

26 August 2021

[Address]

Dear Shareholder

**Springs Road Property Limited: 2021 Annual General Meeting**

We **enclose** a notice of annual general meeting of shareholders of Springs Road Property Limited (Company). The meeting will be held at Fable Hotel, Chancellor Room, 310 Princes Street, Dunedin at **12:30pm on Thursday 23 September 2021**.

The meeting will also be live streamed. If you would like to watch the live stream, please follow the link [Livestream - AGMs 23rd September 2021 c/- FSS Management](#). The live stream will provide an opportunity for you to watch and hear what is taking place at the annual general meeting. However, there will not be any opportunity for you to ask questions through the live stream.

Due to the commonality of shareholders in the Company, First NZ Properties Limited and Superstore Properties Limited, the meeting will be preceded by the annual general meetings of First NZ Properties Limited at 10:30am and Superstore Properties Limited at 11:30am. Morning tea will be served before the First NZ Properties Limited annual general meeting from 10am.

The Company's annual audited report for the year ended 31 March 2021 is now available at <https://www.fssmanagement.co.nz/about>. If you require a hard copy to be sent to you, please request the hard copy by emailing us at [paul@fssmanagement.co.nz](mailto:paul@fssmanagement.co.nz).

The agenda for the meeting is set out in the notice and there will be some resolutions put forward for approval.

The procedures for shareholders to vote are set out in the notice. The notice contains detailed instructions on how shareholders may appoint a proxy to vote on their behalf if they are unable to attend. Please complete and return the attendance/proxy form enclosed with the notice at your earliest convenience (and by no later than 48 hours prior to the meeting, being 12:30pm on Tuesday, 21 September 2021). Any attendance/proxy forms received after this time will not be effective.

We look forward to seeing you at the meeting.

Yours faithfully

John Murray  
Chair

## NOTICE OF 2021 ANNUAL GENERAL MEETING

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Notice is hereby given that the annual general meeting of shareholders of Springs Road Property Limited (**Company**) will be held at Fable Hotel, Chancellor Room, 310 Princes Street, Dunedin at 12:30pm on Thursday 23 September 2020.

### AGENDA

- A. Chair's introduction
- B. Annual report presentation
- C. Management presentation
- D. Shareholder discussion
- E. Resolutions
- F. Other business

### RESOLUTIONS

To consider and, if thought fit, pass the following ordinary resolutions by not less than a simple majority of the votes of those shareholders entitled to vote and voting on the question:

- 1 **Approval of the minutes from the 2020 annual general meeting:** That the minutes of the 2020 annual general meeting held on 28 September 2020 at the Rutherford Hotel, Nelson be approved.
- 2 **Approval of the 2021 annual report:** That the Company's 2021 annual report be approved.
- 3 **Appointment and remuneration of auditor:** That BDO Christchurch be appointed as the Company's auditors and that the manager of the Company be authorised to fix the fees and expenses of the Company's auditors.

### PROCEDURAL NOTES

#### Proxies

A shareholder may exercise the right to vote by being present in person or represented by proxy. Any shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote on their behalf. A corporation which is a shareholder may appoint a representative to attend the meeting on its behalf in the same manner as it could appoint a proxy. A proxy does not need to be a shareholder of the Company. A proxy form can be returned by delivery, mail, or email (as set out below).

The Chair of the Company is prepared to act as proxy. Where the Chair is appointed as discretionary proxy, he intends to vote in favour of all the resolutions.

To appoint a proxy, you should complete and sign the **enclosed** attendance/proxy form and return it by delivery, mail, or email to:

**By delivery:**

Springs Road Property Limited  
c/- The Manager  
FSS Management Ltd  
126 Tahunanui Drive  
Tahunanui  
Nelson

**By mail:**

Springs Road Property Limited  
c/- The Manager  
FSS Management Ltd  
PO Box 9013  
Nelson

**By email:** [paul@fssmanagement.co.nz](mailto:paul@fssmanagement.co.nz) (please put the words “Springs Road Property Limited attendance/proxy form” in the subject line for easy identification).

The completed attendance/proxy form must be received by the Company no later than 48 hours before the meeting, being 12:30pm on Tuesday 21 September 2021.

### **Voting entitlements**

Voting entitlements at the meeting will be determined by reference to the Company’s share register as at 48 hours prior to the meeting (being 12:30pm on Tuesday 21 September 2021). The only persons entitled to vote at the meeting will be the persons who are registered as shareholders of the Company at that time and the only voting rights which may be exercised at the meeting are those attaching to shares which are registered at that time.

### **Approval requirements**

Resolutions 1, 2 and 3 in the notice of meeting will be passed by an ordinary resolution of shareholders. An ordinary resolution will be passed by approval of a simple majority of votes of those shareholders entitled to vote and voting on the question (in person or by proxy).

### **Covid 19 Lockdown**

If this meeting is required to be postponed due to issues related to COVID-19 we will advise you of the alternative time and location of the new annual general meeting as soon as possible.

## **EXPLANATORY NOTES**

### **Resolution 1: Approval of minutes from 2020 annual general meeting**

Resolution 1 seeks approval of the shareholders by ordinary resolution of the minutes of the annual general meeting held on 28 September 2020. A copy of those minutes is available on <https://www.fssmanagement.co.nz/about>.

### **Resolution 2: Approval of 2021 annual report**

Resolution 2 seeks approval of the shareholders by ordinary resolution of the Company’s annual report for the year ended 31 March 2021 (including the financial statements for the year ended 31 March 2021).

A copy of the annual report is available at [www.fssmanagement.co.nz](http://www.fssmanagement.co.nz) (under the About/Financial Reports headings). If you require a hard copy be sent to you, please request the hard copy by emailing us at [Paul@fssmanagement.co.nz](mailto:Paul@fssmanagement.co.nz).

### **Resolution 3: Appointment and remuneration of auditor**

Findex (previously Crowe Horwath) has been the auditor of the Company for the past 6 years. Generally, the Company changes auditors every 5 years.

Resolution 3 therefore seeks approval of the shareholders by ordinary resolution to change the auditor to BDO Christchurch and that the manager fix the fees and expenses of the Company’s auditor.



# Springs Road Property Limited

**By delivery:**  
c/- The Manager  
FSS Management Limited  
126 Tahunanui Drive  
Tahunanui  
Nelson

**By mail:**  
c/- The Manager  
FSS Management Limited  
PO Box 9013  
Nelson

**By email:**  
paul@fssmanagement.co.nz

## Attendance/Proxy Form

Please complete this form and return it by one of the methods stated above by 12:30pm on Tuesday 21 September 2021 if registering a proxy vote. Any proxy forms received after this time will not be effective.

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### Section 1: SHAREHOLDER DETAILS

**Full Name:**

**Shares:**

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### Section 2: RSVP

- I will be attending the annual general meeting at 12:30pm.
- I would like to join the Directors and Management at 10.00am for morning tea before the meeting.

**Name of Attendee/s:**

.....  
.....

**Number Attending:** .....

- Please accept my/our apology, I/we are unable to attend. Details of my/our proxy are set out below.

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### Section 3: PROXY APPOINTMENT

(Please note that if the shares are held jointly, the appointment made in this section is made on behalf of the joint holding).

I appoint:

- The Chair of the Company**
- or

- Full Name**

.....

**Full address**

.....

as my proxy to exercise my vote at the **annual general meeting of shareholders of the Company to be held on Thursday 23 September 2021 at Fables Hotel**, 310 Princes Street, Dunedin and at any adjournment of that meeting.

**Section 4: VOTING INSTRUCTIONS**

I direct my proxy to vote in the following manner:

(Tick the box that applies)

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1. Resolution 1 (Adoption of minutes of the 2020 annual meeting).	<input type="checkbox"/>	<input type="checkbox"/>
2. Resolution 2 (Approval of the Company's 2021 annual report).	<input type="checkbox"/>	<input type="checkbox"/>
3. Resolution 3 (Appointment of BDO Christchurch as the Company's auditor and authorising the manager of the Company to fix the fees and expenses of the Company's auditor).	<input type="checkbox"/>	<input type="checkbox"/>

**Signed by each Shareholder named in Section 1:**

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.....

**Dated**.....

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**Notes**

1. As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not be a shareholder of the Company.
2. If you are joint holders of shares each of you must sign this proxy form.
3. In the case of a company, this proxy form must be signed on behalf of the company or by a person acting under the company's express or implied authority.
4. For this proxy form to be valid, it must be completed and sent by delivery, mail or email to the address set out on the first page of this form, so as to ensure it is received by 12:30pm on Tuesday 21 September 2021.
5. If this form has been signed under a power of attorney, please send a copy of the power of attorney and a signed certificate of non-revocation of the power of attorney with this proxy form.
6. If you return this form without directing the proxy how to vote on any matter, the proxy may vote or abstain from voting as he or she thinks fit.