

FSS Management Limited
(the **Company**)
Directors' Interests Register

Full name of director	Nature of interest	Value/extent of interest	Date disclosed
John Murray	John appointed as a director of the Company.	No remuneration is payable for this appointment.	9 December 2020
Damien Prendergast	Damien appointed as a director of the Company.	No remuneration is payable for this appointment.	9 December 2020
John Murray	The Company effects directors and officers' liability insurance.	Directors and officers' liability insurance insures for liability for \$5m any one claim and in the aggregate and defence costs for \$5m any one claim and in the aggregate.	12 December 2020
Damien Prendergast	The Company effects directors and officers' liability insurance.	Directors and officers' liability insurance insures for liability for \$5m any one claim and in the aggregate and defence costs for \$5m any one claim and in the aggregate.	12 December 2020
John Murray	John in his personal capacity entered into a deed of indemnity and access with the Company.	<p>The deed of indemnity indemnifies John in respect of:</p> <p>costs incurred by John in defending any proceedings in relation to any act or omission in John's capacity as director of the Company or any Related Company;</p> <p>liability to any person other than the Company or a Related Company, for any act or omission in John's capacity</p>	14 December 2020

Full name of director	Nature of interest	Value/extent of interest	Date disclosed
		<p>as a director of the Company or any Related Company; and</p> <p>costs incurred by John in defending or settling any claim or proceedings relating to such liability referred to above.</p>	
Damien Prendergast	Damien in his personal capacity entered into a deed of indemnity and access with the Company.	<p>The deed of indemnity indemnifies Damien in respect of:</p> <p>costs incurred by Damien in defending any proceedings in relation to any act or omission in Damien's capacity as director of the Company or any Related Company;</p> <p>liability to any person other than the Company or a Related Company, for any act or omission in Damien's capacity as a director of the Company or any Related Company; and</p> <p>costs incurred by Damien in defending or settling any claim or proceedings relating to such liability referred to above.</p>	14 December 2020
John Murray	The Company entered into a shareholders' agreement with Superstore Properties Limited, Springs Road Property Limited and First NZ Properties Limited (Property Holding Companies). John is a director of each of the Property Holding Companies.	The shareholders' agreement sets out the terms on which the Property Holding Companies will hold shares in the Company.	17 December 2020

Full name of director	Nature of interest	Value/extent of interest	Date disclosed
Damien Prendergast	The Company entered into a shareholders' agreement with the Property Holding Companies. Damien is a director of each of the Property Holding Companies.	The shareholders' agreement sets out the terms on which the Property Holding Companies will hold shares in the Company.	17 December 2020
John Murray	The Company entered into management agreements with the Property Holding Companies pursuant to which the Company will provide management services to the Property Holding Companies. John is a director of the Property Holding Companies.	<p>The Property Holding Companies will pay the following Fees to the Company:</p> <ul style="list-style-type: none"> • 9% of net rental from the properties per annum plus GST; • for matters not contemplated by schedule 1 of the agreement the Property Holding Companies will pay on a time and attendance basis of \$120 per hour; • The Company may at its discretion provide a rebate to the Property Holding Companies. 	31 March 2021
Damien Prendergast	The Company entered into a management agreement with the Property Holding Companies pursuant to which Company will provide management services to the Property Holding Companies. Damien is a director of the Property Holding Companies.	<p>The Property Holding Companies will pay the following Fees to the Company:</p> <ul style="list-style-type: none"> • 9% of net rental from the properties per annum plus GST; • for matters not contemplated by schedule 1 of the agreement the Property Holding Companies will pay on a time and attendance basis of \$120 per hour; • The Company may at its discretion provide a rebate to the Property Holding Companies 	31 March 2021

Full name of director	Nature of interest	Value/extent of interest	Date disclosed
John Murray	The Company entered into a deed of variation of shareholders' agreement with the Property Holding Companies. John is a director of each of the Property Holding Companies.	The variations added the definition of controlling interest and introduced new clauses dealing with a change in controlling interest.	15 December 2021
Damien Prendergast	The Company entered into a deed of variation of shareholders' agreement with the Property Holding Companies. Damien is a director of each of the Property Holding Companies.	The variations added the definition of controlling interest and introduced new clauses dealing with a change in controlling interest.	15 December 2021
John Murray	The Company entered into deeds of variation of management agreement with the Property Holding Companies. John is a director of each of the Property Holding Companies.	The variations added the definition of controlling interest and introduced a new termination event for a change in controlling interest.	15 December 2021
Damien Prendergast	The Company entered into deeds of variation of management agreement with the Property Holding Companies. Damien is a director of each of the Property Holding Companies.	The variations added the definition of controlling interest and introduced a new termination event for a change in controlling interest.	15 December 2021
John Murray	The Company entered into a Deed of Variation of Shareholders' Agreement with the Property Holding Companies. John is a director of each of the Property Holding Companies.	The variations vary the terms on which the shareholders of the Property Holding Companies hold shares in the Company, with the effect that the shares are to be held proportionate to the net equity position of each shareholder against the total net equity position of all shareholders.	30 May 2023
Damien Prendergast	The Company entered into a Deed of Variation of Shareholders' Agreement with the Property Holding Companies.	The variations vary the terms on which the shareholders of the Property Holding Companies hold shares in the Company, with the effect that the	30 May 2023

Full name of director	Nature of interest	Value/extent of interest	Date disclosed
	Damien is a director of each of the Property Holding Companies.	shares are to be held proportionate to the net equity position of each shareholder against the total net equity position of all shareholders.	
John Murray	John, in his capacity as a director of the Company, approved the transfer of shares held in the Company by Springs Road Property Limited (in liquidation) to First NZ Properties Limited. John is a director of First NZ Properties Limited.	\$14,351 (comprising 140 shares at \$1.00 per share and a shareholders' current account of \$14,211).	30 November 2023
Damien Prendergast	Damien, in his capacity as a director of the Company, approved the transfer of shares held in the Company by Springs Road Property Limited (in liquidation) to First NZ Properties Limited. Damien is a director of First NZ Properties Limited.	\$14,351 (comprising 140 shares at \$1.00 per share and a shareholders' current account of \$14,211).	30 November 2023
Damien Prendergast	<p>The Company entered into deeds of variation of management agreement with:</p> <p>First NZ Properties Limited and its subsidiaries; and</p> <p>Superstore Properties Limited and its subsidiaries.</p> <p>Damien is a director of both First NZ Properties Limited (and its subsidiaries) and Superstore Properties Limited (and its subsidiaries).</p>	<p>The deeds of variation of management agreement amended the fees payable by First NZ Properties Limited and Superstore Properties Limited for services provided by the Company. The amendments are as follows:</p> <ul style="list-style-type: none"> • In the event that a subsidiary company sells its associated property, the relevant parent company will pay the Company up to 1.5% annually plus GST of the total managed funds held in all bank accounts. The Company has the ability to review the percentage at every yearly budget. • For matters not contemplated by schedule 1 of the agreement the 	1 April 2024

Full name of director	Nature of interest	Value/extent of interest	Date disclosed
		Company will pay on a time and attendance basis of \$150 per hour.	
John Murray	<p>The Company entered into deeds of variation of management agreement with:</p> <p>First NZ Properties Limited and its subsidiaries; and</p> <p>Superstore Properties Limited and its subsidiaries.</p> <p>John is a director of both First NZ Properties Limited (and its subsidiaries) and Superstore Properties Limited (and its subsidiaries).</p>	<p>The deeds of variation of management agreement amended the fees payable by First NZ Properties Limited and Superstore Properties Limited for services provided by the Company. The amendments are as follows:</p> <ul style="list-style-type: none"> • In the event that a subsidiary company sells its associated property, the relevant parent company will pay the Company up to 1.5% annually plus GST of the total managed funds held in all bank accounts. The Company has the ability to review the percentage at every yearly budget. • For matters not contemplated by schedule 1 of the agreement the Company will pay on a time and attendance basis of \$150 per hour. 	1 April 2024

