Board of Directors.

In our view, this change increases flexibility for the Company's capital structure and brings Investore's governance settings into closer alignment with common practice among listed externally-managed REITs in both New Zealand and Australia, where gearing parameters are typically set at the Board level, not fixed within management agreements. We note that the Board remains accountable to shareholders and subject to NZX continuous disclosure obligations, and therefore any material changes to gearing policy would be expected to be disclosed appropriately.

The removal of fixed gearing constraints within the Management Agreement provides Investore with greater responsiveness to market conditions and the ability to optimise its capital structure over time, particularly as it expands into more diversified retail assets. However, this flexibility does not equate to an open-ended increase in risk, given the Board's oversight and the Company's historic track record of financial leverage.

Accordingly, we consider the proposed changes to capital management provisions to be reasonable for Non-associated Shareholders.

8.3. Amendment to Management Fee Provisions

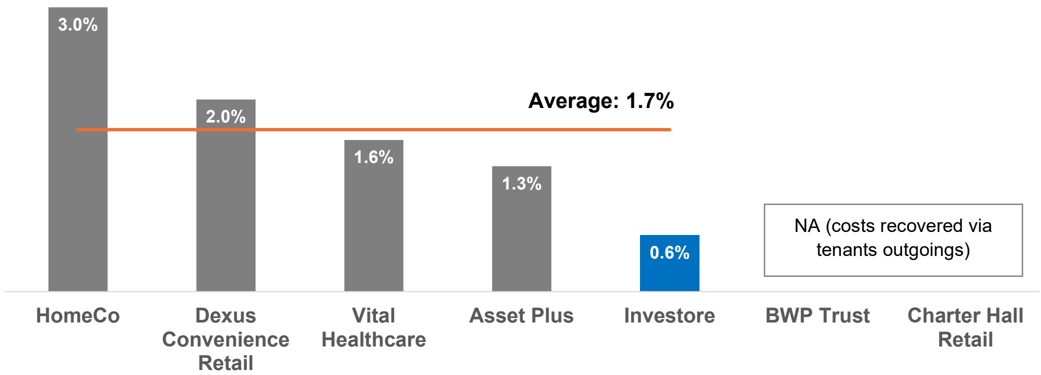
The third main proposed amendment to the existing Management Agreement is to the Building Management Fee and the introduction of fees for Additional Services.

The Building Management Fee is a flat fee of $10,000 per year, in respect of each property held by Investore, to cover property management activities such as coordinating maintenance and tenant liaison.

We note that this fee structure was set at IPO (in 2016) when Investore's portfolio was mostly single-tenant Countdown/Woolworths supermarkets (i.e. low-intensity management assets). Over time, as Investore acquired multi-tenant properties (like Bay Central and Mt Wellington shopping centres in 2019, and Carr Road shopping centre in 2021), the $10,000 per property fee has become misaligned with both the actual management effort required and prevailing market practice.

In contrast, externally managed REITs in New Zealand and Australia typically charge between 1% and 3% of gross rent, recoverable via tenant outgoings. As shown in Figure 11, Investore's implied fee of ~0.6% across Investore's entire portfolio is therefore well below market benchmarks, and the proposed amendment seeks to bring the fee structure more in line with these standards.

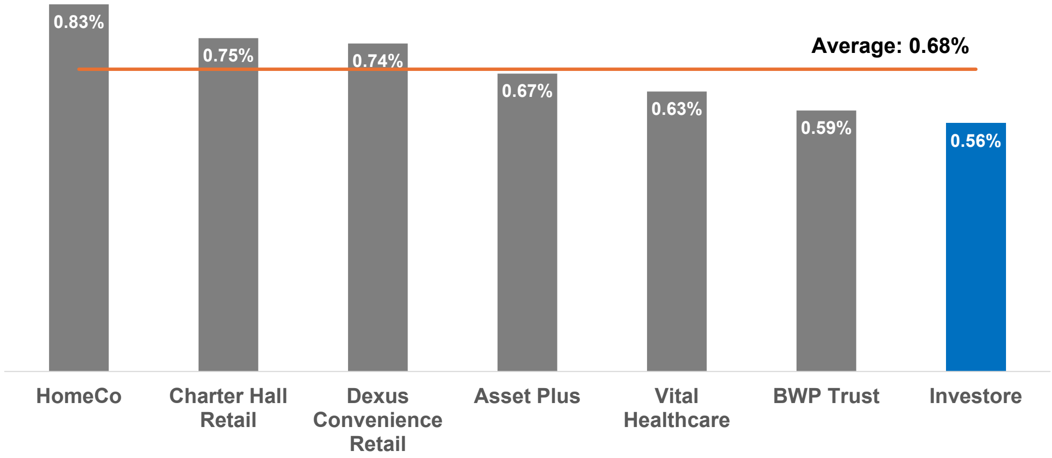
Figure 11: Building/Property Management Fee charged by externally-managed REITS in Australasia (as a % of gross rent)



Source: Latest Annual Reports Reports of each company. Investore's % based on $446k building management fee expense over $76.1m gross rental income in FY25.

We have also compared Investore's combined asset management and building management fees (as a percentage of total assets) to those of comparable externally managed REITs. As shown in Figure 12 below, Investore's total asset and building management cost remains below the typical range observed across its peers and other externally managed LPVs.

Figure 12: Aggregated Asset and Property Management Fees of Externally Managed LPVs (% of Total Assets)



Source: Latest Annual Reports of each company. Ratios calculated based on (Asset Management Fee + Performance Fee + Building/Property Management Fee) / Average of Assets Held in the last two Financial Years.

Importantly, the proposed increase in the Building Management Fee is expected to be offset predominantly by tenant recoveries via outgoings, where provided for under lease agreements. Under the proposed amendment, the Building Management Fee for Bay Central, Mt Wellington, and Carr Road shopping centres would in fact be capped at the amounts recoverable from tenants. As a result, the net cost to Investore is expected to be minimal at approximately $89k (plus an additional approximate $134k cost if the Silverdale Centre Acquisition is approved), while ensuring that the fee structure more accurately reflects the Manager's responsibilities and the greater complexity of the evolving asset base.

In addition to the Building Management Fee amendment, the introduction of the Additional Services provides flexibility for Investore to request management services not contemplated by the current Management Agreement, with the scope and fees for such services to be agreed between the parties. We note that this is consistent with other additional services and associated fees historically agreed between Investore and the Manager, such as one-off or recurring fees relating to sustainability compliance or capital management projects.

In summary, we consider the proposed amendment to management fee provisions to be fair to Non-associated Shareholders. The change to the Building Management Fee aligns the fee structure with market, supports enhanced property management for increasingly complex assets, and is expected to have minimal impact on distributable earnings given the recoverability through tenant outgoings. Even post-amendment, Investore's total management fee load will remain conservative relative to peers.

Appendix 1. Sources of Information Used in this Report

Other than the information sources referenced directly in the body of the report, this assessment is reliant on the following sources of information:

- Investore's annual and interim reports.
- Discussions with senior personnel of SIML.
- Documentation for the proposed Silverdale Centre Acquisition including the property valuation report from JLL.
- Draft Convertible Loan Terms Sheet and Product Disclosure Statement.
- Investore's proforma portfolio metric calculations pre and post the proposed Silverdale Centre Acquisition.
- Documentation regarding the proposed Management Agreement Amendments.
- Drafts of the Notice of Special Meeting.
- Various other documents that we considered necessary for the purposes of our analysis.

Appendix 2. Declarations, Qualifications and Consents

Declarations

This report is dated 8 September 2025 and has been prepared by Northington Partners at the request of the independent directors of Investore to fulfil the requirements of the NZX in relation to the Silverdale Centre Acquisition and the Management Agreement Amendments. This report, or any part of it, should not be reproduced or used for any other purpose. Northington Partners specifically disclaims any obligation or liability to any party whatsoever in the event that this report is supplied or applied for any purpose other than that for which it is intended.

Prior drafts of this report were provided to Investore for review and discussion. Although minor factual changes to the report were made after the release of the first draft, there were no changes to our methodology, analysis, or conclusions.

This report is provided for the benefit of all of the shareholders of Investore (other than SPL) that are being asked to consider the Silverdale Centre Acquisition and the Management Agreement Amendments, and Northington Partners consents to the distribution of this report to those people.

Our engagement terms did not contain any term which materially restricted the scope of our work.

Qualifications

Northington Partners provides an independent corporate advisory service to companies operating throughout New Zealand. The company specialises in mergers and acquisitions, capital raising support, expert opinions, financial instrument valuations, and business and share valuations. Northington Partners is retained by a mix of publicly listed companies, substantial privately held companies, and state-owned enterprises.

The individuals responsible for preparing this report are Greg Anderson B.Com, M.Com (Hons), Ph.D, Jonathan Burke B.Com (Hons), BCM, and Pedro Monteiro B.Com, MBA. Each individual has a wealth of experience in providing independent advice to clients relating to the value of business assets and equity instruments, as well as the choice of appropriate financial structures and governance issues.

Northington Partners has been responsible for the preparation of numerous independent reports in relation to takeovers, mergers, and a range of other transactions subject to the Takeovers Code and NZX Listing Rules.

Independence

Other than other independent roles with Investore, Northington Partners has not been previously engaged by Investore or (to the best of our knowledge) by any other party to the Silverdale Centre Acquisition in relation to any matter for the Silverdale Centre Acquisition that could affect our independence. None of the Directors or employees of Northington Partners have any other relationship with any of the directors or substantial security holders of the parties involved in the Silverdale Centre Acquisition.

The preparation of this independent report will be Northington Partners' only involvement in relation to the Silverdale Centre Acquisition. Northington Partners will be paid a fixed fee for its services which is in no way contingent on the outcome of our analysis or the content of our report.

Northington Partners does not have any conflict of interest that could affect its ability to provide an unbiased report.

Disclaimer and Restrictions on the Scope of Our Work

In preparing this report, Northington Partners has relied on information provided by Investore. Northington Partners has not performed anything in the nature of an audit of that information, and does not express any opinion on the reliability, accuracy, or completeness of the information provided to us and upon which we have relied.

Northington Partners has used the provided information on the basis that it is true and accurate in material respects and not misleading by reason of omission or otherwise. Accordingly, neither Northington Partners nor its directors, employees or agents, accept any responsibility or liability for any such information being inaccurate, incomplete, unreliable or not soundly based or for any errors in the analysis, statements and opinions provided in this report resulting directly or indirectly from any such circumstances or from any assumptions upon which this report is based proving unjustified.

We reserve the right, but will be under no obligation, to review or amend our report if any additional information which was in existence on the date of this report was not brought to our attention, or subsequently comes to light.

Indemnity

Investore has agreed to indemnify Northington Partners (to the maximum extent permitted by law) for all claims, proceedings, damages, losses (including consequential losses), fines, penalties, costs, charges and expenses (including legal fees and disbursements) suffered or incurred by Northington Partners in relation to the preparation of this report, except to the extent resulting from any act or omission of Northington Partners finally determined by a New Zealand Court of competent jurisdiction to constitute negligence or bad faith by Northington Partners.

Investore has also agreed to promptly fund Northington Partners for its reasonable costs and expenses (including legal fees and expenses) in dealing with such claims or proceedings upon presentation by Northington Partners of the relevant invoices.

Northington
Partners