

LODGE YOUR PROXY / POSTAL VOTE

Online:

vote.linkmarketservices.com/WIN

Scan & email:

meetings@linkmarketservices.com

Deliver:

Link Market Services Limited
Level 30, PwC Tower,
15 Customs Street West,
Auckland 1010

Mail:

Use the enclosed reply paid
envelope or address to:
Link Market Services Limited
PO Box 91976
Victoria Street West
Auckland 1142

Scan this QR code with your smartphone and vote online



General Enquiries

+64 9 375 5998 | enquiries@linkmarketservices.com

PROXY FORM/ADMISSION CARD FOR WINTON LAND LIMITED'S 2023 ANNUAL MEETING

The Winton Land Limited ("Company") Annual Meeting of Shareholders will be held at the offices of Link Market Services, Level 30 PwC Tower, 15 Customs Street West, Auckland and online at www.virtualmeeting.co.nz/win23, on **Wednesday, 25 October 2023** commencing at **12pm**. If you will attend the Meeting online, you will require your Holder Number for verification purposes.

If you wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) to the Company's share registry, Link Market Services Limited, **by no later than 12pm, Monday 23 October 2023**. You can also appoint your proxy online by going to vote.linkmarketservices.com/WIN or by scanning the QR code above with your smartphone.

Appointment of proxy

If you are a shareholder entitled to attend and vote at the Annual Meeting, you are entitled to appoint a proxy to attend and vote instead of you. This proxy form may be completed online, mailed, delivered, or scanned and emailed in accordance with the instructions above. A proxy need not be a shareholder of the Company. A company may appoint a person to attend and vote at the meeting as its representative in the same manner as a proxy is appointed. If you wish, you can appoint the Chair of the Meeting as your proxy. If you return this Proxy Form without appointing a proxy, the Chair of the meeting will vote in accordance with your express instructions.

Voting of your holding

Direct your proxy how to vote by making the appropriate election in respect of each resolution. If you elect "discretion" on any resolution, you are directing your proxy or representative to decide how to vote on that resolution on your behalf. If you elect the "abstain" box on any resolution, you are directing your proxy or representative not to vote on that resolution. If you make more than one election in respect of a resolution your vote will be invalid on that resolution. Please note that your proxy will not be able to vote at the Annual Meeting unless you have provided a voting direction or discretion. If the Chair of the Meeting is appointed as your proxy but you have not directed the Chair how to vote on a particular resolution, the Chair intends to vote your shares in favour of all the Resolutions.

Postal Vote

As a shareholder entitled to vote at the Annual Meeting, you are entitled to vote by postal vote. You can cast your postal vote online or by one of the other methods listed above. If you return your postal vote without indicating how you wish to vote, or your indication on how to vote is unclear, on any resolution, you will be deemed to have abstained from voting on that resolution. If you complete the postal vote section and also appoint a proxy, then your postal vote will be cast and your proxy appointment will not be counted, but your proxy may still attend the meeting on your behalf. If this form is returned duly signed by a shareholder with voting instructions completed but without indicating that it is a postal vote or proxy has been appointed, it will be deemed to be a postal vote.

Attending the meeting

If you propose to attend the Annual Meeting in person, please bring this Proxy Form to the meeting to assist with your registration. All shareholders must register with Link Market Services prior to entering the meeting room.

Signing instructions for proxy forms

Individual

Where the holding is in one name, this form must be signed by the shareholder or his/her/its attorney duly authorised in writing.

Joint Holding

At least one joint security holder should sign this form (on behalf of all joint security holders). If different joint security holders purport to appoint different proxies, the vote of the proxy appointed by the first named joint security holder in the Company's share register will prevail.

Power of Attorney

This form and the power of attorney or other authority, if any, under which it is signed, or a copy of that power or authority certified by a solicitor, Justice of the Peace or Notary Public must be deposited or mailed to be received at the office of Link Market Services Limited, in any manner as per the instructions above, **not later than 12pm on Monday, 23 October 2023**.

Corporate Shareholder

In the case of a corporate shareholder, this form must be signed by a director or a duly authorised officer acting under the express or implied authority of the shareholder, or an attorney duly authorised by the shareholder.

POSTAL VOTE / PROXY FORM

STEP 1: CHOOSE TO VOTE BY POSTAL VOTE OR APPOINT A PROXY TO VOTE ON YOUR BEHALF

POSTAL VOTING

☐

I wish to vote by postal vote (please tick the box).
My voting intention is indicated in the resolution section below.

APPOINT A PROXY TO VOTE ON YOUR BEHALF

Note: If you wish, you may appoint the Chair of the Meeting as your proxy. To do this, enter "the Chair" in the space allocated below.

I/We being a shareholder(s) of Winton Land Limited

appoint _____ at _____
(full name of proxy) (e-mail address)

or failing that person _____ at _____
(full name of proxy) (e-mail address)

as my/our proxy to vote for me/us on my/our behalf at the Annual Meeting of the Company to be held online on **Wednesday, 25 October 2023**, at **12pm** and at any adjournment of that meeting.

STEP 2: ITEMS OF BUSINESS – PROXY VOTING INSTRUCTIONS

Complete this part if you have appointed a proxy above and you want to direct the proxy as to how the proxy should vote. Please note: For each resolution you must tick one box. If you mark the abstain box for an item, you are directing your proxy not to vote on your behalf on a poll and your votes will not be counted computing the required majority, for that item.

ORDINARY BUSINESS

To consider and, if thought fit, pass the following resolutions:

ORDINARY RESOLUTIONS:		For	Tick (✓) in box to vote Against	Abstain	Discretion
1.	That Steven Joyce, having been appointed by the Board and only holding office until the Annual Meeting, be elected as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	That the Board be authorised to fix the fees and expenses of Ernst & Young as the auditor of the Company for the ensuing year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any resolutions to amend any of the resolutions, on any resolution so amended, and on any other resolution proposed at the meeting (or any adjournment thereof). If you do not mark any appropriate box for a particular resolution then your proxy will not be able to vote. The proxy is appointed only in respect of the above meeting or any adjournment thereof.

STEP 3: SHAREHOLDER QUESTIONS

Shareholders present at the Annual Meeting, will have the opportunity to ask questions during the meeting. Shareholders can submit a question prior to the meeting online by going to vote.linkmarketservices.com/WIN and completing the online validation process, or by completing the question section below and returning this form to Link Market Services. Questions will need to be submitted by 12pm on Monday, 23 October 2023. The Company has the discretion as to which of these questions will be addressed at the Annual Meeting.

Question:

SIGN: SIGNATURE OF SHAREHOLDER(S) This section must be completed

Shareholder 1

Individual/Authorised Officer or attorney

Shareholder 2

Individual/Authorised Officer or attorney

Shareholder 3

Individual/Authorised Officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____

Electronic Investor Communications: If you received the notice of meeting and proxy form by mail and wish to receive your future investor communications by email, please provide your email address below.