

**Springs Road Property Limited
PO Box 9013
Annesbrook
Nelson 7044**

**SPRINGS ROAD PROPERTY LIMITED
NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

Notice is given that a special meeting of Springs Road Property Limited ("**SPR**" or the "**Company**") will be held at Duncan Cotterill at 197 Bridge Street, Nelson on Friday 17 June 2022, commencing at 10:30am.

Due to the commonality of shareholders in SPR, First NZ Properties Limited and Superstore Properties Limited, the meeting will be preceded by special meetings of First NZ Properties Limited at 10:00am and Superstore Properties Limited at 10:15am.

Morning tea will be served after conclusion of SPR's special meeting.

The meeting has been convened in relation to the proposed adoption of a new constitution for SPR.

SPECIAL RESOLUTION

The special business of the meeting will be to consider and, if thought fit, pass the following Resolution:

Revocation and adoption of company constitution

As a special resolution which, in accordance with the current constitution, requires approval by 100% of shareholders entitled to vote, and voting, on the matter:

That the current constitution of the Company is revoked and the constitution set out in appendix one to the notice of meeting is adopted by the Company.

EXPLANATORY NOTES

The explanatory notes to the Resolution accompany this notice of meeting. This special meeting of shareholders has been requested by CNP Investment Holdings LP for the purposes of adopting the replacement constitution, which would modernise the constitution of the Company. Accordingly, the board is supportive of the Resolution.

PROCEDURAL MATTERS

1. A shareholder who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder of the Company.
2. If you wish to appoint a proxy, you should complete the enclosed proxy form. If you wish, you may appoint the Chairman of the meeting as your proxy. If the Chairman of the meeting is appointed to act as proxy and is not directed how to vote, they will vote in favour of the Resolution.

Special resolution

3. Pursuant to clause 6.2 of the current constitution, a special resolution means a resolution passed by 100% of the votes of those shareholders entitled to vote and voting on the resolution.

DATED: 30 May 2022

BY ORDER OF THE BOARD

John Murray
Chair

EXPLANATORY NOTES

CONSTITUTIONAL CHANGES

The Company has called a special meeting to seek shareholder approval to adopt a new constitution, which has been proposed by CNP Investment Holdings LP. The proposed constitution has been prepared by Russell McVeagh on behalf of CNP Investment Holdings LP. The proposed constitution seeks to modernise the form of constitution used by the Company, consistent with current practice but does not make any significant changes to the rights and obligations of shareholders or the Company under the Company's current constitution.

The key amendments to the constitution can be summarised as follows (references to clauses are references to clauses in the proposed constitution):

1. **Objects, Rights and Powers of Company:** Clause 3 of the current constitution records the object and purpose of the Company as being the business of acquiring and owning a single real estate property which is leased or capable of being leased to persons for business or commercial purposes. The proposed constitution does not include an object or purpose for the Company, to allow the Board more flexibility as to the Company's ongoing strategy.
2. **Special Resolution:** Clause 6 of the current constitution provides for two different thresholds for the passing of a special resolution depending upon the nature of the resolution to be passed. Where a resolution relates to the alteration or revocation of any provision relating to the appointment or removal of directors or the powers of shareholders in connection therewith including, without limitation, clause 34, the constitution requires the special resolution to be approved by 100% of shareholders entitled to vote and voting on the question. The constitution requires all other special resolutions to be approved by a majority of 75% of shareholders entitled to vote and voting on the question.

The proposed constitution removes the requirement that a special resolution be approved by 100% of shareholders where such resolution relates to the alteration or revocation of any provision relating to the appointment or removal of directors or the powers of shareholders in connection therewith including, without limitation, clause 34, so that all special resolutions must be approved by a majority of 75% of shareholders entitled to vote and voting on the question. It is unusual in a widely-held company to entrench any provisions by requiring approval by 100% of shareholders and approval by 75% of shareholders is consistent with the standard position under the Companies Act 1993 (**Companies Act**). It also gives flexibility for shareholders in the future to amend the provisions relating to the appointment and removal of directors or the powers of shareholders in connection therewith.

3. **Issue of securities:** Currently the board can issue shares to any person. Clause 2.1 permits the Board to issue different types of shares, including redeemable shares – it is appropriate to refer to the ability to issue redeemable shares as the current constitution and the new constitution both contemplate the possible redemption of shares. Clause 2.2 permits the Board to issue options or other convertible securities. Both clauses have been included for flexibility.
4. **Consolidation and subdivision of shares:** Clause 2.4 permits the board to consolidate or subdivide the number of shares on issue. This clause has been inserted for convenience. An adjustment provision has also been included at 11.5(f) (which relates to the minimum shareholding of 3,000 shares) to account for any adjustments arising from a consolidation or subdivision of shares.
5. **Refusal to register shares:** Clause 11.5 provides for the rights for the Board not to register a transfer of shares. These rights already exist in the current constitution. However, the clause now includes a proviso where, if the Board resolves to exercise its power to refuse the registration of a transfer of shares, it must do so within 20 working days of receiving the

relevant transfer, and the Board must provide notice of its refusal to the transferee within five working days.

6. **Transmission of shares:** Clauses 12.1 – 12.3 are standard provisions relating to the transmission of shares on death of a shareholder and the exercise of rights by Personal Representatives.
7. **Shareholder meeting quorum:** Clause 17.2 decreases the number of shareholders required for a quorum from 10 shareholders to 5 shareholders, and permits a shareholder who has appeared by Representative (which includes a proxy) to be counted towards the quorum of 5 shareholders at a shareholder meeting.
8. **Proxy forms:** A template proxy form has been removed from the Constitution, as it is not required to be included under the Companies Act. The Board anticipates providing a typical and appropriate form for each future meeting.
9. **Director appointments:** Clauses 24.2 and 24.4 now permit the holder or holders of a majority of shares in the Company to appoint or remove Directors by providing written notice to the Company. This amendment provides flexibility in avoiding the need for the Company to call a shareholder meeting to appoint or remove directors where a shareholder or group of shareholders already control a majority of votes. Directors can still be appointed and removed by ordinary resolution at a meeting of shareholders.
10. **Vacation of office:** The categories of circumstances in clause 24.6, under which directors are automatically removed from office, have been expanded from the current constitution in line with typical provisions included in a constitution. These include a director's death, mental disorder, being subject to a property order or personal order under the Protection of Personal and Property Rights Act 1988, resignation, disqualification pursuant to the Companies Act, removal from office by majority shareholder notice or ordinary resolution and bankruptcy events.
11. **Indemnity of directors:** Clause 28.1 has been amended to provide that each Director of the Company is indemnified to the extent permitted by the Companies Act. The previous constitution permitted the Board to provide the same indemnity but then required the Board to take the further step to resolve to indemnify the directors under the provision.
12. **Personal involvement of directors:** Clause 30.2 provides that a Director may contract with the Company or otherwise be party to a transaction with or receive a benefit from the Company. This is not provided in the existing constitution, however, as the original constitution did not prohibit these activities the Directors could still undertake them. This provision remains subject to the avoidance provisions under section 141 of the Companies Act in circumstances where the Company does not receive fair value.
13. **Method of contracting:** Clause 32.1 provides for the method of contracting by the Company and reflects the position under the Companies Act and Property Law Act 2007. The role of company secretary has been removed, as the Company does not have a secretary and a secretary is not common in New Zealand.
14. **General modernisation:** The language and format of the Constitution has also been modernised generally.

The revocation of the current constitution and adoption of the proposed constitution by the Company is required to be approved by a special resolution of all shareholders.

APPENDIX ONE
PROPOSED CONSTITUTION

APPENDIX TWO

PROXY FORM

Springs Road Property Limited 2022 Special Meeting

Lodge Your Proxy

Scan & email: info@fssmanagement.co.nz

Mail: C/- FSS Management Ltd, PO Box 9013, Annesbrook, Nelson, 7044, New Zealand

PROXY FORM / ADMISSION CARD FOR SPRINGS ROAD PROPERTY LIMITED'S 2022 SPECIAL MEETING

The Special Meeting ("**Meeting**") of Springs Road Property Limited ("**Company**") will be held at Duncan Cotterill at 197 Bridge Street, Nelson on Friday 17 June 2022, commencing at 10:30am.

If you will attend the meeting, please bring this form to assist with your registration. If you will not attend the meeting but wish to be represented by proxy, please complete and return this form (in accordance with the lodgement instructions above) by no later than 10:30am on Wednesday 15 June 2022, or otherwise by presenting this form at the meeting before the meeting is declared open.

Appointment of proxy

As a shareholder you may attend the meeting. Subject to the constitution of the Company, you may appoint a proxy to attend and vote at the meeting. A proxy need not be a shareholder of the Company. To appoint a proxy, write the full name of that in the space allocated on the reverse of this form. If you do not appoint a proxy using this form, your appointment will be invalid.

Voting of your holding

Direct your proxy how to vote by making the appropriate election on this proxy form, in respect of the resolution. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

Attending the meeting

If you wish to vote in person, you should attend the meeting. **Please bring this form with you to the meeting** to assist with your registration.

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

Signing instructions for proxy forms

Individual

If you are an individual holder of shares, you must sign this proxy form.

Joint Holding

If you are joint holders of shares, each of you must sign this proxy form.

Power of Attorney

If this proxy form is to be 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.

Corporate Shareholder

If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.

Springs Road Property Limited 2022 Special Meeting

STEP 1: APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We, being a shareholder of Springs Road Property Limited, hereby appoint

_____ of _____
(Full name) (Full address)

or failing them the Chairman of the meeting, as my/our proxy to exercise my/our vote at the meeting of the Company to be held at Duncan Cotterill at 197 Bridge Street, Nelson on Friday 17 June 2022, commencing at 10:30am 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 show of hands or a poll, and your votes will not be counted when computing the required majority for that item. If no box is ticked for an item, your proxy may vote as he/she sees fit. If the Chairman of the meeting is appointed to act as proxy and is not directed how to vote, they will vote in favour of both Resolutions.

SPECIAL BUSINESS

To consider and, if thought fit, pass the following special resolution:

That the current constitution of the Company is revoked, and the constitution set out in appendix one to the notice of meeting is adopted by the Company.

	For	Tick (✓) in box to vote Against	Abstain	Discretion
Approval of revocation and adoption of company constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3: SIGN: SIGNATURE OF SECURITY HOLDER(S) This section must be completed

Security Holder 1

or duly authorised officer or attorney

Security Holder 2

or duly authorised officer or attorney

Security Holder 3

or duly authorised officer or attorney

Contact Name _____ Contact Daytime Telephone _____ Date _____