WINTON

NZX & ASX RELEASE

NZX: WIN / ASX: WTN

28 September 2026

WINTON – NOTICE OF 2026 ANNUAL MEETING OF SHAREHOLDERS

The 2026 Annual Meeting of Shareholders of Winton Land Limited will be held as a virtual only meeting on Friday, 23 October 2026, commencing at 11.00am (NZDT).

Copies of the Notice of Meeting and Proxy Form are attached.

Ends.

For further information, please contact:
Michael Stiassny
Chair
(+64) 21 821 166
michael@stiassny.com

About Winton
Winton is a residential land developer that specialises in developing integrated and fully masterplanned neighbourhoods. Across its 11 masterplanned communities, Winton has a portfolio of 22 projects expected to yield a combined total of circa 5,400 residential lots, dwellings, apartment units, retirement village units and commercial lots. Winton listed on the NZX and ASX in 2021. To find out more, visit our website www.winton.nz.

WINTON

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

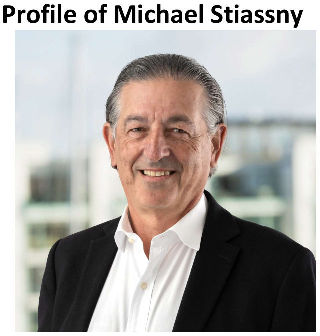
Michael Stiassny
Chair
28 September 2026

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.mufg.com/WIN or, if you complete the accompanying Proxy/Voting Form in accordance with the instructions set out in the form, received by MUFG Pension & Market Services by no later than 11.00am NZDT on 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.mufg.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.mufg.com/MUFG/MUFG_VirtualMeetingGuide.pdf. Winton strongly recommends that shareholders who wish to participate in the meeting virtually log in to the online portal at least 15 minutes prior to the scheduled start time for the meeting.

Other

J. Following the conclusion of formal business, there will be an opportunity for shareholders at the meeting to ask questions. To encourage shareholder participation, we also invite you to submit questions ahead of the meeting which you can do online or using the enclosed proxy form.

K. A recording of the meeting will be available on the Company's website following the meeting.

WINTON

LODGE YOUR PROXY / POSTAL VOTE

Online
vote.cm.mpms.mufg.com/WIN

Scan & email
meetings.nz@cm.mpms.mufg.com

Mail
Use the enclosed reply paid envelope or address to:
MUFG Pension & Market Services
PO Box 91976
Auckland 1142

Scan this QR code with your smartphone and vote online

General Enquiries

Email
enquiries.nz@cm.mpms.mufg.com

Phone
+64 9 375 5998

Voting / Proxy Form for Winton Land Limited 2026 Annual Meeting of Shareholders

Notice is hereby given that the Annual Meeting of Shareholders of Winton Land Limited (**Winton** or the **Company**) will be held online via the MUFG Pension & Market Services virtual meeting platform at www.virtualmeeting.co.nz/win26 at 11:00am (New Zealand time) on Friday, 23 October 2026. You will require your Shareholder Number (**NZX:** CSN/Holder Number or **ASX:** HIN/SRN) for verification purposes.

If you will not attend the meeting online, but wish to be represented by proxy, please complete and return this form (in accordance with the lodgment instructions above) to Winton Land Limited's share registry, MUFG Pension & Market Services, by **no later than 11:00am on Wednesday, 21 October 2026**. You can also appoint your proxy and vote on the resolutions on the reverse of this form online by going to vote.cm.mpms.mufg.com/WIN or by scanning the QR code above with your smartphone.

Friday, 23 October 2026 at 11:00am (New Zealand time)

www.virtualmeeting.co.nz/win26

Postal Vote

As a shareholder entitled to vote at the Annual Meeting of Shareholders, 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. Please do not appoint a proxy if you are voting by postal vote. 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 Annual Meeting of Shareholders 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, the Chair of the meeting will vote in accordance with your express instructions.

Appointment of proxy

If you are entitled to vote at the meeting, you may appoint a proxy to attend the meeting and vote on your behalf, unless specifically excluded. The proxy need not also be a shareholder. If, in appointing your proxy, you do not name a person to be your proxy, the Chair of the meeting will be your proxy and may only vote in accordance with your express direction. If you wish, you may appoint "The Chair of the Meeting" as your proxy or as alternative to your named proxy. The Chair of the Meeting intends to vote all discretionary proxies in favour of the relevant resolution.

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 of Shareholders 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.

Attending the meeting

If you plan to attend the meeting virtually, you can join via the MUFG Pension & Market Services meeting platform at www.virtualmeeting.co.nz/win26. You will require your Shareholder Number for verification purposes.

A corporation may appoint a person as its representative to attend and vote at the Meeting in the same manner as that in which it could appoint a proxy. That person need not also be a shareholder.

Signing instructions for this form

Individual

Where the holding is in one name, the shareholder must sign the Proxy Form.

Joint Holding

Where the holding is in more than one name, at least one joint shareholder should sign this form (on behalf of all joint shareholders). If different joint shareholders purport to appoint different proxies, the vote of the proxy appointed by the first named joint shareholder shall apply.

Power of Attorney

If this Proxy Form has been signed under a power of attorney, a copy of the power of attorney under which it was signed (if not previously provided to the Registrar), and a signed certificate of non-revocation of the power of attorney must accompany this Proxy Form.

Corporate Shareholder

In the case of a corporate shareholder, a duly authorised officer or director must sign this Proxy Form. Persons who sign on behalf of a corporate shareholder must be acting with that corporate shareholder's express or implied authority.

Go online to vote.cm.mpms.mufg.com/WIN to appoint your proxy

Step 1	Choose to Vote by Postal Vote **OR** Appoint a Proxy / Corporate Representative

Postal Vote

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

Appoint a Proxy to vote on your behalf

I/We being a shareholder/s of Winton Land Limited hereby appoint:

Name	Email Address

or failing him/her:

Name	Email 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 **Friday, 23 October 2026**, at **11.00am** and at any adjournment of that meeting.

Step 2	Items of Business – Voting Instructions

Instruct a proxy to vote or vote by postal vote by placing a tick in the relevant box. If you have appointed a proxy and want him/her to decide how to vote on the resolution, tick the box "Proxy's discretion". Please note for each resolution you must tick one box.

To consider and, if thought fit, pass the following ordinary resolutions:	**FOR**	**AGAINST**	**ABSTAIN**	**PROXY DISCRETION**
1. 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.				
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.				

Step 3	Shareholder Questions

Shareholders attending the Annual Meeting of Shareholders will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting of Shareholders but would like to ask a question, you can submit a question online by going to vote.cm.mpms.mufg.com/WIN and completing the online validation process or complete the question section below and return to MUFG Pension & Market Services in the envelope enclosed. Questions will need to be submitted by 11:00am on Wednesday, 21 October 2026. The Board will endeavour to address and answer questions at the Annual Meeting of Shareholders.

Question:

Step 4	Signature of Shareholder(s) ***This section must be completed***

Shareholder 1 or duly authorised officer or attorney	Shareholder 2 or duly authorised officer or attorney	Shareholder 3 or duly 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: