

Winton Land Limited

Notice of 2026 Annual Meeting of Shareholders

Friday, 23 October, 11.00am

As an owner of Winton Land Limited (**Winton** or the **Company**) the Board invites you to join us for our Annual Meeting of Shareholders.

Where: This will be a virtual meeting via the MUFG Pension & Market Services Virtual Meeting platform at www.virtualmeeting.co.nz/win26.

When: Friday, 23 October 2026, commencing at 11.00am.

To join the meeting online you will need your Shareholder Number (**NZX:** CSN/Holder Number or **ASX:** HIN/SRN) for verification. Further instructions on how to participate are outlined in the “Important Information – Procedural Notes” section at the end of this Notice of Meeting.

If you cannot attend, we encourage you to have your vote counted by completing and lodging the Proxy/Voting Form in accordance with the instructions within this Notice of Meeting so that it reaches MUFG Pension & Market Services by Wednesday, 21 October 2026 at 11.00am.

BUSINESS AND AGENDA OF MEETING

1. Chair address

2. Resolutions

To consider and, if deemed fit, to pass the following ordinary resolutions at the meeting:

Resolution 1 – Election of Michael Stiassny as Director

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

Resolution 2 - Auditor's Remuneration

That the Board be authorised to fix the fees and expenses of Ernst & Young as the auditor of the Company for the ensuing year.

For further detail, see the Explanatory Notes below.

3. Other business and Shareholder Questions

To consider any other matter as may be properly raised at the meeting.

We look forward to welcoming you to the 2026 Annual Meeting of Shareholders.

For and on behalf of the Winton Board of Directors

Michael Stiassny
Chair
28 September 2026

EXPLANATORY NOTES

Resolution 1: Election of Director

Under Rule 2.7.1 of the NZX Listing Rules, and clause 25.2 of the Company's constitution, Directors appointed by the Board must not hold office (without re-election) past the next annual meeting following that Director's appointment. If the Director is eligible, they may offer themselves for election by the shareholders at the annual meeting following their appointment. In September 2026, the Board appointed Michael Stiassny as a Director of the Company under clause 25.2 of the Company's constitution. He retires at this Annual Meeting of Shareholders, and being eligible, offers himself for election.

Profile of Michael Stiassny



Michael Stiassny is a professional director, with more than 40 years' experience in financial advisory, governance and capital markets. Mr Stiassny currently chairs NZX listed 2 Cheap Cars Group Limited and Being AI Limited. He is also the chair of Momentum Life Insurance Limited and a director of a number of other private companies, including Tegel Group Holdings Limited and LPF Group Limited. Mr Stiassny holds both Commerce and Law degrees from the University of Auckland and is a Chartered Fellow and former President of the New Zealand Institute of Directors.

Term of Office:

Appointed Director on 2 September 2026

The Board considers that Michael Stiassny has the appropriate blend of leadership and experience, combined with diversity of perspective, to contribute to the successful functional and strategic requirements of the Company.

The Board unanimously supports Resolution 1 and recommends that shareholders vote IN FAVOUR of the election of Michael Stiassny.

Resolution 2: Auditor's Remuneration

The current auditor of the Company, Ernst & Young (EY), will be automatically reappointed as Winton's auditor at the Annual Meeting of Shareholders in accordance with section 207T of the Companies Act 1993. Under that legislation, the auditor's fees and expenses must be fixed at the Annual Meeting of Shareholders or in the manner that the Company determines at the meeting. Shareholder approval is therefore sought for the Directors of the Company to fix EY's fees and expenses for the ensuing financial year.

The Board unanimously supports this resolution and recommends that shareholders vote IN FAVOUR of it at the meeting.

IMPORTANT INFORMATION – PROCEDURAL NOTES

Voting

- A. The persons entitled to vote on the resolutions at the Annual Meeting of Shareholders are those persons who are recorded in the share register of Winton as holders of ordinary shares at 5:00pm NZDT on Wednesday, 21 October 2026. Voting will be conducted by way of poll, meaning that each shareholder of Winton has one vote for each ordinary share in Winton held by that shareholder.

Proxy Appointment and Form

- B. Registered shareholders may vote at the meeting either online or by postal vote or proxy. All shareholders are entitled to attend and vote at the meeting or to appoint a proxy or representative (in the case of a corporate shareholder) to attend and vote on their behalf. Shareholders can still attend the meeting, even if they have appointed a proxy (although they will not be able to vote if a proxy has been appointed).
- C. A proxy need not be a shareholder of Winton.
- D. Shareholders who wish to vote by appointing a proxy to vote on their behalf may direct their proxy to vote for or against a resolution, to abstain from voting or to exercise their discretion as to how to vote. Please note that your proxy will not be able to vote at the meeting unless you have provided a voting direction or discretion.
- E. The appointment of a proxy must be made online at vote.cm.mpms.mufig.com/WIN or, if you complete the accompanying Proxy/Voting Form in accordance with the instructions set out in the form, received by MUFG Pension & Market Services by no later than 11.00am NZDT on Wednesday, 21 October 2026.
- F. If, in appointing your proxy, you do not name a person to be your proxy (either online or on the accompanying Proxy/Voting Form), the Chair of the meeting will be your proxy and may only vote in accordance with your express direction. You may appoint the Chair of the meeting as your proxy. If you appoint the Chair as proxy and the voting is left to the Chair's discretion, the Chair intends to vote in favour of each resolution.

Postal Votes and Electronic Voting

- G. A shareholder or appointed proxy may cast an online or postal vote on all or any of the

matters to be voted on at the meeting. The Board has authorised Winton's share registrar, MUFG Pension & Market Services, to receive and count postal votes at the meeting.

- H. A postal voting form is enclosed with this notice (combined with the Proxy/Voting Form). If you wish to cast a postal vote you must vote by no later than 11.00am NZDT on Wednesday, 21 October 2026 by either:
- i. voting online at vote.cm.mpms.mufig.com/WIN or by scanning the QR code on the Proxy/Voting Form; or
 - ii. completing the Proxy/Voting Form and send it to MUFG Pension & Market Services, in accordance with the instructions set out on the form.

Virtual Annual Meeting

- I. Shareholders (and appointed proxies) will be able to attend and participate in the meeting virtually via an online platform provided by our share registrar, MUFG Pension & Market Services, at www.virtualmeeting.co.nz/win26. Shareholders attending and participating in the meeting virtually via the online platform will be able to vote and ask questions during the meeting. More information regarding virtual attendance at the meeting (including how to vote and ask questions virtually during the meeting) is available in the Virtual Meeting Guide available at: https://mail.cm.mpms.mufig.com/MUFG/MUFG_VirtualMeetingGuide.pdf. Winton strongly recommends that shareholders who wish to participate in the meeting virtually log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.

Other

- J. Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions. To encourage shareholder participation, we also invite you to submit questions ahead of the meeting which you can do online or using the enclosed proxy form.
- K. A recording of the meeting will be available on the Company's website following the meeting.