WINTON

22 August 2023

Client Market Services
NZX Limited

Copy to:
ASX Market Announcements
Australian Stock Exchange
AUSTRALIA

Dear Sir/Madam

WINTON LAND LIMITED (NZX: WIN, ASX: WTN)
NZX/ASX ANNOUNCEMENT – ANNUAL RESULTS FOR THE YEAR ENDED 30 JUNE 2023

Please find below the following information relating to Winton Land Limited's results for the financial year ended 30 June 2023:

(a) the Results Announcement (as required by NZX Listing Rule 3.5.1);

(b) the Investor Presentation; and

(c) the Annual Report, including the audited financial statements and notes.

For the purposes of ASX Listing Rule 1.15.3, Winton Land Limited confirms that it continues to comply with the listing rules of its home exchange, being the NZX Listing Rules.

Yours sincerely

Jean McMahon

Jean McMahon
CFO

Level 4, 10 Viaduct Harbour Avenue, Auckland 1010
PO Box 105526, Auckland 1143

WINTON

MARKET ANNOUNCEMENT

NZX: WIN / ASX: WTN

22 August 2023

WINTON MEETS GUIDANCE AND DELIVERS RECORD YEAR OF SETTLEMENTS

Winton (NZX: WIN / ASX: WTN) is pleased to release its full-year results for the period ending 30 June 2023 (FY23) and confirms it met guidance, delivering post tax earnings of $73.8 million[1]. It was a record year for delivery and settlements, with 565 units[2] settling resulting in $211.4 million of revenue, 32.5% higher than FY22.

As a result of top-line growth, Winton delivered a gross profit of $108.7 million and a gross profit margin of 51.4% compared to $72.4 million and 45.4%, respectively, in FY22. Cost of Sales is recognised in alignment with revenue and therefore was up 17.9% to $102.7 million, from $87.1 million in FY22, reflecting the increase of both a 25.8% increase in the volume of units settled and a 6.0% improvement in Gross Profit Margin. Earnings before interest, tax, depreciation and amortisation (EBITDA) increased 88.1% to $95.6 million compared to $50.8 million[3] pro forma EBITDA in FY22. Net profit after tax (NPAT) was $64.6 million, 78.6% higher than FY22 pro forma NPAT of $36.2 million.

Chris Meehan, Chair and CEO of Winton said: "This is a significant effort by the team, settling 116 units more than FY22, and is the outcome of years of preparation and development supported by a pre-sale book that has provided certainty of sales through the current cycle."

"Despite market challenges over the last 18 months, Winton has continued to operate with confidence and is in a compelling and enviable position. We have zero debt, cash holdings of $76.3 million, and an existing landbank with a potential yield of 6,407 units, including 902 retirement units. Our gross pre-sales book was $419.3 million as at 30 June 2023."

"It has been a big year at Winton. We adapted to and completed our first full year as a listed company, delivered our largest number of units in a year, navigated an extremely wet construction season, launched sales for Northbrook Wynyard Quarter and received resource consent for three Northbrook locations, and grew the team to begin resourcing of our Northbrook and Ayrburn business units. The team has taken it in its stride and risen to the challenges; we look forward to continuing the momentum through FY24."

"There are strong indicators that the housing market is near to, or at, the bottom. While we expect some homeowners will continue to struggle in the near term with higher interest rates and high inflation, we believe increasing immigration to New Zealand, constrained land supply, and

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[1] Post tax earnings of $73.8 million were at the lower end of guidance (between $72.4 million and $82.4 million) being NPAT excluding H2 FY23 fair value revaluation of investment properties. A reconciliation can be found on page 16 of the investor presentation.

[2] Units comprise residential land lots, dwellings, townhouses, apartments, retirement living units and commercial units.

[3] EBITDA and Pro forma EBITDA are non GAAP measures. EBITDA has been calculated on a consistent basis to the EBITDA measures presented in the FY23 & FY22 PFI. A reconciliation from EBITDA to Pro forma EBITDA and NPAT to Pro forma NPAT can be found on page 32 of the investor presentation.

Level 4, 10 Viaduct Harbour Avenue, Auckland 1010
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upward sentiment of rental prices will put compounding pressure on the already short housing supply."

"We continue to operate with financial discipline on land acquisition and sales to enable us to thrive through the cycle and use it to our advantage as we build prominence in the New Zealand property industry. In the current economic turbulence, Winton is a financially stable, experienced, and trusted developer, delivering reliable, high-quality product. For all those reasons, builders want to work for us and will price accordingly."

Looking ahead to FY24, the timing of completed units and the type means revenue will be lower than in FY23. Going forward we will naturally keep the market informed of our plans and progress with the business but do not expect to provide formal guidance to enable us to better focus on operating the business for maximum long-term shareholder value.

The Winton Board declared a 2.16 cent dividend per share for the six months ending 30 June 2023. This is in addition to the 2.06 cents per share dividend that was declared and paid for the first half of FY23, bringing the total dividend for the year to 4.22 cents per share, reflecting 20% of distributable earnings and in line with our dividend policy to exclude any unrealised valuation movements in investment properties.

Winton extends its thanks to our shareholders, employees, customers, contractors, and regulatory bodies for their continued support as we deliver our growth plans.

Winton's Annual Report is also released today with the Company's FY23 results, which contain important information related to the company's governance, operational updates, financial commentary, Northbrook, and Winton's ESG commitments.

Winton's Annual Report and all future financial reports will be publicly available on our website Investor Centre - Winton Land Limited. Investors may at any time, request a hard copy (or an electronic copy) of the most recent and future Annual Reports free of charge. You can do so through our share registry, Link Market Services, including by updating your communication preferences online through the Investor Centre.

Ends.

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About Winton
Winton is a residential land developer that specialises in developing integrated and fully masterplanned neighbourhoods. Across its 14 masterplanned communities, Winton has a portfolio of 26 projects expected to yield a combined total of circa 6,500 residential lots, dwellings, apartment units, retirement village units and commercial lots. Winton listed on the NZX and ASX in 2021. www.winton.nz

NZX
NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Template
Results announcement
(for Equity Security issuer/Equity and Debt Security issuer)
Updated as at June 2023

Results for announcement to the market		
Name of issuer	Winton Land Limited	
Reporting Period	12 months to 30 June 2023	
Previous Reporting Period	12 months to 30 June 2022	
Currency		
	Amount (000s)	**Percentage change**
Revenue from continuing operations	$211,421	33%
Total Revenue	$211,421	33%
Net profit/(loss) from continuing operations	$64,638	104%
Total net profit/(loss)	$64,638	104%
Interim/Final Dividend		
Amount per Quoted Equity Security	$0.02160000	
Imputed amount per Quoted Equity Security	$0.00840000	
Record Date	29 August 2023	
Dividend Payment Date	12 September 2023	
	Current period	**Prior comparable period**
Net tangible assets per Quoted Equity Security	$1.71	$1.53
A brief explanation of any of the figures above necessary to enable the figures to be understood	This dividend is fully credited with imputation credits to the extent permitted by the imputation credit rules and to the extent that the directors of Winton determined were available. This announcement is extracted from Winton's audited financial statements as at and for the twelve months ended 30 June 2023. A copy of these audited financial statements is attached to this announcement.	
Authority for this announcement		
Name of person authorised to make this announcement	Jean McMahon	
Contact person for this announcement	Jean McMahon	
Contact phone number	+64 9 377 7003	
Contact email address	jean.mcmahon@winton.nz	
Date of release through MAP	22 August 2023	

Audited financial statements accompany this announcement.

NZX
NEW ZEALAND'S EXCHANGE
TE PAEHOKO O AOTEAROA

Template Distribution Notice

Updated as at June 2023

Section 1: Issuer information				
Name of issuer	Winton Land Limited			
Financial product name/description	Ordinary shares			
NZX ticker code	WIN			
ISIN (If unknown, check on NZX website)	NZWINE003S1			
Type of distribution (Please mark with an X in the relevant box/es)	Full Year	X	Quarterly	
	Half Year		Special	
	DRP applies			
Record date	29 August 2023			
Ex-Date (one business day before the Record Date)	28 August 2023			
Payment date (and allotment date for DRP)	12 September 2023			
Total monies associated with the distribution[1]	$6,406,856.70 (296,613,736 shares at $0.02160 per share)			
Source of distribution (for example, retained earnings)	Retained earnings			
Currency	NZD			
Section 2: Distribution amounts per financial product				
Gross distribution[2]	$0.03000000			
Gross taxable amount [3]	$0.03000000			
Total cash distribution[4]	$0.02160000			
Excluded amount (applicable to listed PIEs)	N/A (not a listed PIE)			
Supplementary distribution amount	$0.00381176			
Section 3: Imputation credits and Resident Withholding Tax[5]				
Is the distribution imputed	Fully imputed			

[1] Continuous issuers should indicate that this is based on the number of units on issue at the date of the form
[2] "Gross distribution" is the total cash distribution plus the amount of imputation credits, per financial product, before the deduction of Resident Withholding Tax (**RWT**).
[3] "Gross taxable amount" is the gross distribution minus any excluded income.
[4] "Total cash distribution" is the cash distribution excluding imputation credits, per financial product, before the deduction of RWT. This should *include* any excluded amounts, where applicable to listed PIEs.
[5] The imputation credits plus the RWT amount is 33% of the gross taxable amount for the purposes of this form. If the distribution is fully imputed the imputation credits will be 28% of the gross taxable amount with remaining 5% being RWT. This does not constitute advice as to whether or not RWT needs to be withheld.

If fully or partially imputed, please state imputation rate as % applied[6]	28%
Imputation tax credits per financial product	$0.00840000
Resident Withholding Tax per financial product	$0.00150000
Section 4: Authority for this announcement	
Name of person authorised to make this announcement	Jean McMahon
Contact person for this announcement	Jean McMahon
Contact phone number	+64 9 377 7003
Contact email address	jean.mcmahon@winton.nz
Date of release through MAP	22 August 2023

[6] Calculated as (imputation credits/gross taxable amount) x 100. Fully imputed dividends will be 28% as a % rate applied.

NORTHBROOK
WYNYARD QUARTER

Winton FY23 Annual Results Investor Presentation

WINTON

22 AUGUST 2023

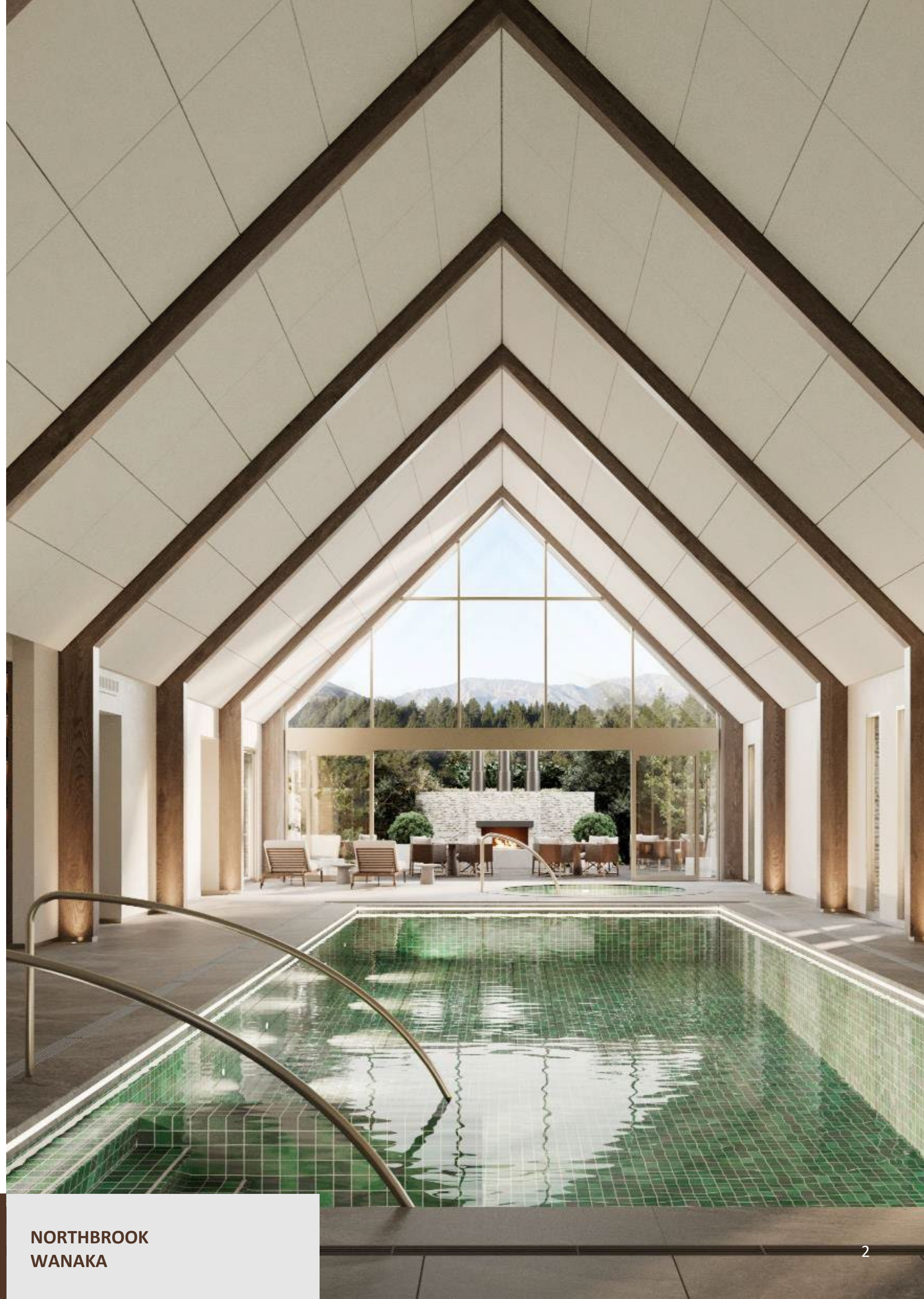
Presenting Today

Chris Meehan

Chief Executive Officer

Jean McMahon

Chief Financial Officer



NORTHBROOK
WANAKA

WINTON

LAUNCH BAY HOBSONVILLE POINT

Business Update

NORTHLAKE
WANAKA

Winton Snapshot

Founded
2009 by Chris and Michaela Meehan

Large-Scale Developer
Residential
Retirement

Landbank
Pipeline: 6,407 units[1]

Portfolio
26 Projects across 14 Communities

Well Resourced
65 Employees
4 Offices

AYRBURN ARROWTOWN

Shareholding
Dual listed NZX and ASX

Increasing Recurrent Income
Investment Properties

Strong Balance Sheet
No Debt
$76.3m Cash and cash equivalents

De-Risked Portfolio
78% of portfolio (by units) are residential lots

Pre-Sale Book
NZ$419.3m of gross pre-sales secured

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Summary FY23

A record year of delivery and settlements during the 12 months ending 30 June 2023 (FY23) resulted in post tax earnings within guidance of $73.8 million[1]

$211.4m Revenue Up 32.5% on FY22	**$108.7m Gross Profit**	**51.4% Gross profit Margin**	**$64.6m Net Profit After Tax**	**30.6% NPAT Margin**
6,407 Residential lots and dwellings[1] in pipeline from existing projects	**78%[2] of portfolio (by units) are residential lots** limiting exposure to construction	**Zero Debt**	**520 Total shareholders**	**65 Employees**
$76.3m Cash and cash equivalents	**$419.3m[3]** of gross pre-sales secured	**902 Retirement living units** Across 5 locations	**26 Projects 14 communities**	**565 Units delivered and settled**

Notes: 1. Post tax earnings of $73.8 million were at the lower end of guidance (between $72.4 million and $82.4 million) being NPAT excluding H2 FY23 fair value revaluation of investment properties. A reconciliation can be found on page 16. 2. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand; 3. Pre-sales and contracted costs as of 30 June 2023.

Business Highlights

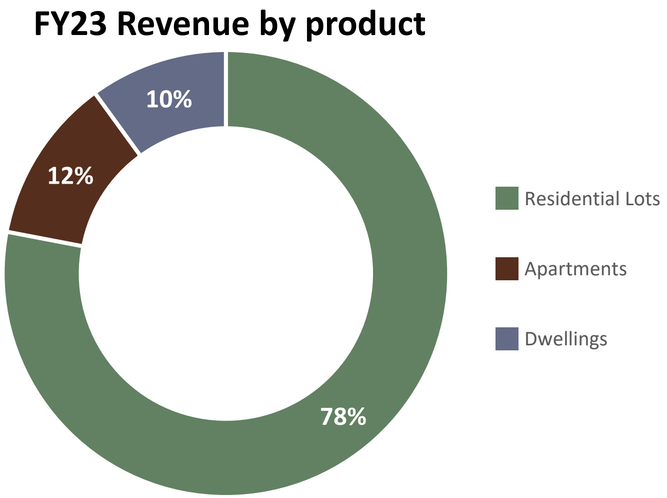
- ✓ A record year of delivery - 116 more units delivered than FY22
- ✓ Appointment of Steven Joyce to the Board
- ✓ Strong pre-sale book continues to protect future revenues
- ✓ Locked in supply contracts to minimise the effects of supply chain and inflation issues
- ✓ Resource consent granted for Northbrook Wanaka, Northbrook Wynyard Quarter and Northbrook Avon Loop
- ✓ Launched sales at Northbrook Wynyard Quarter show apartment
- ✓ Continue to operate on an ungeared basis and benefit from strong balance sheet
- ✓ Completed first emissions inventory and developed our sustainability framework
- ✓ Commenced leasing of the Lakeside Village Centre - providing annuity income
- ✓ 16% employee growth predominantly to resource Northbrook and Ayrburn

APARTMENTS
NORTHLAKE

Record Year of Delivery

FY23 is a record year for Winton with 565 units settled, delivering $211.4m of revenue.

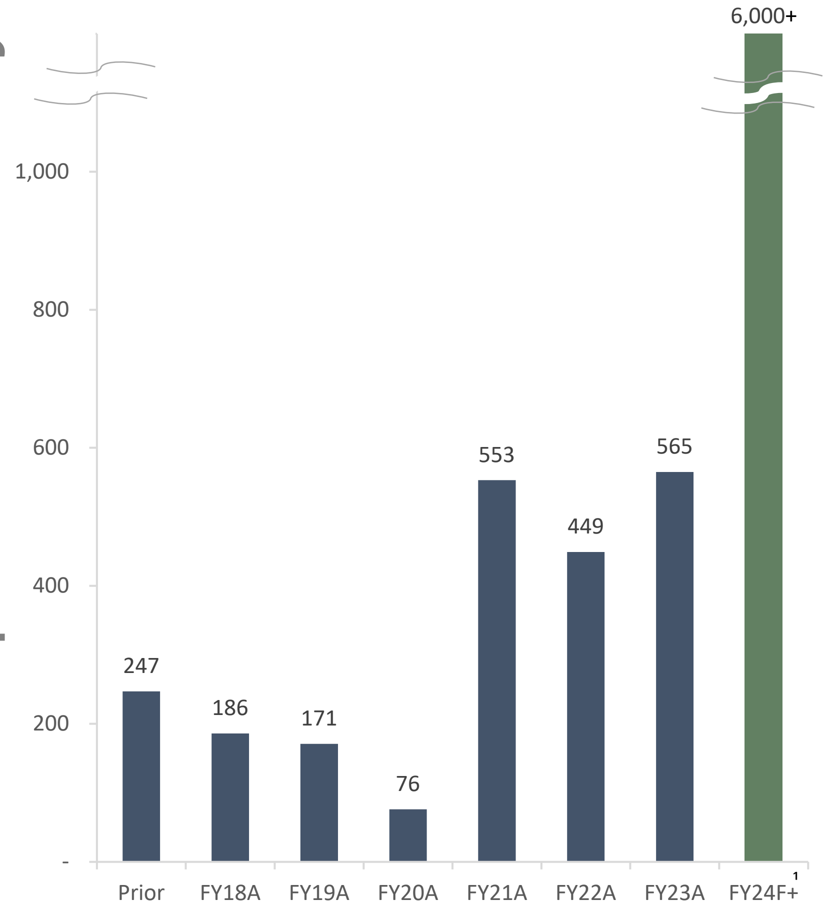
Neighbourhood	Units settled H1 FY23	Units settled H2 FY23	Total FY23
Lakeside	111	75	186
Beaches	82	90	172
North Ridge	-	105	105
Northlake	13	70	83
Launch Bay	13	2	15
River Terrace	-	4	4
Total	**219**	**346**	**565**



DUPLEX TOWNHOUSES
NORTHLAKE

Significant landbank pipeline

Pipeline of over 6,000 units remain to be delivered in future years.



Settlements include completed communities:

- Longreach – 163 units
- Lakes Edge – 55 units

LAKESIDE
TE KAUWHATA

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand

Significant progress onsite

Progressed works on future stages, despite unprecedented weather conditions.

NORTH RIDGE

LAUNCH BAY

BEACHES

LAKESIDE

FY23

North Ridge Cessnock

- Stages 4-6 are complete, with 105 lots settled. 3 lots have settled since 30 June 2023, with the remaining 14 completed lots expected to settle by the end of FY24.
- Resource consent underway for future stages 7 onwards.

Launch Bay Hobsonville

- Jimmy's Point has progressed well with construction of the structure up to Level 3 completed and Level 4 underway.
- Ovation Apartments and Townhouses are complete and settled, with the remaining units on the market.
- Launch Bay Townhouses and Apartments suffered weather-related delays moving completion and settlements past 30 June 2023. These are now complete, with the pre-sold units settled and the remaining units being marketed for sale.

Beaches Matarangi

- Stages 5-13 are now complete, with the majority of lots settled. 8 further settlements have taken place since year-end.
- Works continue on stages 14 and 15, with settlements expected to occur in FY24.

Lakeside Te Kauwhata

- Construction of Lakeside Village Centre is complete with 71% occupancy as at 30 June 2023 and development margin of 30%.
- 186 units settled in FY23.
- 78 units within stage 3 have settled since year-end, with earthworks and civil works progressing on future stages.

Significant progress onsite (cont.)

Progressed works on future stages, despite unprecedented weather conditions.

NORTHLAKE

NORTHLAKE

RIVER TERRACE

AYRBURN

FY23

Northlake Wanaka

- Duplex Townhouses completed and settled (28 dwellings).
- Alta Villa Townhouses - at the end of FY23 the show suite was completed and opened for marketing. The balance of the Townhouses are under construction, with Stage 1 consisting of 15 Townhouses (including the show suite) nearing completion and the remaining 12 Townhouses under construction.
- The show apartment at Northbrook Wanaka is nearing completion, and we look forward to welcoming people to it in early September.
- Construction of Northlake Apartments and Commercial continued at pace and are nearing completion. Two were unsold at year-end but have since been contracted for sale.
- Northlake Stage 16 – all 55 residential lots were completed and settled in FY23.

River Terrace Cromwell

- All lots are complete and settled.
- Two dwellings remain as at 30 June 2023, with 1 of these unconditionally sold at year end.

Ayrburn Arrowtown

- Construction and onsite works continued in FY23, Stage 1 completion expected H1 FY24.

Northbrook construction and pre-sales underway

Northbrook Wynyard Quarter

- Resource consent has been obtained.
- Onsite works are expected to commence in Q2 FY24.
- The show apartment and flagship sales suite launched in June 2023.
- Strong interest continues.

Northbrook Wanaka

- Civil works continue on site, with construction expected to commence Q2 FY24.
- The show apartment is nearing completion, and we look forward to welcoming people to it in early September 2023.

Northbrook Arrowtown

- Earthworks continue to progress under the existing resource consent.
- Resource consent variation has been lodged.

Northbrook Launch Bay

- Amendment to our existing Launch Bay resource consent has been lodged.
- The site will incorporate the heritage-listed hanger as care suites, and a 15-storey apartment complex.

Northbrook Avon Loop

- Resource consent was granted prior to 30 June 2023, and Winton continues its design phase on this site before commencing earthworks.
- A show suite will be built on the site in FY24 following the issuance of building consent.

NORTHBROOK WYNYARD QUARTER SHOW APARTMENT

NORTHBROOK WANAKA

Winton's retirement living portfolio

The standard terms under the Northbrook Occupational Right Agreement will provide for a 30% Deferred Management Fee over a four-year period for independent living units and a 30% Deferred Management Fee over a two-year period for care suites.

Northbrook[1]	Location	Project status	Pre-selling	Independent and Serviced Retirement Units	Care Suites	Total Units and Suites
Wynyard Quarter	Auckland	Resource consent granted, show apartment complete, works to commence FY24	Yes	119	35	154
Wanaka	Wanaka	Resource consent granted, works underway, show apartment is nearing completion and we look forward to welcoming people to it in early September	Commencing September 2023	96	32	128
Arrowtown	Arrowtown	Resource consent granted (amendment underway), works underway and show apartment under construction	Coming soon	173	23	196
Launch Bay	Auckland	Resource consent submission underway	No	175	39	214
Avon Loop	Christchurch	Resource consent granted	No	178	32	210
Total				**741**	**161**	**902**

Northbrook
Luxury Later Living

Notes: 1. As at 30 June 2023. Units and Values remain subject to change as the masterplanning and design process progresses.

Moving forward at Sunfield

A forward-thinking and innovative ‘15-minute community’ powered by the sun and 90% less cars.

SUNFIELD AUCKLAND

- We are moving forward with the 50 hectares of the property which is currently zoned future urban with a more traditional masterplan supported by current regulation, yielding ~2,000 lots.
- In parallel, Winton is absolutely firm in its resolve to pursue alternate legislative pathways to rezone the remaining c.150 hectares of the Sunfield land, including the Resource Management Act.
- Winton has issued proceedings in the Auckland High Court under the Commerce Act, alleging anti-competitive conduct by Government housing agency Kāinga Ora.
- An Amended Statement of Claim has recently been filed in the Auckland High Court to include the provisionally assessed amount of $138.5m in damages plus costs and interest, which represents Winton’s view as to the quantum of the loss it has suffered as a result of Kāinga Ora’s alleged anti-competitive conduct.
- Winton is seeking Court declarations that Kāinga Ora’s conduct is unlawful and in breach of the Commerce Act, and an order requiring Kāinga Ora to consider Sunfield for assessment under the UDA, as well as substantial damages for Kāinga Ora’s conduct to date.

Sunfield

Sunfield is an interconnected '15 minute' neighbourhood located in Papakura Auckland, where residents can work, live and play. By integrating recreation, health, schools, employment and retail, close to residential areas, the day to day needs of a diverse kiwi community can be reached in 15 minutes. Enabling a car-less, solar powered neighbourhood allows for truly local living and takes a big step towards New Zealand's goal of carbon neutrality.

Key features:

- 3,643 healthy homes.
- 50 hectares of employment land.
- 22.8 hectares of parks and wetlands.
- Creates over 11,000 permanent jobs[1].
- 90% less cars[1].
- Solar power throughout project.

Notes: 1. Management estimates.

Financial Overview

AYRBURN
ARROWTOWN

FY23 Financial Performance

Winton's financial performance in FY23 represents a record year of delivery.

Financial Performance

- Winton has produced a record year of delivery, settling 565 units; driving revenues of $211.4 million.
- Revenue was lower than PFI by 38.7%, owing to inclement weather conditions in FY23 delaying the timing of project completion.
- Cost of sales reflects the cost of the land and to develop the land and property for sale, and are recognised in alignment with revenue. The increase in Cost of sales reflects a 25.8% increase in volume.
- Improved Gross Profit and Margin was a result of the product mix that settled in the year. 78% of settlements came from lots which produce a higher margin.
- Rental income inflows result from the settlement of Cracker Bay (formerly Pier 21) and tenanting of Lakeside Commercial.
- Expenses increased alongside additional headcount and new litigation during FY23.
- Earnings were delivered at the lower end of guidance (between $72.4 million and $82.4 million), being NPAT excluding any unconfirmed fair value revaluation of investment properties for FY23, with post tax earnings totalling $73.8 million for the period. A reconciliation is provided below.

NPAT Reconciliation to February 2023 Guidance	NZ$m
Profit After Income Tax	64.6
Fair Value revaluation of investment properties H2 FY23	8.7
Tax impact of fair value revaluation of investment properties H2 FY23	0.5
Profit after income tax excluding revaluation of investment properties	**73.8**

Statement of Financial Performance NZ$m (unless indicated otherwise)	FY23 Year Ended 30-Jun-23	FY23 PFI[1] Year Ended 30-Jun-23	Movement	FY22 Year Ended 30-Jun-22	Movement
Revenue	211.4	344.7	(133.3)	159.5	51.9
Number of settled units (#)	*565*	*698*	*(133)*	*449*	*116*
Average revenue per unit (NZ$000)	*374*	*494*	*(120)*	*355*	*19*
Cost of sales	(102.7)	(184.1)	81.4	(87.1)	(15.6)
Gross profit	**108.7**	**160.6**	**(51.9)**	**72.4**	**36.3**
Gross profit margin	*51.4%*	*46.6%*	*4.8%*	*45.4%*	*6.0%*
Rent income	3.7	-	3.7	0.1	3.6
Other income	6.0	-	6.0	2.0	4.0
Fair value gain on investment properties	6.8	-	6.8	-	6.8
Expenses	(29.6)	(23.1)	(6.5)	(23.5)	(6.1)
Offer costs	-	-	-	(6.0)	6.0
EBITDA	**95.6**	**137.5**	**(41.9)**	**45.0**	**50.6**
Depreciation and amortisation	(1.4)	(0.7)	(0.7)	(0.8)	(0.6)
Net interest income	1.0	1.0	-	0.4	0.6
Net profit before tax	**95.2**	**137.8**	**(42.6)**	**44.6**	**50.6**
Income tax expense	(30.6)	(39.0)	8.4	(12.9)	(17.7)
Profit after income tax	**64.6**	**98.8**	**(34.2)**	**31.7**	**32.9**
Pro forma EBITDA	**95.6**	**137.5**	**(41.9)**	**50.8**	**44.8**
Pro forma Profit after income tax	**64.6**	**98.8**	**(34.2)**	**36.2**	**28.4**

Note: 1. This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.

FY23 Financial Position

Winton has historically operated with a conservative level of debt in its capital structure.

Financial Position

- Winton continues to operate on an ungeared basis, providing flexibility as we enter FY24.
- Cash remains strong at $76.3 million.
- Inventories are raised from FY22 by 41.1% and 24.9% from PFI. This is a result of development progress, and delayed settlements due to inclement weather.
- Investment properties have increased from FY22. This increase is driven by the settlement of the Cracker Bay and Wynyard Quarter purchases in the period, alongside fair value gains recognised in FY23.

Statement of Financial Position NZ$m (unless indicated otherwise)	FY23 As at 30-Jun-23	FY23 PFI[1] As at 30-Jun-23	Movement	FY22 As at 30-Jun-22	Movement
Cash and cash equivalents	76.3	96.3	(20.0)	204.8	(128.5)
Inventories	256.7	205.6	51.1	181.9	74.8
Investment properties (inc. deposits)	207.5	255.1	(47.6)	87.7	119.8
Property, plant and equipment	40.5	2.1	38.4	16.1	24.4
Other assets	9.6	0.3	9.3	6.4	3.2
Total assets	**590.6**	**559.4**	**31.2**	**496.9**	**93.7**
Accounts payable and other liabilities	41.2	28.0	13.2	25.2	16.0
Taxation payable	23.4	40.2	(16.8)	8.0	15.4
Deferred tax liabilities	15.6	1.5	14.1	9.6	6.0
Total liabilities	**80.2**	**69.7**	**10.5**	**42.8**	**37.4**
Net Assets	**510.4**	**489.7**	**20.7**	**454.1**	**56.3**
NTA cents per share	171.2	165.1	6.1	153.1	18.1

Note: 1. This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.

FY23 Statement of Cash Flows

Winton maintains a strong cash position with zero debt.

Cashflows

- Net operating cashflows are increased by $20.5 million, a result of a record year of settlements.
- Payments to suppliers and employees increased due to higher headcount, and progression of works onsite.
- Development land purchases relate to The Villard Apartments and Sunfield in FY23.
- Investing activity has increased, as Winton expands its retirement and commercial offerings, driving a $42.6 million increase in investment acquisition cash outflows relating to Cracker Bay and Wynyard Quarter.
- Increased property, plant and equipment is a result of significant progress at the Ayrburn Precinct, which readies for opening in FY24.
- Dividends are paid following the release of interim and year end results.

Statement of Cashflows	FY23	FY23 PFI[1]		FY22	
NZ$m (unless indicated otherwise)	Year Ended 30-Jun-23	Year Ended 30-Jun-23	**Movement**	Year Ended 30-Jun-22	Movement
Cash flows from operating activities					
Receipts from customers	221.5	338.5	(117.0)	157.9	63.6
Payment to suppliers and employees	(165.7)	(144.5)	(21.2)	(132.1)	(33.6)
Development land purchases	(43.8)	(44.1)	0.3	(17.5)	(26.3)
Other operating activities	(0.1)	(7.2)	7.1	(16.9)	16.8
Net cash flows from operating activities	**11.9**	**142.7**	**(130.8)**	**(8.6)**	**20.5**
Cash flows from investing activities					
Investment property purchases	(101.3)	(197.0)	95.7	(58.7)	(42.6)
Acquisition of property, plant and equipment	(26.2)	(0.3)	(25.9)	(7.2)	(19.0)
Other investing activities	(1.4)	-	(1.4)	-	(1.4)
Net cash flows from investing activities	**(128.9)**	**(197.3)**	**68.4**	**(65.9)**	**(63.0)**
Cash flows from financing activities					
Proceeds from primary issuance	-	-	-	350.0	(350.0)
Payment of offer costs	-	-	-	(18.5)	18.5
Release of restricted cash	-	-	-	43.1	(43.1)
Repayment of MMLIC facility	-	-	-	(130.0)	130.0
Dividends paid to shareholders	(9.3)	(12.4)	3.1	-	(9.3)
Payment of lease and other liabilites	(2.2)	-	(2.2)	(0.3)	(1.9)
Net cash flows from financing activities	**(11.5)**	**(12.4)**	**0.9**	**244.3**	**(255.8)**
Net increase in cash and cash equivalents	(128.5)	(67.0)	(61.5)	169.8	(298.3)
Cash and cash equivalents at beginning of the period	204.8	163.3	41.5	35.0	169.8
Cash and cash equivalents at the end of the period	**76.3**	**96.3**	**(20.0)**	**204.8**	**(128.5)**

Note: 1. This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.

FY23 Dividend

Winton confirms a final dividend for FY23 in line with guidance.

- The Board of Directors has declared a 2.1600 cent net dividend per share. This is in line with guidance issued in February 2023 and reaffirmed in June 2023.
- Winton's dividend policy is to target an increasing distribution per share over time within a pay-out ratio of approximately 20-40% of full-year NPAT, excluding any unrealised valuation movement in investment properties.
- We continue to declare and pay dividends twice yearly following the release of interim and annual results.
- Dividends are declared at the Board's discretion and depend on our financial performance.

Reconciliation to dividend declared	NZ$m
Profit After Income Tax	64.6
Fair Value Gain 30 Jun 2023	(6.8)
Tax impact of Fair Value Gain 30 Jun 2023	4.8
FY23 Distributable Profit	62.6
FY23 Distributable (20%)	**12.5**

Dividends declared in the year	Payment date	Amount paid
2.06 cents per qualifying ordinary share	22-Feb-23	6.1
2.16 cents per qualifying ordinary share	12-Sep-23	6.4
Total payments		**12.5**

LAKESIDE
TE KAUWHATA

ESG Overview

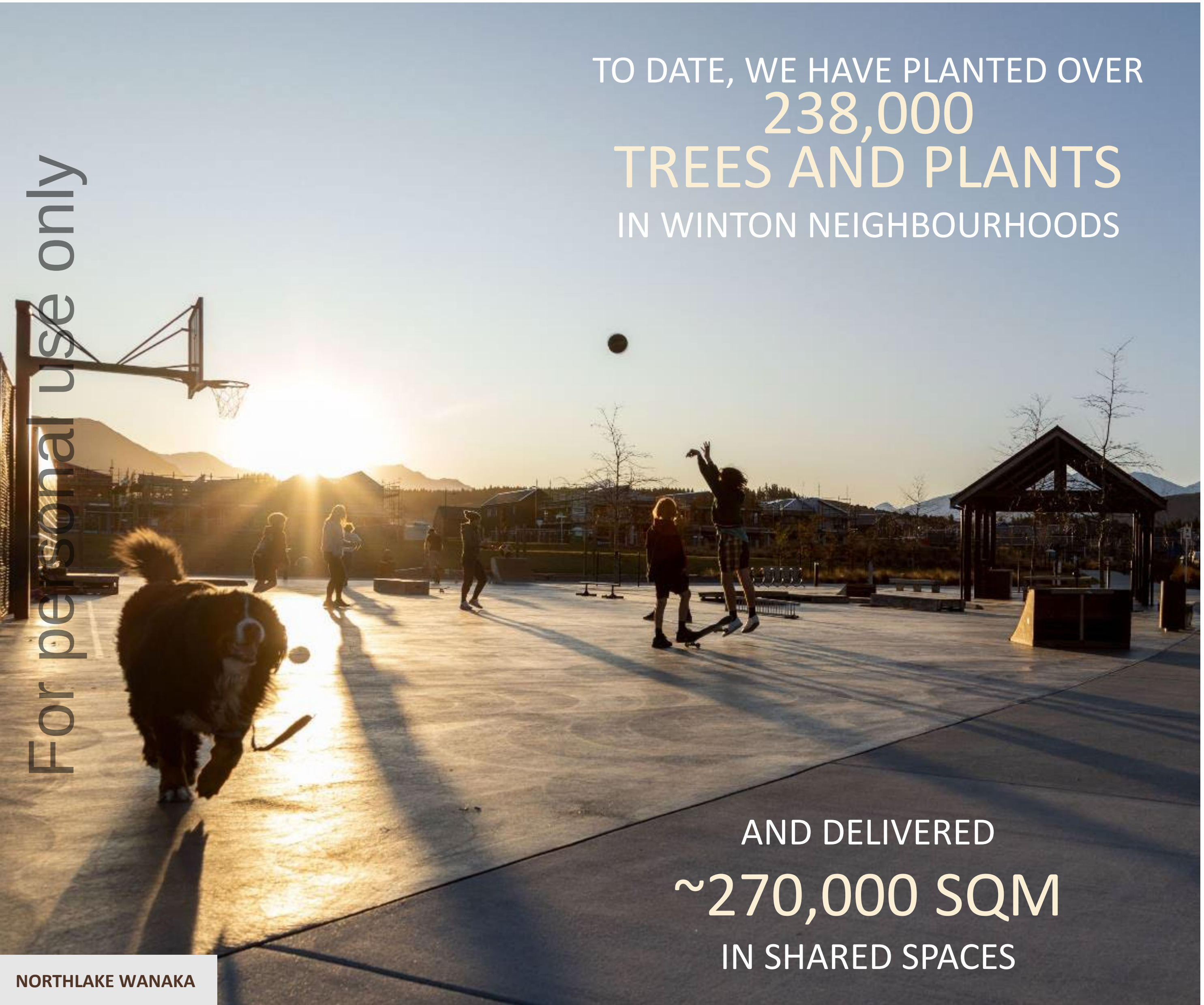
AYRBURN
ARROWTOWN

ESG FY23 – Creating thriving neighbourhoods

- ✓ Finalised sustainability framework
- ✓ Completed first emissions inventory
- ✓ Planted ~35,000 trees and plants throughout Winton neighbourhoods
- ✓ Completed Health and Safety review and implemented Master H&S System
- ✓ Submitted design for first building with Homestar 6 rating
- ✓ Delivered 565 units, positively contributing to NZ’s housing supply
- ✓ Supported local, 93% of onsite works by top 20 contractors went to local businesses
- ✓ Created more job opportunities through new business units
- ✓ Development contributions of $11.7 million paid towards improving infrastructure and long-term growth of the regions Winton operates
- ✓ Persisted in consideration of carless and solar powered Sunfield neighbourhood under UDA pathway

AYRBURN
ARROWTOWN

ESG – FY24



FY24 ESG Priorities

- Emission reduction targets and emission reduction plan.
- Complete Scope 3 emissions measurement.
- Climate-related disclosures implementation.
- Winton sustainability standards for design and development.
- Implement the new sustainability framework.
- Determine and measure H&S metric.
- New policies to support the sustainability framework.

Market and Outlook

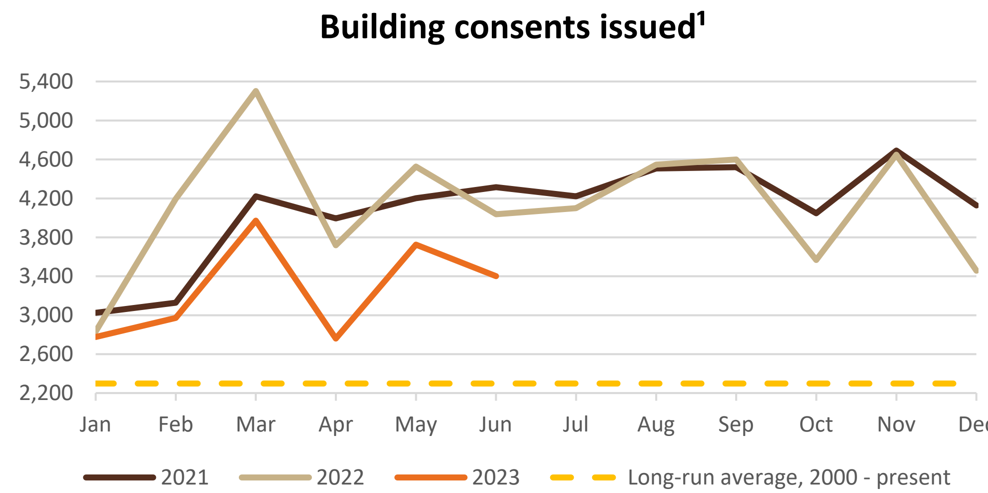
LAUNCH BAY
HOBSONVILLE POINT

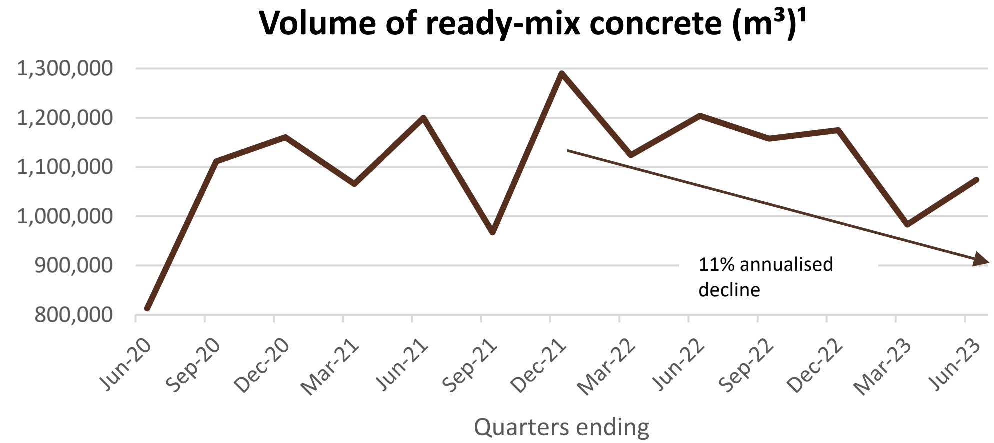
Market and Outlook

The New Zealand housing market has faced headwinds over the past 18 months, however as we head into FY24 there are strong indicators that the market is near to or at the bottom.

Slower building starts

- New consents for dwellings have fallen nationally, with an annualised decline 21% in June 2023[1].
- Ready-mix concrete volumes provide an indicator of construction activity. Lower housing supply resulting from lower activity will create supply side constraints in the New Zealand housing market.
- Land supply continues to be constrained by current policy, with restrictions on existing urban land intensification continuing. A 2022 report by The Housing Technical Working Group, which included the Treasury, found that the supply of land continued to be a contributing factor to housing and rental price increases[2].
- Construction insolvencies have grown 85% from FY22 to FY23[3].



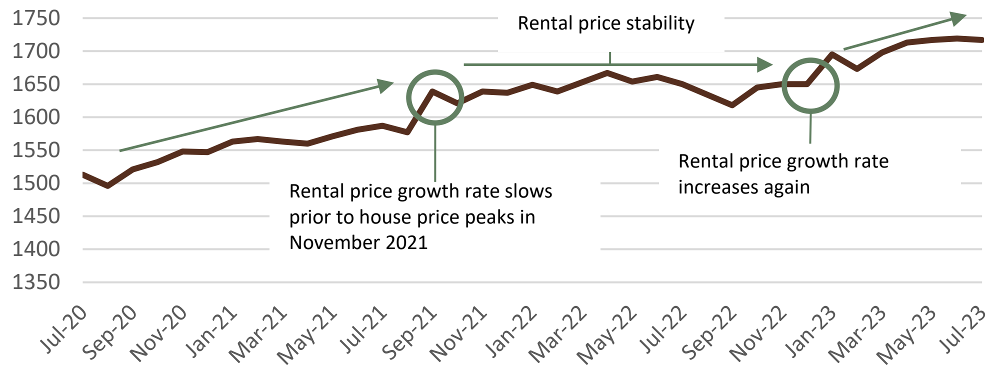


Notes: 1. Data has been sourced from StatsNZ. 2. Assessment of the Housing System: with insights from the Hamilton-Waikato Area – The Housing Technical Working Group. 3. MBIE data provided by KPMG.

Market and Outlook

Rental prices have shown signs of upward sentiment, and are a key leading indicator of property price sentiment.

Rental flow index New Zealand[1]



Increasing rental prices

The rental market appears to be showing signs of recovery, with an increase in the desirability of new builds, partly owing to current interest rate deductibility rules.

- Rental price growth slowed in September 2021, just prior to the peak of the housing market in November 2021.
- Rental price growth has shown upward sentiment since January 2023.
- The ease at which landlords can find good tenants is the strongest in 2 years[2], following high net migration post-Covid.
- Interest deductibility rules favour new builds, with up to 20 years interest deductibility on new builds.
- Investors who intend to raise rents within the next six months are targeting a 6.3% increase in July 2023, an increase from 5.9% in June and 5.7% in May[2].

Notes: 1. Data has been sourced from StatsNZ. 2. Investor insights report July 2023, Crockers and Tony Alexander.

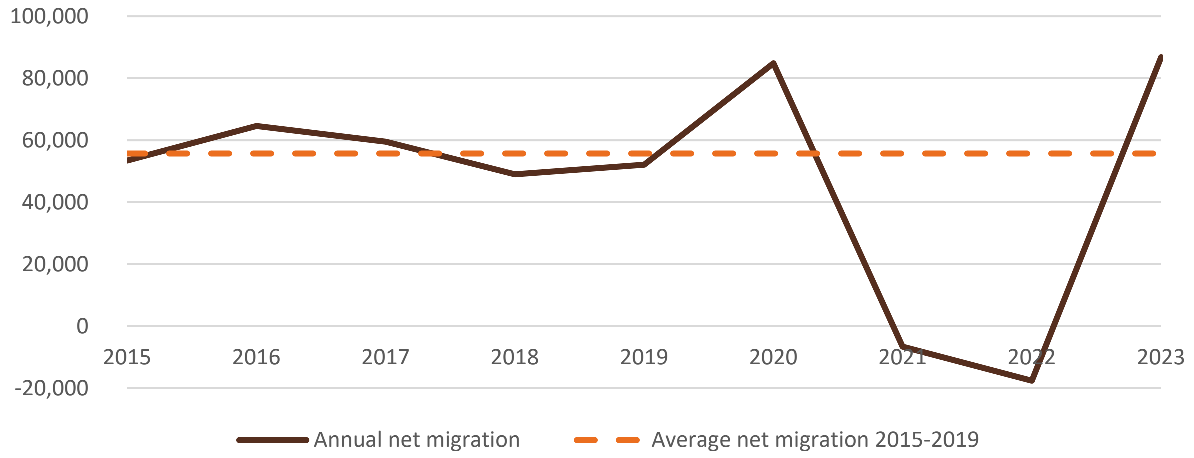
Market and Outlook

The compounding impact of high migration, reduced household sizes, and an ageing population will place pressure on the already short housing supply.

Increased net migration

- Net migration in the year ending June 2023 totalled 87k people. This compares to the 2015 to 2019 average of 56k people per annum.
- In 2021 ANZ forecasted that house prices would double in five years if net migration returned to pre-Covid levels[2]. Net migration remains above long term averages.
- In an August 2023 article by Stuff, Westpac has forecast an 8% house price rise in 2024[3].
- The 2022 population estimate by StatsNZ placed the estimated population of New Zealand at 5.1m people in 2023, and 5.9m in 2043[1]. This would require an additional c.287,000 dwellings at the current household density of 2.7[1] people per household. We note that if current high immigration levels continue, population increase may be greater than originally forecast.

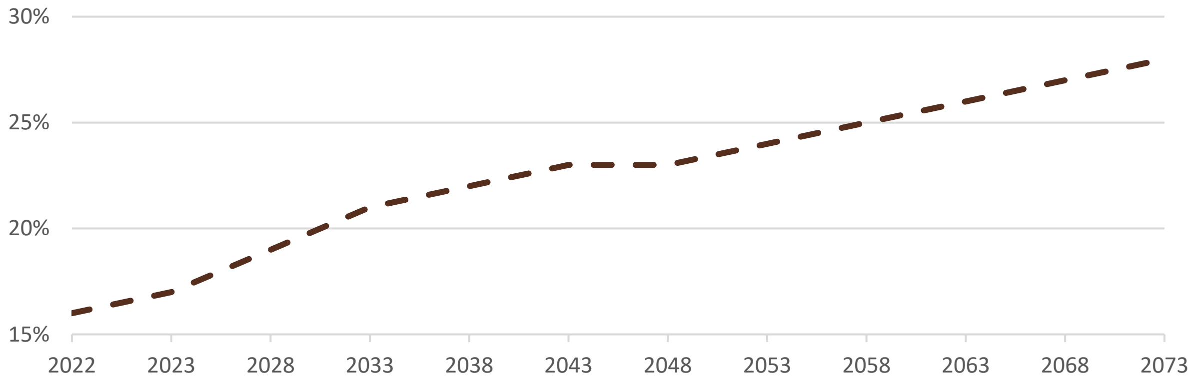
Annual Net Migration returns to pre-Covid levels[1]



Ageing population contributes to decreasing household size

- The proportion of those aged 65 and over is projected to increase from 16% in 2022 to 22% by 2043, longer term this group is expected to make up over 25% of the population[1].
- Household size is forecast to decrease from 2.7 people per household in 2018 to 2.6 people per household in 2043[1].
- "Couple-only and one-person households are more common in areas with older populations" – Susan Hollows, Senior Manager – Census data delivery.

Forecast % of 65+ Population[1]



Notes: 1. Data has been sourced from StatsNZ. 2. NZ Insight: How does immigration affect the New Zealand economy? – ANZ. 3. Westpac expects 8% house price rise in 2024 – Miriam Bell, Stuff.

Market and Outlook

Winton continues to operate with financial discipline to enable us to thrive through the cycle.

- NZ housing market has faced headwinds over the past eighteen months, however as we head into FY24 there are strong indicators that the market is near to or at the bottom of the cycle.
- FY23 results were the outcome of a number of years of development and due to completion timing, a standout year for settlements and revenue recognition.
- For FY24, the timing of completed units and the type means revenue will be lower than FY23.
- We will continue to keep the market informed of our plans and progress with the business but will not issue formal guidance, this allows us to focus on operating the business for maximum long-term shareholder value.

BEACHES
MATARANGI

Questions

NORTHBROOK
AVON LOOP

Important Notice and Disclaimer

This disclaimer applies to this document and the accompanying material (“Document”) or any information contained in it. The information included in this Document should be read in conjunction with the audited consolidated financial statements for the year ended 30 June 2023.

Past performance information provided in this Document may not be a reliable indication of future performance. This Document contains certain forward-looking statements and comments about future events, including with respect to the financial condition, results, operations and business of Winton Land Limited (“Winton”). Forward looking statements can generally be identified by use of words such as ‘project’, ‘foresee’, ‘plan’, ‘expect’, ‘aim’, ‘intend’, ‘anticipate’, ‘believe’, ‘estimate’, ‘may’, ‘should’, ‘will’ or similar expressions. Forward-looking statements involve known and unknown risks, significant uncertainties, assumptions, contingencies, and other factors, many of which are outside the control of Winton, and which may cause the actual results or performance of Winton to be materially different from any results or performance expressed or implied by such forward-looking statements. Such forward-looking statements speak only as of the date of this Document. There can be no assurance that actual outcomes will not differ materially from the forward-looking statements. Recipients are cautioned not to place undue reliance on forward-looking statements.

Certain financial data included in this Document are "non-GAAP financial measures", including earnings before interest, tax, depreciation and amortisation (“EBITDA”). These non-GAAP financial measures do not have a standardised meaning prescribed by New Zealand Equivalents to International Financial Reporting Standards (“NZIFRS") and therefore may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with NZIFRS. Although Winton’s management uses these measures in assessing the performance of Winton’s business, and Winton believes these non-GAAP financial measures provide useful information to other users in measuring the financial performance and condition of the business, recipients are cautioned not to place undue reliance on any non-GAAP financial measures included in this Document.

All amounts are disclosed in New Zealand dollars (NZ$) unless otherwise indicated.

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This Document has been prepared for the purpose of providing general information, without taking account of any particular investor’s objectives, financial situation or needs. An investor should, before making any investment decisions, consider the appropriateness of the information in this Document, and seek professional advice, having regard to the investor’s objectives, financial situation and needs.

WINTON

APPENDIX 1

Management Team

Presenting Today

Chris Meehan
Chief Executive Officer

- Founded Winton in 2009.
- Over 30 years' real estate experience.
- Strategic and operational leadership.
- Founded the Belle Property real estate franchise in Australia, and grew the business to 20+ offices across Australia and New Zealand.

Jean McMahon
Chief Financial Officer

- Over 18 years' experience in real estate, finance and investment.
- Responsible for finance, tax and accounting functions.
- Previously at Property for Industry, Lloyds Banking Group and KPMG.

Simon Ash
Chief Operating Officer

- Over 18 years' experience in real estate, finance and investment banking.
- Responsible for oversight of Winton's business operations.
- Previously at Macquarie Group and Brookfield Financial.

Justine Hollows
General Manager, Corporate Services

- Over 18 years' experience in law, including property development, transactional and leasing work.
- Responsible for legal oversight, risk management, compliance, and human resources.
- Previously at Auckland International Airport, Bell Gully, and Minter Ellison.

Duncan Elley
General Manager, Project Delivery

- Over 20 years of experience in land development, real estate, finance and investment management.
- Responsible for delivery of development projects.
- Previously at Chenavari Investment Managers and Capmark Bank Europe plc.

Reconciliation of Pro Forma EBITDA and NPAT

A bridge summary of pro forma EBITDA and NPAT.

All values in $m Selected Financial Information	FY23 Year Ended 30 Jun 2023	FY23 PFI Year Ended 30 Jun 2023	Movement	FY22 Year Ended 30 Jun 2022	Movement
Earnings before interest expense, taxation and depreciation (EBITDA)	95.6	137.5	(41.9)	45.0	50.6
Pro forma adjustments:					
Transaction costs relating to the Offer	-	-	-	5.9	(5.9)
Incremental listed company costs	-	-	-	(0.1)	0.1
Total pro forma adjustments:	-	-	-	5.8	(5.8)
Pro forma EBITDA	**95.6**	**137.5**	**(41.9)**	**50.8**	**44.8**

All values in $m Selected Financial Information	FY23 Year Ended 30 Jun 2023	FY23 PFI Year Ended 30 Jun 2023	Movement	FY22 Year Ended 30 Jun 2022	Movement
Profit after income tax	64.6	98.8	(34.2)	31.6	33.0
Pro forma adjustments:					
Transaction costs relating to the Offer	-	-	-	5.9	(5.9)
Incremental listed company costs	-	-	-	(0.1)	0.1
Tax impact of pro forma adjustments	-	-	-	(1.2)	1.2
Total pro forma adjustments:	-	-	-	4.6	(4.6)
Pro forma Profit after income tax	**64.6**	**98.8**	**(34.2)**	**36.2**	**28.4**

Description of pro forma adjustments	In determining the use of pro forma adjustments, the Board has considered only those items that they believe are required to ensure consistency and comparability of the financial information over the Historical Periods and the Prospective Periods. The pro forma adjustments that Winton considers are appropriate are explained below: • Removal of the one-off transaction costs relating to the Offer; and, • Adding an estimate of the incremental costs that will be incurred by Winton as a publicly listed company. No pro forma adjustments have been identified relating to FY23.

Neighbourhood Summary

Winton's 14 communities, with 13 in New Zealand and 1 in Australia.

Communities	Location	Target units[1]	Settled[2]	Target units remaining[1]	Pre Sold Units[2]	Target units remaining by type		
						Residential	Retirement	Commercial
1. Northlake	Wanaka	972	(634)	338	85	200	128	10
2. Lakeside	Te Kauwhata	1,672	(730)	942	930	930	-	12
3. Launch Bay	Hobsonville	350	(71)	279	34	65	214	-
4. Sunfield	Auckland	3,957	-	3,957	-	3,643	-	314
5. Wynyard Quarter	Auckland	183	-	183	1	22	154	7
6. Avon Loop	Christchurch	210	-	210	-	-	210	-
7. Northbrook Arrowtown	Queenstown	196	-	196	-	-	196	16
8. Ayrburn Farm & Precinct	Arrowtown	46	(2)	44	-	21	-	7
9. Beaches	Matarangi	330	(280)	50	30	49	-	1
10. North Ridge	Cessnock (AU)	358	(159)	199	6	199	-	-
11. River Terrace	Cromwell	18	(16)	2	1	2	-	-
12. Parnell	Auckland	6	-	6	-	5	-	1
13. Bridesdale Farm	Queenstown	138	(137)	1	-	-	-	1
14. Cracker Bay	Auckland	-	-	-	-	-	-	-
Total		**8,436**	**(2,029)**	**6,407**	**1,087**	**5,136**	**902**	**369**

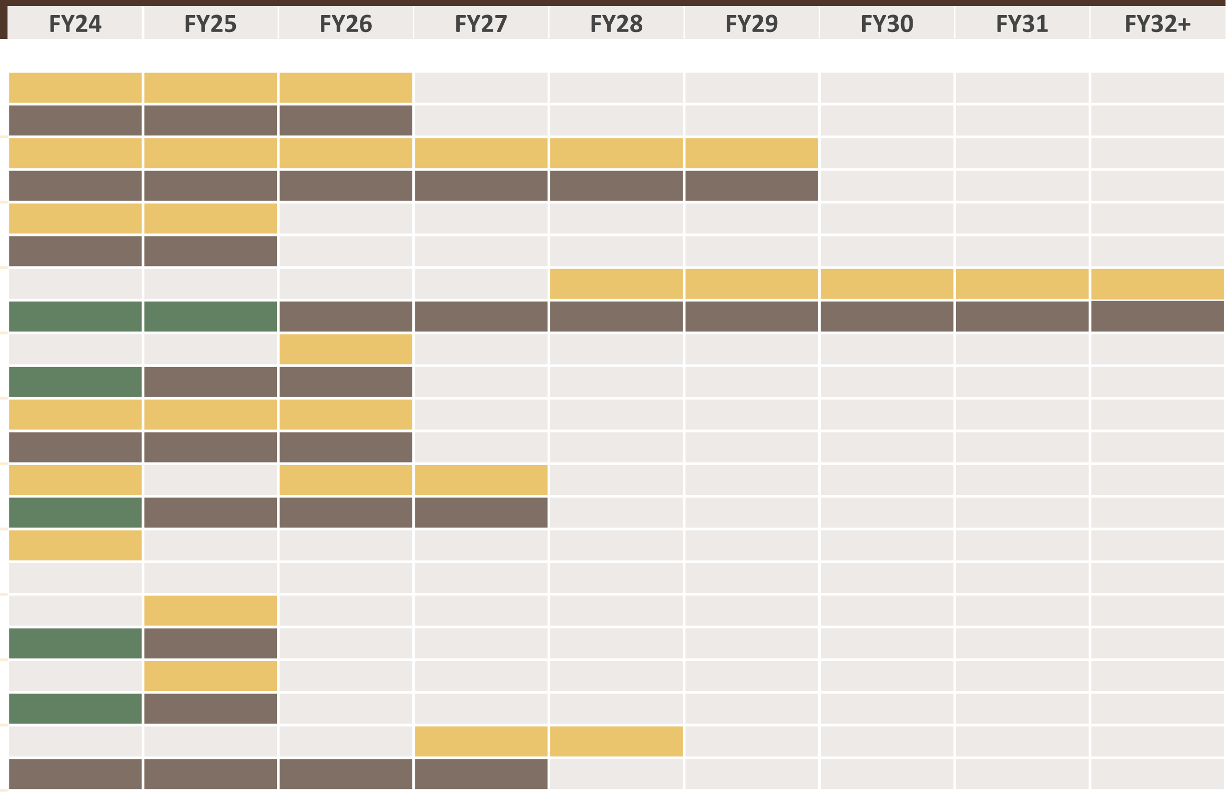
Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand. 2. Settled and Pre-sold units as at 30 June 2023.

APPENDIX 4

Development Staging

A balanced staging of developments mitigates risk and provides continuity of cashflows.

Project Name	Location	Target units remaining[1]
Northlake	Wanaka	210
Lakeside	Te Kauwhata	930
Launch Bay	Hobsonville	65
Sunfield	Auckland	3,957
Ayrburn	Arrowtown	21
Beaches	Matarangi	50[2]
North Ridge	Cessnock (AU)	199
River Terrace	Cromwell	2
Parnell	Auckland	6
Bridesdale Farm	Queenstown	1
Villard Wynyard Quarter	Auckland	22
Total Development		**5,463**



Planning, Design and Zoning/Consent | Construction | Settlements

WINTON

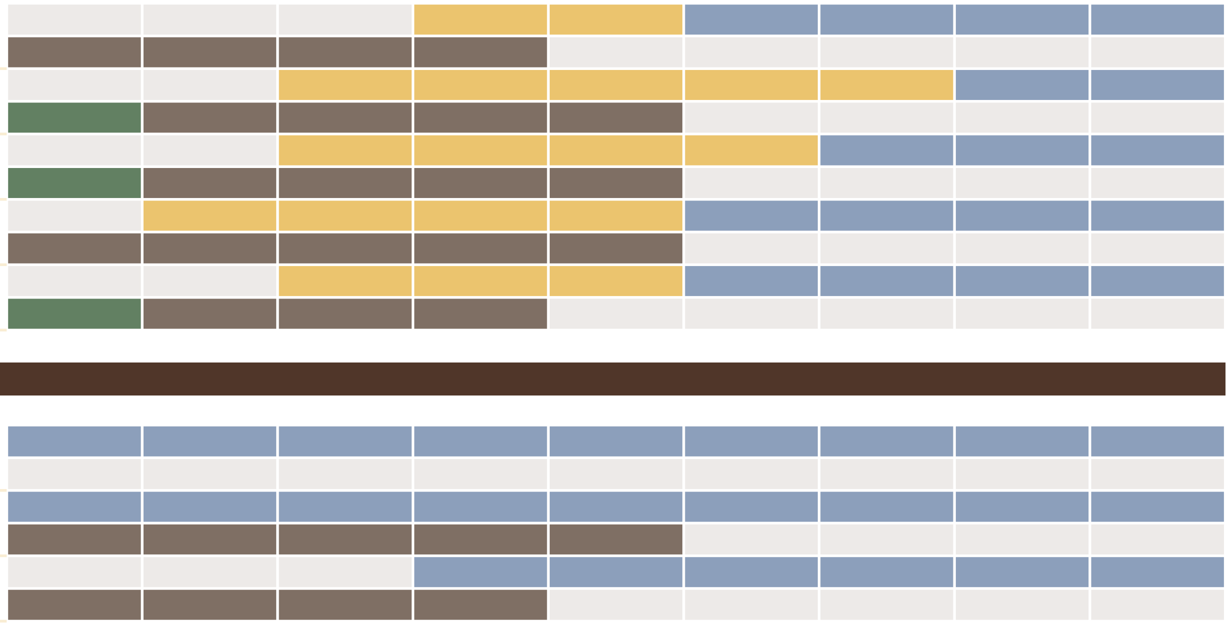
Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.
2. FY24-25 Residential and FY26 Campsite. See Compendium.

APPENDIX 4

Development Staging (cont.)

Winton holds investment properties to benefit from annuity income.

Project Name	Location	Target units remaining[1]	FY24	FY25	FY26	FY27	FY28	FY29	FY30	FY31	FY32+
Northbrook Wynyard Quarter	Auckland	154									
Northbrook Avon Loop	Christchurch	210									
Northbrook Arrowtown	Arrowtown	196									
Northbrook Wanaka	Wanaka	128									
Northbrook Launch Bay	Hobsonville	214									
Total Retirement		**902**									
Lakeside Commercial	Te Kauwhata	12									
Ayrburn Precinct	Arrowtown	23									
Northbrook Wynyard Quarter Commerical	Auckland	7									
Total Commercial		**42**									
Total Portfolio		**6,407**									



Planning, Design and Zoning/Consent Construction Settlements Complete, held as investment

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Project Summary

Winton's 14 communities comprise of 26 projects with different target periods and product mix.

Residential

Project #	Project	Location	Unsettled units[1]
1	Northlake: Residential Lots	Wanaka	148
2	Northlake: Townhouses	Wanaka	27
3	Northlake: Apartments	Wanaka	25
4	Lakeside: Residential	Te Kauwhata	930
5	Launch Bay: The Ovation	Hobsonville	6
6	Launch Bay: Townhouses and Apartments	Hobsonville	29
7	Launch Bay: Jimmy's Point	Hobsonville	30
8	Sunfield: Residential	Auckland	3,643
9	The Villard: Apartments	Auckland	22
10	Ayrburn Farm: Residential	Arrowtown	21
11	Beaches: Residential Lots	Matarangi	49
12	North Ridge: Residential Lots	Cessnock (AU)	199
13	River Terrace: Dwellings	Cromwell	2
14	Parnell: Apartments	Auckland	5
	Total		**5,136**

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Project Summary

Retirement

Project #	Project	Location	Unsettled units[1]
15	Northbrook: Wanaka	Wanaka	128
16	Northbrook: Launch Bay	Hobsonville	214
17	Northbrook: Wynyard Quarter	Auckland	154
18	Northbrook: Avon Loop	Christchurch	210
19	Northbrook: Arrowtown	Arrowtown	196
	Total		**902**

Commercial

Project #	Project	Location	Unsettled units[1]
	Northlake: Commercial *(within Northlake Apartments project)*	Wanaka	10
20	Lakeside: Village Shopping Centre	Te Kauwhata	12
21	Sunfield: Commercial	Auckland	314
	Northbrook: Wynyard Quarter Commercial *(within Northbrook Wynyard Quarter Retirement project)*	Auckland	7
	Northbrook: Arrowtown Commercial *(within Northbrook Arrowtown Retirement project)*	Queenstown	16
22	Ayrburn Farm: Domain Restaurant Precinct	Arrowtown	7
23	Beaches: Holiday Park	Matarangi	1
24	Parnell: Commercial	Auckland	1
25	Bridesdale Farm: Commercial	Queenstown	1
26	Cracker Bay	Auckland	-
	Total		**369**

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium

Northlake Residential Land

Description	• 634 residential lots have been developed and settled as at 30 June 2023. • Bulk earthworks for all future residential stages is complete with civil works underway on Stage 17. • Settlements of these residential lots will occur progressively following their completion.
Target product mix[1]	Residential lots.
Target units remaining[1]	148
Target settlement period[1]	FY24 – FY26

Northlake Townhouses

Description	• 27 two-level Townhouses are under construction adjacent to the Northlake Village Centre. • Construction is significantly progressed and completion is expected Q2 FY24.
Target product mix[1]	Residential Townhouses.
Target units remaining[1]	27
Target settlement period[1]	FY24 – FY25

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Northlake Commercial and Apartments

Description	• A commercial and short-term accommodation precinct located within vicinity to the Northlake Village Centre. • Apartments are almost completely pre-sold with the sale of Commercial tenancies progressing. • Construction is significantly progressed, with interior fitout currently underway.
Target product mix[1]	Apartments and Commercial tenancies.
Target units remaining[1]	25 apartments and 10 commercial units.
Target settlement period[1]	FY24

Northbrook Wanaka

Description	• A ~128-unit retirement village consisting of ~96 independent and serviced units and ~32 care suites, a clubhouse and amenity building for social and active recreation and a main entry building with offices, staff room, kitchen, and back of house facilities for administration purposes. • Civil works progressing and sales complete. • Construction works are to commence in Q2 FY24.
Target product mix[1]	Retirement village units and care suites.
Target units remaining[1]	128
Target settlement period[1]	FY25 – FY28

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Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Lakeside Residential

Description	• Lakeside comprises a 179 hectare parcel of waterfront development land located within the heart of the "Golden Triangle" of Auckland, Hamilton and Tauranga. • The private plan change (which became operative in July 2018) to rezone the property to residential allows the development of over 1,659 residential lots, a 12 lot commercial precinct and primary school. • All lead in infrastructure, earthworks and civil works for Stages 1 and 2 including the school site and the Lakeside Village Centre are complete. The earthworks consent has been granted for all stages. • Stage 3 is well underway with substage 3D (75 lots) already settled in FY23 and further substages due to settle over FY24 – FY25.
Target product mix[1]	Residential lots.
Target units remaining[1]	930
Target settlement period[1]	FY24 – FY29

Lakeside Village Centre

Description	• The Lakeside Village Centre is a 1.5 hectare commercial and retail precinct located at the centre of the Lakeside development which opened in FY23. • The Lakeside Village Centre consists of office and retail tenancies, a café / restaurant, childcare facility and general store with off-street parking and fronting onto a neighbourhood playground; a total of 12 units.
Target product mix[1]	Commercial units.
Completed units[1]	12

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Ovation Launch Bay

Description	• A development consisting of a six-storey apartment building and two townhouses. Located on the edge of the Launch Bay precinct overlooking the Waitemata Harbour. • A mix of one, two and three bedroom 'high end' apartment units and four bedroom townhouses. • The apartments are complete, settlements commenced FY23 and the remaining units are forecast to settle in FY24.
Location	Auckland
Target product mix[1]	Apartment units and townhouses.
Target units remaining[1]	6
Target settlement period[1]	FY24

Launch Bay Townhouses and Apartments

Description	• Development consisting of 25 Townhouses and a four-storey Apartment building consisting of 4 Apartments. • A mix of three and four bedroom Townhouses each with a double garage and four full-floor two bedroom Apartment units. • Located immediately adjacent to the Central Oval and enjoys water views. • The Townhouses are complete with settlements commencing Q1 FY24.
Location	Auckland
Target product mix[1]	Townhouses and Apartments.
Target units remaining[1]	29
Target settlement period[1]	FY24

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Jimmy's Point Launch Bay

Description	• A development consisting of a six-storey apartment building of 30 units. Located above the Jimmy's Point Reserve, the development enjoys views of the Waitemata Harbour and beyond. • A mix of studio, one, two and three bedroom 'high end' apartment units. • Jimmy's Point launched to the market in October 2021. • Construction commenced in early 2022 and continues at pace.
Target product mix[1]	Apartments units.
Target units remaining[1]	30
Target settlement period[1]	FY25

Northbrook Launch Bay

Description	• A ~214-unit retirement village consisting of ~175 independent and serviced units and ~39 care suites, a clubhouse and amenity building for social and active recreation and a main entry building with offices, staff room, kitchen, and back of house facilities for administration purposes. • Northbrook Launch Bay will include the construction of a 15 storey tower, the tallest tower within Hobsonville, which will enjoy uninterrupted views of the Waitemata Harbour and beyond. • An application to vary the existing apartment resource consent (which is in place for the property) has been lodged. • The building consent will be lodged upon receipt of the resource consent. • Construction will commence upon receipt of the building consent.
Target product mix[1]	Retirement village units and care suites.
Target units remaining[1]	214
Target settlement period[1]	FY26 – FY28

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Sunfield

Description	• Winton has contracted to purchase a 200 hectares parcel of land located in Ardmore in the south of Auckland. • Sunfield sits between the rapidly urbanising and expanding neighbourhoods of Takanini and Papakura, with Ardmore Airport to the east. There are direct connections back to the main centres of Takanini and Papakura. Papakura Station is just 2km from Sunfield, providing a direct connection to the Auckland public transport network and enabling a low impact and sustainable lifestyle without leaving Auckland. • Residential development has occurred along the entire western and southern boundaries of the property, and development of the property is the logical extension of the urban intensification in this area of Auckland. • Winton lodged the Sunfield Specified Development Project Application with Kainga Ora in October 2021 under the Urban Development Act 2020 legislation to seek a rezoning of the property to allow the proposed development of the masterplanned community. Winton's submission under the Urban Development Act legislation was declined in April 2022. • Winton is moving forward with the 50 hectares of the property, which is currently zoned future urban with a more traditional masterplan supported by current regulation, yielding ~2,000 lots. • In parallel, Winton is pursuing alternate legislative pathways to rezone the remaining c.150 hectares of the Sunfield land, including the Resource Management Act.
Acquisition Date	2020
Location	Auckland
Target units remaining[1]	3,957
Target product mix[1]	Residential lots, retirement villages, schools, employment, healthcare and education zoned land, a town centre and retail hubs.
Target settlement period[1]	FY28 – FY39

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Northbrook Wynyard Quarter

Description	• A ~154-unit retirement village consisting of ~119 independent and serviced units and ~35 care suites, a clubhouse and amenity building for social and active recreation and a main entry building with offices, staff room, kitchen, and back of house facilities for administration purposes. • Northbrook Wynyard Quarter will provide easy access to Auckland's famous waterfront. From dining, theatre, cycling, shops, walking to boating. This is one of the most sought-after locations in New Zealand.
Target product mix[1]	Retirement village units and care suites.
Target units remaining[1]	154 retirement and 7 commercial.
Status	• Resource consent has been granted. • Construction is expected to commence in Q2 FY24.
Target settlement period[1]	FY27-FY28

The Villard Apartments

Description	• A development consisting of 22 apartment units set in one of Auckland's most exciting and diverse locations. • A mix of three, four and five bedroom 'high end' apartment units. • Wynyard Quarter is setting the standard for transformational urban regeneration in New Zealand.
Target product mix[1]	Apartment units.
Target units remaining[1]	22
Status	• Resource consent has been granted. • Construction is expected to commence in Q2 FY24.
Target settlement period[1]	FY27-FY28

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Northbrook Avon Loop

Description	• A ~210-unit retirement village consisting of ~178 independent units and serviced and ~32 care suites, a clubhouse and amenity building for social and active recreation and a main entry building with offices, staff room, kitchen, and back of house facilities for administration purposes. • Northbrook Avon Loop is set in one of Christchurch's most desirable locations. Located on the edge of the Avon River in a park like setting.
Target product mix[1]	Retirement village units and care suites.
Target units remaining[1]	210
Status	• Resource consent has been granted. • A building consent application has been lodged. • Construction will commence upon receipt of the building consent.
Target settlement period[1]	FY26 – FY30

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Northbrook Arrowtown

Description	• Northbrook Arrowtown comprises an approximately 15 hectare parcel of development land located in Arrowtown, next to the Millbrook resort and alongside a spectacular waterfall and creek. • A ~196-unit retirement village consisting of ~173 independent and serviced units and ~23 care suites, a clubhouse and amenity building for social and active recreation and a main entry building with offices, staff room, kitchen, and back of house facilities for administration purposes. • Civil works and landscaping have previously been consented and are underway on site. This includes the completion of a new access road and mains infrastructure for the entire Waterfall Park and Ayrburn Farm precinct, three vehicle crossings and a pedestrian bridge.
Target product mix[1]	Retirement village units and care suites.
Target units remaining[1]	196
Status	• An application to vary the existing hotel resource consent which is in place for the property has been lodged. • The building consent will be lodged upon receipt of the resource consent. • Construction will commence upon receipt of the building consent.
Target settlement period[1]	FY26 – FY29

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Ayrburn Farm

Description	• Ayrburn Farm comprises an approximately 42 hectare parcel of land located in the heart of the growing Arrowtown and Lake Hayes basin. • A district plan review process is currently underway to rezone the land from rural to Wakatipu Basin Lifestyle Precinct. Under the Lifestyle Precinct outcome this would enable approximately 21 rural lifestyle lots with a minimum size of 6,000m^2. • The Environment Court hearing was held in July 2022. A decision is still to be provided.
Target product mix[1]	Residential lots.
Target units remaining[1]	21
Target settlement period[1]	FY26

Ayrburn Domain Restaurant Precinct

Description	• Ayrburn Domain is a collection of historic stone farm buildings that are being remediated and repurposed as a hospitality precinct. • Resource consent, building consent and engineering approvals have been obtained. Stage 1 is almost complete and due to open in H1 FY24, with further development expected to be staggered over the coming years. • Completion of the project is expected to occur over the next 2-3 years.
Target product mix[1]	A restaurant precinct consisting of 3 restaurants/bars, café/bakery, cellar door, offices, and function venue.
Target units remaining[1]	23

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Beaches

Description	• Matarangi is a popular tourist town on the Coromandel Peninsula. • Stages 3 to 13 are complete. • Stages 14 and 15 are consented with works underway due for settlement in FY24-FY25. • Settlements of these residential lots will occur progressively following their completion.
Target units remaining[1]	49
Target product mix[1]	Residential lots.
Target settlement period[1]	FY24-FY25

Holiday Park, Beaches

Description	• The Matarangi Holiday Park is proposed on a parcel of land at the entrance to Matarangi. It will consist of 345 individual sites of one and two bedroom cabins, campervan/caravan and tents sites with amenities such as a communal kitchen, laundry, playground, playing field, swimming pool and a boat service workshop. • Winton is currently preparing the resource consent application for lodgement.
Target units remaining[1]	1
Target product mix[1]	Holiday Park.
Target settlement period[1]	FY26

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

North Ridge

Description	• North Ridge comprises a circa 121 hectare parcel of development land located in Bellbird, a suburb of Cessnock in the heart of the Hunter Valley, circa 150km, two hours' drive north of the Sydney CBD. • The site comprises three parcels: a 36-hectare block which has been re-zoned for residential use, a 63-hectare block zoned as environmental land (not to be developed); and a 22-hectare block which is accessed by a mining company to complete rehabilitation, as required by their existing mining lease, in preparation for development. • All Stage 1 and 2 residential lots have been completed and have settled. • Stages 3 to 6 have completed, with 105 settled in FY23 and the balance of 17 lots due to settle in FY24. • Future stages are awaiting resource consents. • Settlements of these residential lots will occur progressively following their completion from FY26 onwards.
Location	Cessnock, NSW
Target units remaining[1]	199
Target product mix[1]	Residential Lots.
Target settlement period[1]	FY24, FY26 – FY27

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

River Terrace

Description	• 17 large lifestyle blocks, 15 of which have been settled as lots during FY23. • 1 commercial lot, which was settled during FY23. • Two dwellings have been constructed to be offered to the market as 'house and land' packages. 1 pre-sold as at FY23 with 1 unsold.
Target units remaining[1]	2
Target product mix[1]	Dwellings.
Status	As detailed above.
Target settlement period[1]	FY24

Parnell

Description	• Parnell Apartments & Commercial bought in May 2022 is to be developed into 5 Apartments and 1 Commercial block. • Resource consent received in FY23 and demolition work completed.
Target units remaining[1]	5 Apartments and 1 commercial block.
Target product mix[1]	Residential lots and Commercial.
Target settlement period[1]	FY25

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

Property Compendium (cont.)

Bridesdale Farm

Description	• Bridesdale Farm is a residential master planned community located in Lake Hayes Estate, Queenstown. • 137 residential lots and a commercial lot have been developed and settled. • A district plan review process is underway to rezone some of the balance land to enable recreation activities. • An application for a building platform on the remaining balance land is currently being processed.
Target units remaining[1]	1
Target product mix[1]	Balance lot.
Target settlement period[1]	FY25

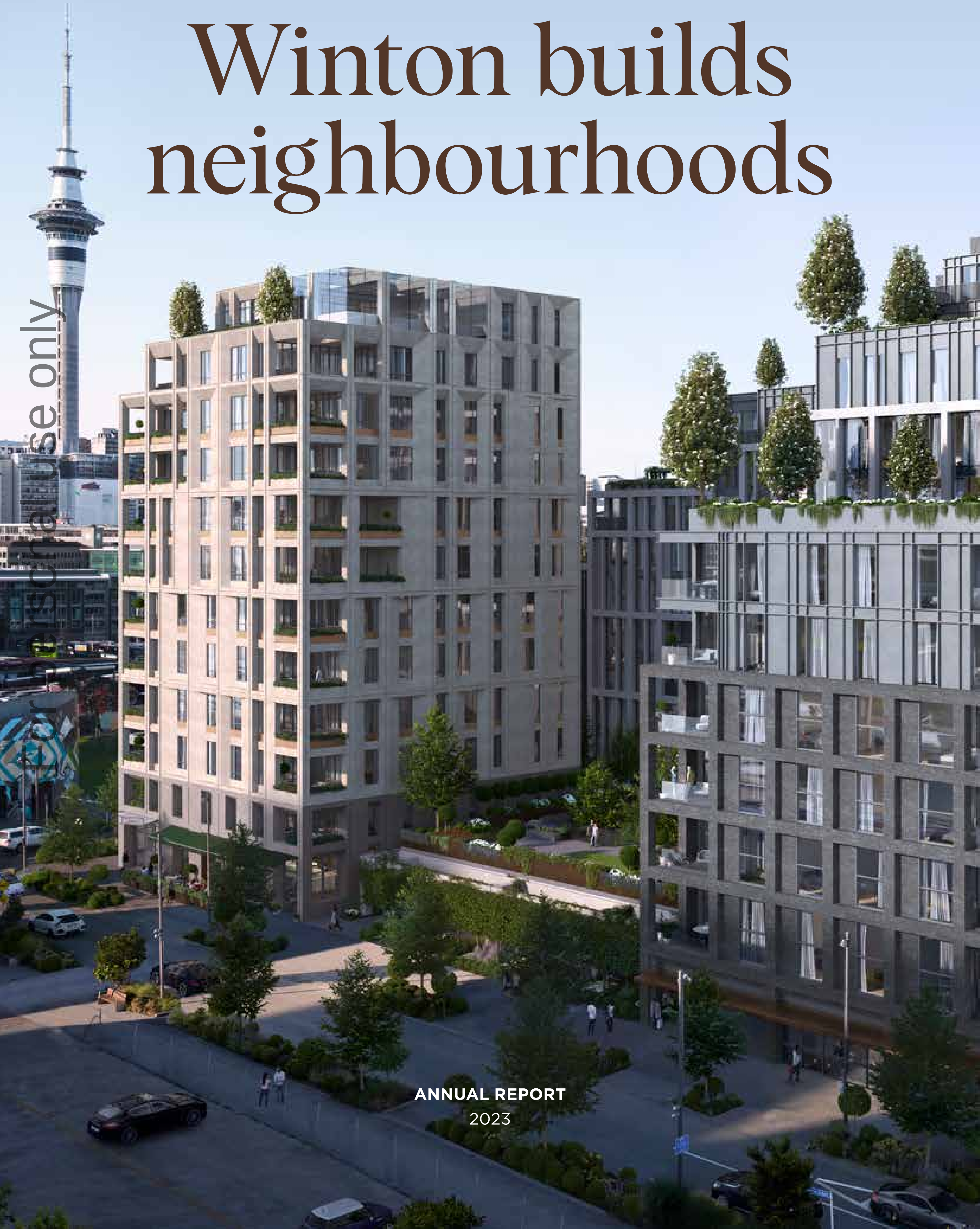
Cracker Bay

Description	• 1.2-hectare block within Wynyard Quarter located on Westhaven Drive, Auckland. • Comprises office building, dry stack storage, marina business and retail. • Winton has plans to revitalise the site, including extending the Westhaven waterfront walkway. • Redevelopment of the office expected to commence in early FY24, with the development of a private yacht club, redevelopment of the existing retail spaces, wedding venue, waterfront café/restaurant, and revitalised wet berths to follow. • In addition to the commercial rationale of the acquisition, the site offers the perfect space for our flagship Northbrook sales suite. • Cracker Bay comprises multiple assets and is adjacent to our ~5,000 sqm Northbrook Wynyard Quarter site.
Target product mix[1]	Office Space, Boat Storage/Marina and Hospitality.

Notes: 1. Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.

WINTON

Winton builds neighbourhoods



ANNUAL REPORT

2023

Contents

AYRBURN
ARROWTOWN

Key highlights

$211.4M
REVENUE
UP 32.5% ON FY22

$108.7M
GROSS PROFIT

51.4%
GROSS PROFIT MARGIN

$64.6M
NET PROFIT AFTER TAX

30.6%
NPAT MARGIN

ZERO
DEBT

$76.3M
CASH AND CASH EQUIVALENTS

6,407
UNITS[1] LANDBANK YIELD

78%[2]
OF PORTFOLIO (BY UNITS) ARE RESIDENTIAL LOTS
LIMITING EXPOSURE TO CONSTRUCTION

902
RETIREMENT LIVING UNITS YIELD
ACROSS 5 LOCATIONS

565
UNITS DELIVERED AND SETTLED

65
EMPLOYEES

$419.3M[3]
OF GROSS PRE-SALES SECURED

26
CURRENT PROJECTS
14
MASTERPLANNED COMMUNITIES

520
TOTAL SHAREHOLDERS

1 Units comprise residential land lots, dwellings, townhouses, apartments, retirement living units and commercial units.
2 Target units to be developed from 1 July 2023 onwards on existing projects based on management estimates and masterplans current as at 30 June 2023. Target total units, target product mix and target settlement period may change, including due to planning outcomes and market demand.
3 Pre-sales are as at 30 June 2023.

Letter from Chris Meehan

CEO and Chair

A record year for delivery and settlements during the 12 months ending 30 June 2023 (FY23) resulted in post tax earnings of $73.8 million[1] and $211.4 million revenue, 32.5% higher compared to FY22 and attributable to 565 units[2] settling.

This is a significant effort by the team to deliver so many units and is the outcome of many years of preparation and development. The timing of delivery meant we settled more units than we ever have before and 116 units more than FY22, including land lots, dwellings, townhouses and apartments. Revenue was skewed to the second half, with 59.8% delivered in H2 FY23.

As a result of top-line growth, we delivered a gross profit of $108.7 million and a gross profit margin of 51.4% compared to $72.4 million and 45.4%, respectively, in FY22. Earnings before interest, tax, depreciation and amortisation (EBITDA) increased 88.1% to $95.6 million compared to $50.8 million[3] pro forma EBITDA in FY22. Net profit after tax (NPAT) was $64.6 million, 78.6% higher than FY22 pro forma NPAT of $36.2 million.

It has been a big year at Winton. We adapted to and completed our first full year as a listed company, delivered our largest number of units in a year, navigated an extremely wet construction season, launched sales for Northbrook Wynyard Quarter and received resource consent for three Northbrook locations. We also grew the Winton team to 65 people, predominantly to begin the resourcing of our Northbrook and Ayrburn business units. The team has taken it in its stride, and we are all collectively looking forward to the year ahead and the programme of work to be delivered.

As we have communicated over the past 18 months, the residential sales environment has been slower. The significant pre-sale book we had built up has done exactly what it was meant to and protected future revenue. We also locked in supply contracts well in advance to minimise the cost increases from supply chain issues and inflation, which reduced volatility within the cost of sales compared to some of our peers.

With a big year in settlements and a slower market, as expected, our pre-sale book has decreased to $419.3 million. In a slower residential market, it is more difficult to get pre-sales as the traditional discount to buy off the plans is less appealing to buyers if they perceive the market may fall further during the time of construction. This strategy of discounted pre-sales is a natural hedge for potential defaults as we can often sell a property at the same price or better once completed.

Despite the market challenges, we are in a compelling and enviable position. We still have zero debt, cash holdings of $76.3 million, and an existing landbank with a potential yield of over 6,000 units.

1 Post tax earnings of $73.8 million were at the lower end of guidance (between $72.4 million and $82.4 million) being NPAT excluding H2 FY23 fair value revaluation of investment properties. A reconciliation can be found on page 16 of the investor presentation.

2 Units comprise residential land lots, dwellings, townhouses, apartments, retirement living units and commercial units.

3 Pro forma EBITDA is a non-NZ GAAP measure that includes pro forma adjustments. You can find a reconciliation to NZ GAAP measures in Winton's results presentation on page 32.

ALTA VILLAS NORTHLAKE WANAKA

Operational

Following on from a busy first half, in the second half, we delivered 346 units completing stage 3D at Lakeside in Te Kauwhata, stages 9-13 at Beaches Matarangi, stages 3-6 at North Ridge Cessnock, and stage 16 and the Duplex Townhouses at Northlake. This takes the total for the year to 565 units.

The Village Centre at Lakeside Te Kauwhata was completed at the end of the financial year. We already have some great tenants, including a supermarket, a childcare, a fitness centre, a barbershop, and the Kāinga Ora sales office. We look forward to seeing the Village Centre be put to great use and become a vibrant place for the community. At Lakeside, we also completed the design for the 60+ hectares of shared spaces in collaboration with Kāinga Ora and local iwi. We look forward to working on this during FY24.

In June we formally launched the Northbrook Wynyard Quarter offering after completing a full-sized show apartment and sales office. We couldn't be happier with how the launch went, with the concept of luxury later living taking hold and connecting with our target market. On the first weekend, we had over 400 people through the show suite. Strong numbers of people continue to visit and we are seeing good levels of sales contracts put in place. What resonated most with buyers is the ability to continue living the way they want and within a five-star residence with stunning water views. We continue to deliver key milestones, which Julian has detailed on page 9.

At Ayrburn Arrowtown, we are nearing the end of construction and started hiring key personnel for when the hospitality precinct opens. Ayrburn will perfectly complement the luxury later living offering at Northbrook Arrowtown and provide a destination for many to enjoy.

At Sunfield, we continued progressing the 50 hectares of the property that is currently zoned future urban with a more traditional masterplan supported by current regulation. Meanwhile, we continue to pursue alternate legislative pathways to rezone the remaining c.150 hectares of the Sunfield land, including the Resource Management Act.

As previously communicated, Winton has issued proceedings in the Auckland High Court under the Commerce Act, alleging anti-competitive conduct by the Government housing agency Kāinga Ora. Winton is seeking Court declarations that Kāinga Ora's conduct is unlawful and in breach of the Commerce Act, and an order requiring Kāinga Ora to consider Sunfield for assessment under the UDA, as well as substantial damages for Kāinga Ora's conduct to date which were recently quantified in an Amended Statement of Claim. The provisionally assessed amount of $138.5m in damages plus costs and interest represents Winton's view of the quantum of the loss it has suffered due to Kāinga Ora's alleged anti-competitive conduct. This is not a process that we have taken lightly, but we believe their current conduct is fundamentally flawed.

LAKESIDE
TE KAUWHATA

NORTHBROOK WANAKA
ARTIST IMPRESSION

Letter from Chris Meehan continued

Environmental, Social and Governance Update

This year, we have focused on building the foundation to drive and communicate our ESG framework and impact.

Most recently, our senior management team adopted a sustainability framework, with endorsement from the Winton Board of Directors (the Board). The strategy outlines our main focus areas within three pillars, reflecting the interconnection with Winton's business strategy and its ability to operate long into the future. The sustainability framework lays the foundation to minimise negative risks and deliver positive impacts to continue to create thriving neighbourhoods. We are proud of what we were already doing, but the framework brings more structure and focus on the areas where we can have the most impact.

In FY23, we completed our first emissions inventory for Scope 1, Scope 2, and some Scope 3 emissions. For our following inventory, we are working towards including more Scope 3 emissions and adding reduction targets.

In FY22, we initiated a process that would formalise our commitment to health and safety and create a structure fit for a growing company in our industry to keep employees, contractors, and our wider communities safe. In FY23, following a third-party company-wide health and safety review, we have created a proactive master health and safety system and specific plans for development and construction. Training is underway for people of all levels at Winton, and we look to formalising appropriate monitoring metrics during FY24.

During FY24, we will build on the initial work we have completed for climate-related disclosures, ensuring we meet all requirements for our first mandatory disclosure year ending 30 June 2024.

Board Changes

In June, Winton Board member Anna Molloy announced her retirement from the Winton Board, effective from the close of 22 August 2023. On behalf of the Board and management, I would like to thank Anna for her invaluable contribution and commitment to Winton, particularly during the initial public offering (IPO) and Winton's transition to becoming a publicly listed company.

The Board appointed Steven Joyce as a Director to the Winton Board in June 2023. The Board has determined that Steven is an Independent Director and will hold office until Winton's 2023 Annual Meeting when he will retire and offer himself for election by the shareholders. Steven will take over the position of Chair of the Audit and Financial Risk Committee from 22 August 2023. We are delighted to have Steven join the Board. He brings a wealth of experience to Winton with his vast financial and economic skills and experience and pragmatic and strategic insight.

Letter from Chris Meehan continued

Dividend

The Board declared a dividend of 2.16 cents per share for the six months ending, 30 June 2023.

This is in addition to the 2.06 cents per share dividend that was declared and paid for the first half of FY23, bringing the total dividend for the year to 4.22 cents per share, reflecting 20% of distributable earnings.

The dividend is in line with our dividend policy, updated in February 2023 to exclude any unrealised valuation movements in investment properties and within a pay-out ratio of approximately 20-40% of full-year distributable earnings.

Market and Outlook

The New Zealand housing market has faced headwinds over the past eighteen months. However, as we head into FY24, there are strong indicators that the market is near to or at the bottom.

The housing market in New Zealand still has fundamental issues constraining the housing supply. We believe some homeowners will continue to struggle in the near term with higher interest rates and high inflation, but increasing immigration to New Zealand, constrained land supply, and upward sentiment of rental prices, will put compounding pressure on the already short housing supply.

The supply chain issues in the industry have cleared and the ongoing cost increases in building supplies have stopped. We have continued to see strain within the industry, with an 85% increase in construction industry insolvencies in FY23 compared to FY22. There will likely be more, particularly where businesses are highly leveraged. For Winton we continue to operate with financial discipline both on land acquisition and sales to enable us to thrive through the cycle and use it to our advantage as we build prominence in the New Zealand property industry. In the current economic turbulence, Winton is a financially stable, experienced and trusted developer, delivering reliable, high-quality product. For all those reasons, builders want to work for us and price accordingly.

As I stated earlier, results for FY23 were the outcome of a number of years of development and due to completion timing, a standout year for settlements and revenue recognition. Looking ahead to FY24, the timing of completed units and the type means revenue will be lower than FY23. Going forward we will naturally keep the market informed of our plans and progress with the business but do not expect to provide formal guidance, to enable us to better focus on operating the business for maximum long-term shareholder value.

We have an exciting year ahead and thank you for your continued support as we deliver on our growth plans. We are here to provide value to our shareholders but without our employees, customers, contractors, regulatory bodies, and investors, we wouldn't be able to do that.

Chris Meehan
Chair and CEO

3 Refer to reconciliation on page 8.

JIMMY'S POINT
LAUNCH BAY

Financial Commentary

For the 12-month period ending 30 June 2023, Winton produced a record year of delivery, with 565 unit settlements. In delivering a record year of settlements, FY23 revenue was $211.4 million, up 32.5% compared to $159.5 million in FY22.

Revenue was lower than Winton's Prospective Financial Information (PFI) included in the PDS by 38.7%, a result of inclement weather conditions in FY23, with timing of project completion delayed until FY24. The volume of units varies from year-to-year depending on the number and size of projects under development and the development lifecycle of each project, the staging of construction works, the level of pre-sales and the underlying market.

Cost of sales reflects the cost of the land and to develop the land and property for sale. In FY23, Cost of sales was $102.7 million, up 17.9% from $87.1 million in FY22. Costs of sales are recognised in alignment with revenue; therefore, the increase is reflective of both a 25.8% increase in the volume of units settled, and a 6.0% improvement in Gross Profit Margin.

Gross profit was $108.7 million, up 50.1% compared to FY22. Gross Profit Margin for FY23 was 51.4% compared to 46.6% in PFI and 45.4% in FY22; due to a higher average margin from the product mix settled during FY23. Margins on land lot settlements are typically greater than dwellings and apartments for Winton.

Earnings were at the lower end of guidance (between $72.4 million and $82.4 million), being NPAT excluding any unconfirmed fair value revaluation of investment properties for FY23, with post tax earnings totalling $73.8 million for the period. A reconciliation is provided below.

Rental income has increased significantly in the year as a result of the purchase of Cracker Bay (formerly Pier 21) and the tenanting of Lakeside Commercial totalling, $3.7 million. Selling expenses were 12.6% lower than FY22 as a function of reduced marketing spend, as cost was focussed on completed projects and the Northbrook brand during the year. Administrative expenses were increased due to additional headcount and new litigation in FY23.

Profit after income tax for the period was $64.6 million compared to $31.7 million in the comparative period but lower than the PFI of $98.8 million.

As at 30 June 2023, cash and cash equivalents were $76.3 million, compared to $204.8 million on 30 June 2022, with the decrease in balance a result of the use of capital raised during the IPO of $350 million for developments and expansion of the business. Total assets were $590.6 million and total liabilities were $80.2 million.

NPAT RECONCILIATION TO FEBRUARY 2023 GUIDANCE	2023
Statutory NPAT	**$64.6m**
Fair value adjustment H2 ended 30 June 2023	$8.7m
Tax impact of fair value adjustment H2 ended 30 June 2023	$0.5m
NPAT excluding H2 FY23 fair value revaluation of investment properties	$73.8m

Northbrook Update

Julian Cook
Director of Retirement

Northbrook offers luxury later living in five exquisite locations near the water's edge.

Northbrook targets the high-end niche of New Zealand's growing and aging population that has been underserviced by the existing large-scale operators. Every Northbrook location has independent residences and hospital-level care within Northbrook.

Northbrook residents can expect a five-star lifestyle with spacious and private residences, superior dining experiences, premium care facilities if needed, and luxurious facilities and amenities, including a fully equipped gym, yoga studio, heated pool, spa pool, infrared sauna, and garden areas. Each location will have unique facilities and amenities, like the Northbrook Wynyard Quarter's private marina and the Northbrook Wanaka wood workshop.

The first five locations have a total yield of 902 units, including independent residences, serviced units and care suites. The standard terms under the Northbrook Occupational Right Agreement will provide a 30% Deferred Management Fee over a four-year period for independent living residences and a 30% Deferred Management Fee over a two-year period for care suites.

Northbrook Update continued

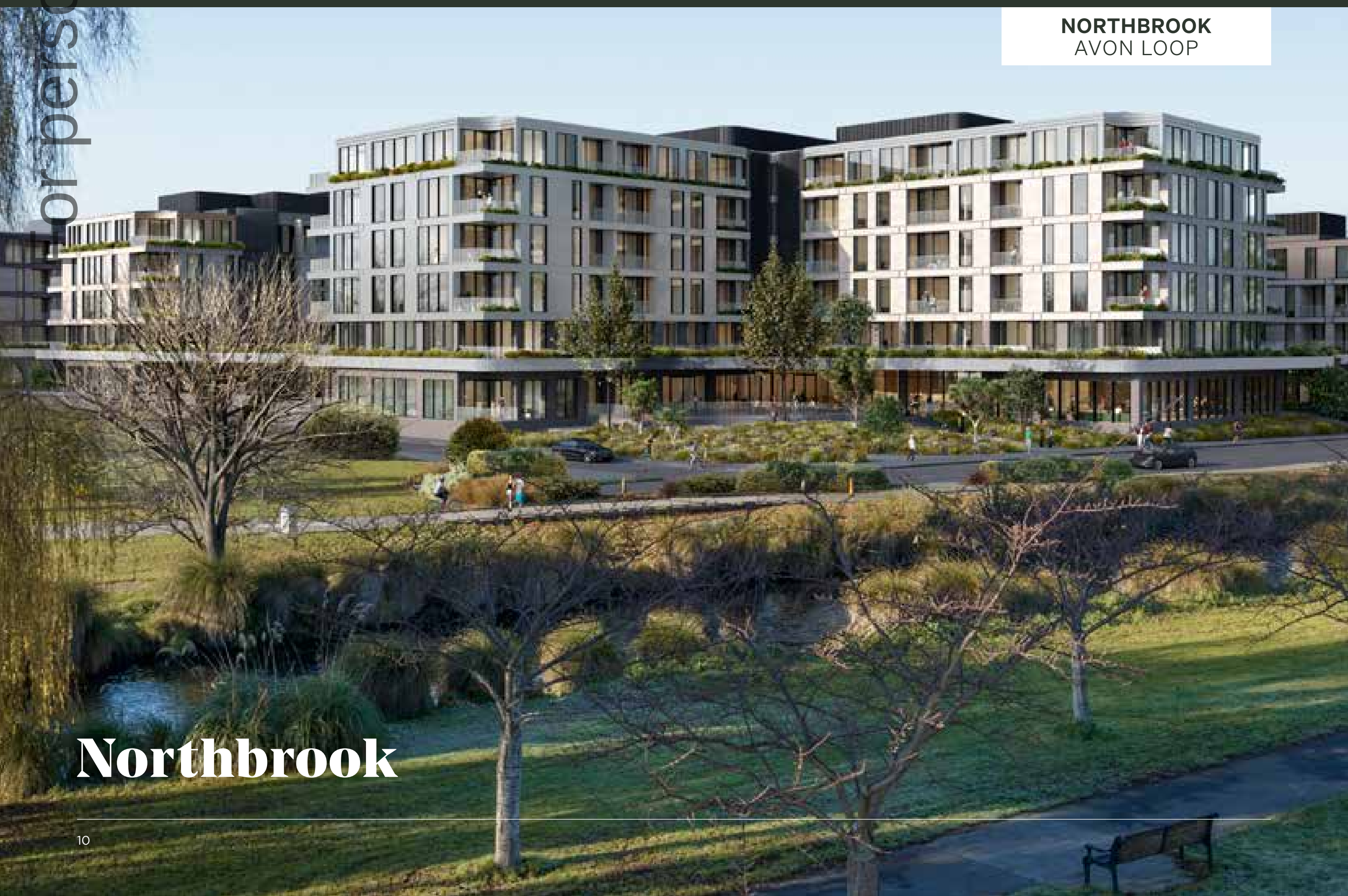
After three years of designing Northbrook to fulfil the luxurious brand vision and enable efficient construction and operations, FY23 saw us move ahead into construction and pre-sales.

We now have resource consent for three locations; Wynyard Quarter, Wanaka, and Avon Loop in Christchurch. An amendment is underway for an existing resource consent at Northbrook Arrowtown and we are well progressed on an amendment for our existing Launch Bay resource consent.

The FY23 highlight at Northbrook was the launch of Northbrook Wynyard Quarter pre-sales and the opening of the show apartment and sales office. This entailed building a full-size apartment for potential buyers to experience the sophistication and spaciousness of a Northbrook residence.

We had hundreds of people through the suite during the opening weekend and were delighted with their response. The feedback was that there wasn't anything like this in New Zealand targeting the top of the retirement market, the fit-out was exceptional with fine finishing and thoughtful design, and the amenity within Northbrook and the associated Cracker Bay created a lifestyle they couldn't imagine anywhere else. Strong interest has continued and translated into initial sales. We look forward to construction starting at Northbrook Wynyard Quarter in Q2 of FY24.

Northbrook Wanaka is positioned alongside Winton's Northlake community and surrounded by southern beauty. The show suite at Northbrook Wanaka is nearing completion, and we look forward to welcoming people to it in early September.



Northbrook Update continued

Resource consent was recently received for Northbrook Avon Loop in Christchurch. The 15,139 sqm site is in central Christchurch on Oxford Terrace and alongside Avon River, with beautiful park surrounds akin to those throughout Christchurch. Detailed planning is underway, and we look forward to opening the show suite in 2024.

The Northbrook team is growing to resource sales and operations. We have hired a General Manager of Operations, a Head of Clinical, a National Sales Manager and sales teams for Wynyard Quarter and Wanaka. We also utilise the marketing and design expertise of the Winton team. We will continue to build the team appropriately, pacing with sales launches and operational requirements.

NORTHBROOK
WANAKA

Northbrook	Location	Project status	Pre-selling	Independent and Serviced Retirement Units	Care Suites	Total Units and Suites
Wynyard Quarter	**Auckland**	Resource consent granted, show suite complete, works to commence FY24	Yes	**119**	**35**	**154**
Wanaka	**Wanaka**	Resource consent granted, works underway, show suite nearly complete	Commencing	**96**	**32**	**128**
Arrowtown	**Arrowtown**	Resource consent granted (amendment underway), works underway and show suite under construction	Coming soon	**173**	**23**	**196**
Launch Bay	**Auckland**	Resource consent submission underway	No	**175**	**39**	**214**
Avon Loop	**Christchurch**	Resource consent granted	No	**178**	**32**	**210**
Total				**741**	**161**	**902**

Northbrook

Completed Projects

Ovation Launch Bay

The Ovation is a boutique waterfront development comprising two townhouses and nineteen apartments overlooking Catalina Bay in Winton's Launch Bay neighbourhood at Hobsonville Point.

Its northerly, elevated position captures the sun and maximises the site's magnificent harbour views. Designed to bookend the Oval green space, the Ovation is set amidst the trees at the harbour's edge.

The Ovation's exterior perfectly complements its spectacular setting with earth-toned stone and warm, natural timbers. The inclusion of brick embraces the brick manufacturing heritage of the area and pairs well with aluminium cladding made from 80 percent recycled material.

Each apartment has an exceptional outdoor area and access to the shared garden on the northern aspect of the Ovation, overlooking the water. The luxurious two and three-bedroom apartments range from 117 sqm to 130 sqm with floor-to-ceiling windows beneath a 2.7 metre stud height, with exquisitely crafted interiors by the award-winning Stewart Harris, Principal of Macintosh Harris.

On the top level is the full-floor stunning penthouse overlooking the Waitematā Harbour and designed for luxurious comfort with four bedrooms, four bathrooms, and a wrap-around 120 sqm patio.

The Ovation's perfect location means an absolute waterfront position bordering Launch Bay's grass oval, once the host of military parades, and a short walk along the Hobsonville Point boardwalk to the ferry and the cafés at Catalina Bay.

After years of planning and construction, the Ovation Apartments were completed in December 2022 and are a welcomed addition to the Launch Bay community alongside other completed Winton projects, including the Officer Houses, Oval Houses, and Marlborough Apartments.

OVATION LAUNCH BAY
HOBSONVILLE POINT

OVATION
LAUNCH BAY
HOBSONVILLE POINT

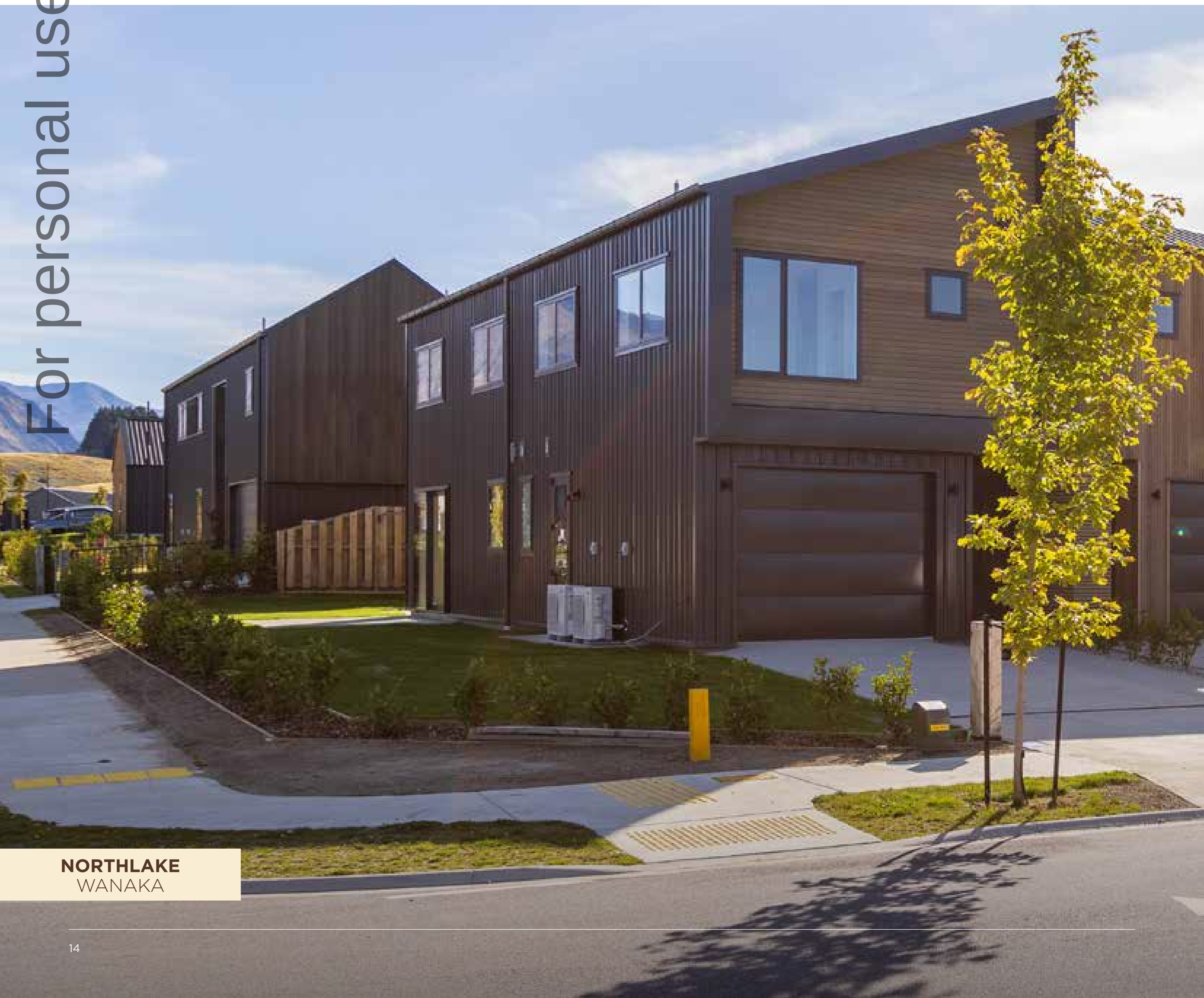
Completed Projects continued

Duplex Townhouses Northlake

The vision for the 28 Duplex Townhouses in the heart of Winton's Northlake neighbourhood in Wanaka was for two-level homes with beautiful views from every master and a uniform architectural frame to the central recreation reserve. And that is precisely what was delivered.

Local architects 360 Architects brought the vision to life and construction of these high-quality and popular homes started in the second half of 2021. They were built in tranches of 10 homes at a time, supporting a rolling build and settlement program over two years.

The three and four-bedroom, 2.5 bathroom homes were completed with landscaping and fencing and offered a low-maintenance lifestyle that appealed to many, including younger couples, small families, and owners choosing to let both long and short-term. These homes had significant interest from the moment they launched in 2021. As well as the efficient floor plan and design of these homes, buyers



NORTHLAKE
WANAKA

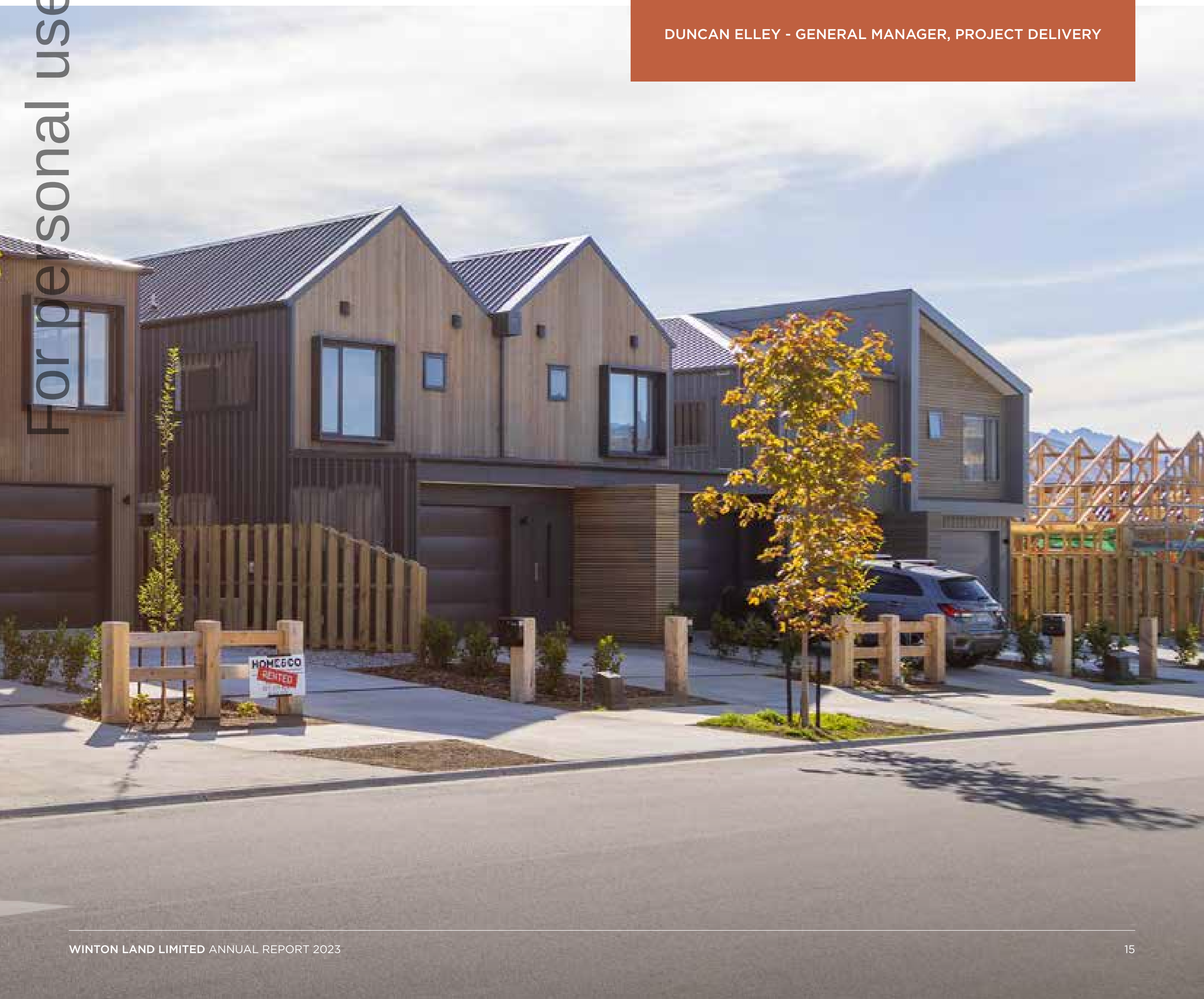
loved the location of these homes with the 12,000 sqm recreation reserve across the road and the Village Centre just a few minutes walk down the road.

Northlake's masterplan is founded on Winton's belief that diverse and connected neighbourhoods create thriving communities. At Northlake, we have incorporated a range of housing types to serve the needs of a diverse range of buyers and residents, and the Duplex Townhouses have complemented this strategy.

All properties are sold and settled, with the last tranche of homes being completed in June 2023.

"The Duplex Townhouses create this architectural frame around the recreation reserve at Northlake. They are such an excellent addition to the range of homes we have at Northlake and the buyers couldn't be happier."

DUNCAN ELLEY - GENERAL MANAGER, PROJECT DELIVERY



Completed Projects continued

River Terrace

Just 3 kms out of Cromwell and down Sandflat Road is River Terrace, Winton's boutique lifestyle neighbourhood.

The vision was to offer a small number of large sections within a thoughtful masterplan for those that wanted more space but wanted to remain within a community. The completed development has lived up to the vision with 17 lots ranging from 1.32- 3.92 hectares and the flexibility to allow for spacious homes and multi bay workshops/sheds for work or play.

River Terrace is enveloped by spectacular mountain vistas and close to everything the region offers, whether on the bike trails, on the water or enjoying the art galleries, artisanal delicacies, and award-winning wineries. Lake Dunstan is close by, Kawarau River is over the road, just across the bridge is Bannockburn, and in 45 minutes residents can be in Queenstown.

The landscaping and boundary structures are integral to River Terrace, with green borders and character fencing consistent with the natural material palate and the vernacular of the surrounding Central Otago environment. They include timber post and rail fencing, a local schist stone wall, and extensive planting of ~3,500 natives and ~4,500 exotic plants, creating a continuous green buffer and contributing to better ecology and biodiversity.

Construction started in 2021, along with sales for the first stage. Of the 17 lots, 15 were sold as bare land for buyers to design and build their southern oasis. Winton built two expansive homes, each with four bedrooms, a study, a media room, three bathrooms, and a five-bay workshop/shed.

River Terrace attracted much interest as potential buyers dreamed of creating a lifestyle in such a beautiful part of New Zealand. There was a real mix of buyers, including locals and people moving to the area from Christchurch, Auckland, and the wider region.

"The design of River Terrace enabled a lifestyle of expansive space and easy connection with everything the region offers, but within a community. We couldn't be prouder of the result and look forward to watching the development become a thriving community as buyers build their dream homes and become residents."

LAUREN CHRISTIE – GENERAL MANAGER QUEENSTOWN

RIVER TERRACE
CROMWELL

RIVER TERRACE
CROMWELL

Winton ESG

Creating thriving neighbourhoods

Winton's vision is to set the standard as a world-class property group that creates thoughtful masterplanned neighbourhoods that are best by design. We are dedicated to creating more sustainable, connected, and vibrant urban communities, providing a lasting legacy for future generations.

Winton is on a sustainability journey and is focused on delivering significant milestones over the next 2-3 years, driven by the sustainability framework adopted by the senior management team and endorsed by Winton's Board of Directors.

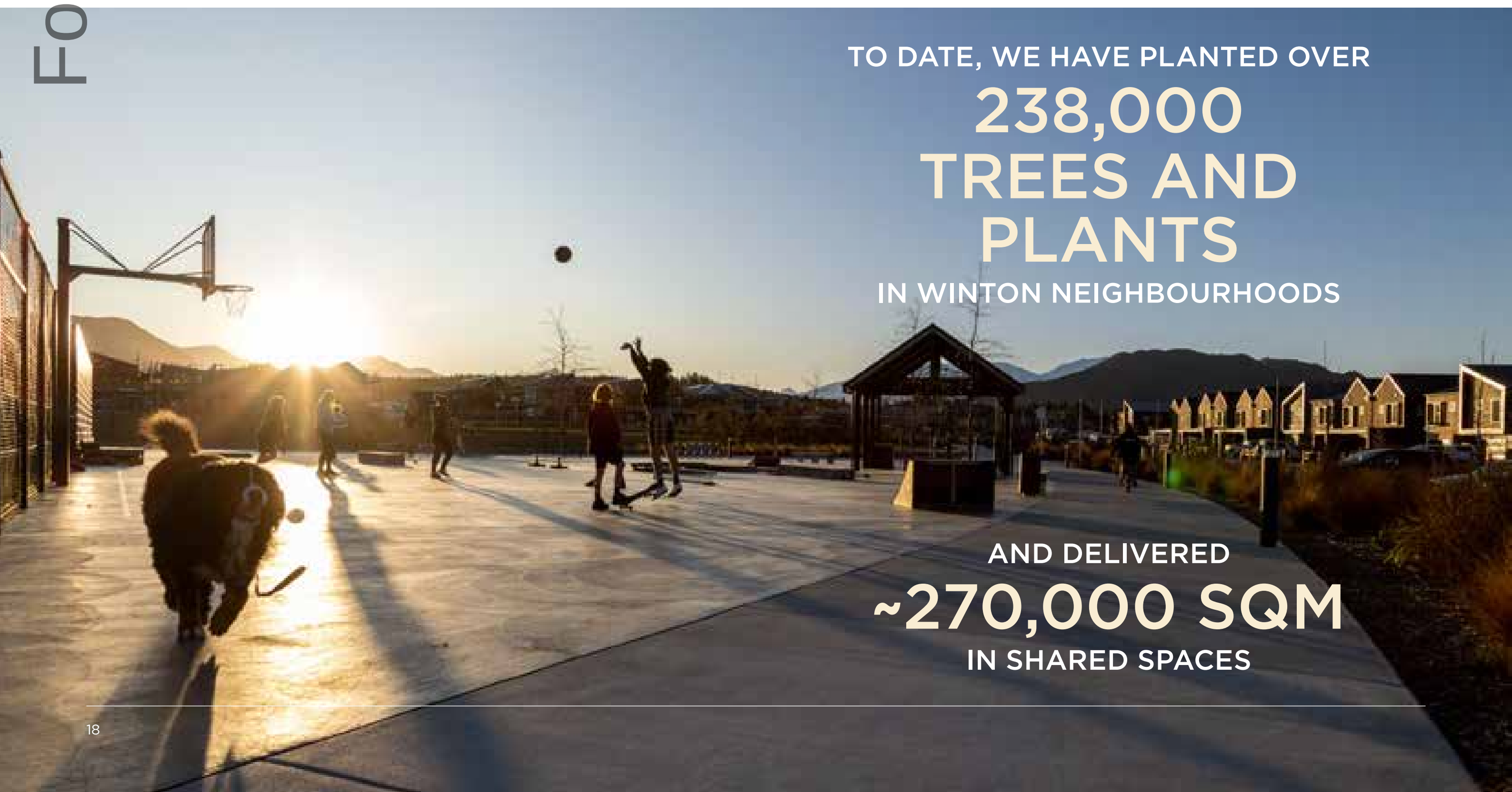
The three pillars of our sustainability strategy are Thriving Planet, Thriving People, and Sustainable Future. They are naturally interrelated and integrated into our business strategy. Every pillar is about mitigating potential negative impacts on or from our operations, delivering positive impacts by creating thriving and resilient communities and more sustainable lifestyles.

One of Winton's biggest positive impacts comes from increasing New Zealand's housing supply within thoughtfully designed masterplanned neighbourhoods, with high-quality homes, where nature is celebrated and shared green spaces and walkways are abundant for all to enjoy.

Winton creates high-quality, well-planned, well-designed and well-built developments that are more resilient to climate change and provide real amenity and harmony to our communities, thereby contributing to the overall wellbeing of those living, working, and playing in our neighbourhoods.

Greenfield land development allows us to enhance the ecological value significantly. When we look for new sites, we seek sites with natural features we can improve and evolve to benefit the lifestyles of those living within a Winton neighbourhood. Any one of our developments could include stream restoration, revegetation, wetland development, park development, and every development incorporates shared spaces, comprehensive street planting, and landscaping, creating new ecosystems and enhancements to others. By doing so, we firmly believe there is significant social value to those that live, visit and work within Winton neighbourhoods.

The three pillars include the material ESG factors we determined as the most important for our initial framework. The following material factors have been determined using resources such as SASB Standards, Climate-Related Disclosure NZ Standards and internal engagement with senior management, key business leaders and the Board of Directors.



Sustainability framework

Our vision is to set the standard as a world-class property group that creates thoughtful masterplanned neighbourhoods that are best by design.

By focusing on the three pillars of this framework, we deliver more sustainable, connected, and vibrant urban communities, providing a lasting legacy for future generations.

Creating thriving neighbourhoods

THRIVING PLANET	THRIVING PEOPLE	SUSTAINABLE FUTURE
ENVIRONMENTAL FOCUS	SOCIAL VALUE FOCUS	COMMERCIAL FOCUS
NATURE AND POLLUTION	VIBRANT AND RESILIENT NEIGHBOURHOODS	ECONOMIC PROSPERITY
CLIMATE ACTION	WELLBEING	BUSINESS MODEL RESILIENCE
RESOURCES AND MATERIALS	COMMUNITY INCLUSION	SOCIAL LICENSE TO OPERATE

Thriving planet

COMMITMENTS

1. PROTECT AND RESTORE NATURE
2. ENABLE LOWER CARBON LIFESTYLES
3. MAINTAIN AN EMISSIONS INVENTORY SYSTEM
4. REDUCE CARBON EMISSIONS AND WASTE TO LANDFILL
5. DESIGN FOR RESOURCE EFFICIENCY
6. RESTORE OR REUSE BUILDINGS WHERE PRACTICAL
7. BUILD HIGH-QUALITY BUILDINGS TO LENGTHEN THEIR LIFETIME AND REDUCE WASTE LONG-TERM
8. INFLUENCE SUSTAINABILITY IMPACTS OF CONTRACTORS, SUPPLIERS, TENANTS, AND EMPLOYEES
9. COMPLY WITH ENVIRONMENTAL LAWS
10. USE BEST PRACTICE TO AVOID ENVIRONMENTAL BREACHES
11. ADAPT TO AND DO OUR PART TO MITIGATE CLIMATE CHANGE
12. USE INNOVATION AND TECHNOLOGY FOR BETTER SUSTAINABILITY OUTCOMES

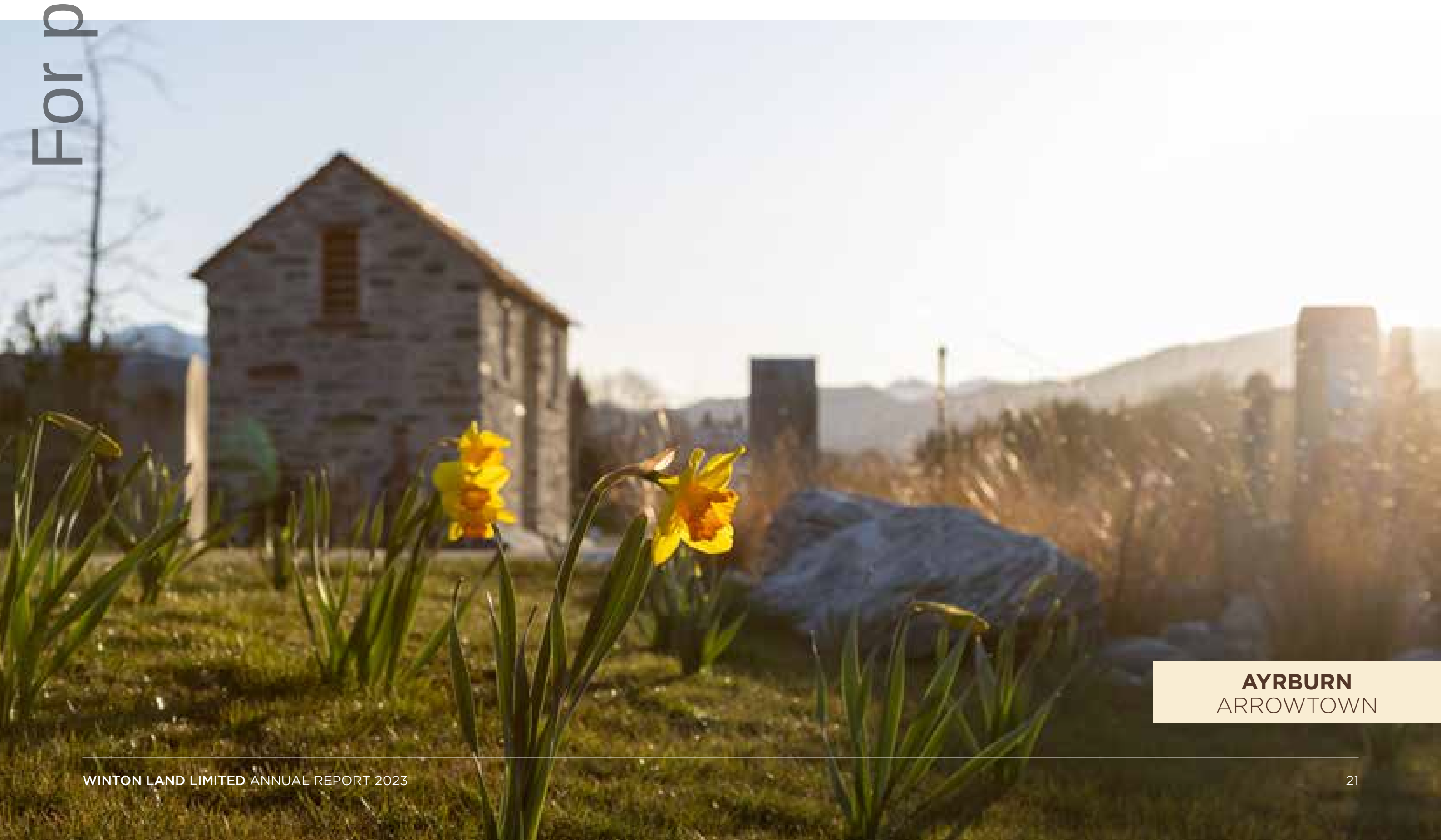
Thriving planet continued

FY23 positive impacts

- Completed Winton's first emissions inventory including Scope 1, Scope 2 and some Scope 3 emissions, audited and verified by Toitū.
- Incorporated sustainability considerations into new vehicle and equipment acquisitions so lower emission vehicles and electric tools are purchased when fit for purpose.
- Planted over ~33,000 trees and plants, which included 5,000 at Beaches Matarangi and 7,000 native kānuka trees at Northlake Wanaka.
- Created four wetlands at Beaches Matarangi with comprehensive planting, including pōhutukawa, kōwhai, māhoe, mānuka, flax, and various rush varieties.
- Created two manmade lakes at Beaches Matarangi, which act as a stormwater solution and created positive ecological environments from the abundance of planting around the circumference.
- Continued a tree planting and pest trapping initiative with local Iwi group Mana Tāhuna, planting over 2,000 trees over 3 hectares at Ayrburn Arrowtown.
- Observed positive outcomes following significant revitalisation steps over the past four years to improve stream health, wildlife, and biodiversity at Ayrburn Arrowtown. Initiatives included fencing to exclude stock from the creek within Ayrburn and creating riparian margins by planting 800 metres along the creek with 30,000 native plants. Early data shows a reduction in sediment as water travels through Ayrburn.
- Restored 719 sqm of heritage buildings, celebrating and remediating their unique character, but also making them structurally sound to be enjoyed long into the future.
- Assisted local iwi in Te Kauwhata with their funding application to plant kahikatea trees at Lakeside.
- Became a member of the NZ Green Building Council (NZGBC).

FY24 focus

- Determine carbon intensity metrics and set emission reduction targets.
- Formulate an emissions reduction plan.
- Climate-related disclosures implementation.
- Create Winton sustainability standards for design and development.



AYRBURN
ARROWTOWN

Thriving planet continued

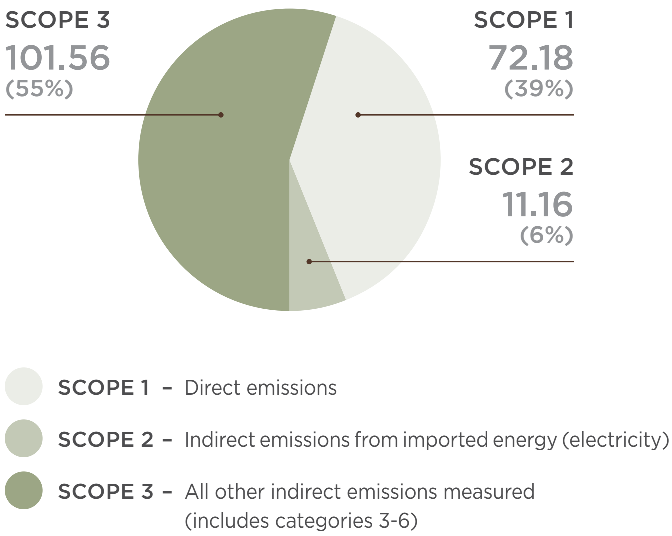
Our emissions footprint

During FY23, Winton measured its emissions for the first time to ISO 14064-1:2018, which was audited and verified by Toitū and certified under the Toitū carbonreduce certification. In our first inventory, we set the inventory boundary to all Scope 1 and Scope 2 emissions and some Scope 3 emissions, where we were able to calculate associated emissions accurately.

	FY22 MEASURED EMISSIONS (tCO2e)
SCOPE 1	
Category 1: Direct emissions	72.18
SCOPE 2	
Category 2: Indirect emissions from imported energy	11.16
SCOPE 3	
Category 3: Indirect emissions from transportation	95.11
Category 4: Indirect emissions from products used by organisation	6.45
TOTAL GROSS EMISSIONS	**184.90**
Category 1: Direct removals	-
Purchased emission reductions	-
TOTAL NET GHG EMISSIONS	**184.90**

Winton's main drivers of emissions for Scope 1 and Scope 2 are fuel use for transportation and electricity use. However, we expect the profile of our second-year emissions to be different to reflect a full year of post-COVID business without lockdowns, the growing business and number of employees, and additional Scope 3 emissions. We expect Scope 3 emissions to be exponentially more than Scope 1 and Scope 2 combined as Winton's business model means external contractors complete all onsite works and construction, and therefore sit within Scope 3 emissions.

During FY24, we will work on Scope 3 emissions measurement, determine relevant intensity metrics for the Winton business, set appropriate emission reduction targets and develop an emissions reduction plan to meet those targets.



SUNFIELD
PAPAKURA

SUNFIELD
PAPAKURA

Thriving planet continued

Climate-Related Disclosures

Winton understands the importance of identifying climate-related risks and opportunities for adapting to climate change and transitioning to a lower emissions economy. Aligned with Winton's three strategic sustainability pillars, Winton will mitigate risks and maximise opportunities.

Winton's first mandatory disclosure is for the year ending 30 June 2024, however, we have completed and disclosed initial steps within this report. Winton may utilise the provisions in Climate Standard 2 which would mean Winton would be fully compliant by FY26 at the latest.

Winton has implemented an ESG governance structure, of which climate-related risks and opportunities are a significant part. This ensures the integration of climate-related risks and opportunities within the broader sustainability framework.

ROLES AND RESPONSIBILITIES	
BOARD	Oversees ESG, including climate-related risks and opportunities. Reviews and approves the direction and monitors progress against targets.
SENIOR MANAGEMENT	Assesses and manages ESG, including climate-related risks and opportunities. Reports on programme performance and progress.
CFO AND GM CORPORATE SERVICES	Day-to-day oversight of ESG matters, Chief Financial Officer specific focus on climate-related risks and opportunities and NZ CS standards.
SUSTAINABILITY WORKING GROUP	Led by our Sustainability Manager and will meet at least monthly. The working group is made up of Chief Financial Officer, GM Corporate Services and key business unit managers. The Working Group shapes, monitors and coordinates our sustainability programme across the business, involving others for specific workstreams.

Board's role

Winton's Board of Directors is the governing body of climate-related disclosures.

ESG matters are reported to the Board quarterly by senior management, including progress against the Board-supported sustainability framework, including climate-related risks and opportunities.

Winton's Board established a risk management framework that includes a list of material risks faced by Winton, of which climate change is included.

The Board delegates the responsibility to the senior management team to ensure the appropriate skills and competencies are available to manage climate-related risks and opportunities.

The Board also receives information about climate-related risks and opportunities as part of Winton's due diligence process for new acquisitions.

The Board has agreed to a work plan to meet the climate-related disclosure requirements in the timeframe set out in Climate Standards 1, 2, and 3, including setting metrics and targets. Once those metrics and targets are in place, the Board will monitor the progress quarterly as part of the ESG agenda item.

Senior Management will present the assessment of climate-related risks and opportunities at least annually to the Board.

Thriving planet continued

Management's role

The management team is involved in assessing and managing ESG matters, including climate-related risks and opportunities. The Chief Financial Officer and GM Corporate Services have day-to-day oversight. The table on page 24 shows the relevant groups' structure and responsibilities.

Management is informed about, makes decisions on, and monitors ESG matters monthly, including climate-related risks and opportunities. The integration of climate-related risks and opportunities into business strategy and operations means decisions and management involvement also occurs within the workstream of a project.

The Sustainability Working Group shapes, monitors and coordinates Winton's sustainability programme across the business.

All Winton employees, contractors and suppliers share the responsibility of implementing and delivering on Winton's sustainability framework, including meeting the requirements of the climate-related standards.

OUR DISCLOSURE PROGRESS		FY23	FY24	FY25	FY26
GOVERNANCE	Disclose the organisation's governance and management structure overseeing and managing climate standards.				
STRATEGY	Disclose current impacts and financial impacts, scenario analysis undertaken, climate-related risks and opportunities over the short, medium, and long-term, anticipated impacts and financial impacts and transition plan aspects of Winton's strategy.				
RISK MANAGEMENT	Disclose how the organisation identifies, assesses, and manages climate-related risks and how they are integrated into its overall risk management processes.				
METRICS AND TARGETS	Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities.				

UNCOMPLETED

EXPECTED COMPLETION

COMPLETED

Thriving people

COMMITMENTS

1. CREATE SAFE, VIBRANT, AND RESILIENT NEIGHBOURHOODS
2. FOSTER A PROACTIVE CULTURE OF SAFETY
3. ENABLE ENERGY-EFFICIENT LIFESTYLES AND MODERATE COST OF LIVING EXPENSES BY MASTERPLANNING COMMUNITIES AND BUILDING WARM, DRY HOMES
4. PROVIDE ACCESS TO GREEN SPACES, SHARED SPACES AND DEVELOP MIXED-USE SPACES FOR OUTDOOR ACTIVITY AND SOCIAL CONNECTION
5. UNDERSTAND THE CHARACTER OF DEVELOPMENT SITES, INCLUDING FORM, PEOPLE, ACTIVITY AND HISTORY, AND APPROPRIATELY ENGAGE WITH ASSOCIATED STAKEHOLDERS
6. CULTIVATE AN ENVIRONMENT WHERE EMPLOYEES ARE LOOKED AFTER AND ENJOY COMING TO WORK TO CONTRIBUTE TO THE COLLECTIVE SUCCESS OF THE BUSINESS
7. CREATE EDUCATION AND WORK EXPERIENCE OPPORTUNITIES
8. SUPPORT LOCAL BUSINESSES AND RESOURCES WHERE POSSIBLE
9. POSITIVELY CONTRIBUTE TO THE PEOPLE AND ORGANISATIONS IN AND AROUND THE COMMUNITIES WE CREATE
10. PROTECT THE DIGITAL SAFETY OF THOSE WE INTERACT WITH

FY23 positive impacts

- Delivered 565 units, comprising of residential land lots, dwellings, townhouses, apartments, retirement living units and commercial units.
- Supported local businesses, with 93% of our top 20 onsite contractors local to the contracted project.
- Made $11.7 million in development contributions that go toward improving infrastructure and towards long-term growth of the community. The projects they go towards could be anything from a water or wastewater initiative, a library, or community centre.
- Through donations and sponsorships, we contributed $96,000 to the communities we operate in or areas in need in New Zealand, including:
  - Donating building supplies to the value of $64,000 to Te Aitanga a Mahaki iwi to help rebuild flood-damaged properties in the Te Karaka, Gisborne community.
  - In association with the tree planting initiative at Ayrburn, Winton donated $8,600 to the Mana Tāhuna Charitable Trust to help improve the wellbeing and health of families and individuals in the Tāhuna Queenstown community.
- Winton, alongside Kāinga Ora, engaged with the Te Kauwhata community around the design of a further 60 hectares of open space reserves at Lakeside. The significant-sized area incorporates an iwi reserve and the remaining three playgrounds, the largest of which has been designed to mirror the Matariki star cluster and the local iwi's proposed planting area of kahikatea trees. In FY23, the design was completed, and resource consent was granted. Works will occur in FY24.
- Installed street signage at Lakeside Te Kauwhata that reflects culturally significant historic places and people in the Te Kauwhata community. This was the outcome of a two-year collaboration with local iwi and Waikato District Council to amend the existing pool of names that had little cultural significance or historic meaning.

Thriving people continued

- At the completed Longreach Cooks Beach Winton community, we worked with local iwi, Thames Coromandel District Council, and Heritage New Zealand to agree on a heritage management plan for two large reserves containing archaeological features. The archaeological sites consist of Māori garden soils, shell midden, and a toolmaking flaking floor. The Heritage Management Plan sets out appropriate management principles and actions to ensure the archaeological sites are cared for so that their meaning and importance are conserved for present and future generations. The plan identifies appropriate landscaping, plantings, and access routes, and enables the installation of interpretation of the Māori cultural landscape. The planting to protect these archaeological sites will be completed in FY24.
- Completed Health and Safety (H&S) audit and made significant headway in creating a robust H&S structure for the growing Winton organisation to keep employees, contractors, and our wider communities safe, including a Master H&S system and specific plans for development and construction. Refer to the H&S section that follows for more detail.
- Design accepted for Northbrook Wynyard Quarter Homestar 6 rating under Homestar v4.1.
- Completed internal Winton cyber security audit, with recommended improvements implemented over the year.

FY24 focus

- Implement cyber security and data privacy policy.
- Implement modern slavery policy.
- Create guidance for Winton's sponsorship, donations, and community engagements to focus on the communities we operate in.
- Further community inclusion possibilities in the design of Winton neighbourhoods.
- Determine appropriate H&S metrics to monitor performance and implement for FY24.

NORTHLAKE
WANAKA

Thriving people continued

Health and Safety

Winton's internal Health and Safety Committee (with Board oversight) monitors and manages health and safety risks within the organisation, including through its supplier relationships. Winton adopts a systematic approach to managing health and safety risks and has comprehensive health and safety documentation in place.

Winton has continued developing its health and safety systems and procedures to align with the business's activities and industry best practice. A master health and safety system has been refined, and risk registers have been developed for each business unit in recognition of the diverse nature of Winton's business activities. Following an external expert consultant review, recommended refinements have been incorporated into the management system. Training has been arranged for all relevant persons in the business, from Board Members to Development Managers and support staff, to ensure a good level of understanding and skill level is maintained in the health and safety space.

In the last year, Winton has developed a bespoke system to manage contracted works in both the land development and vertical build space; this has included providing formal guidance through tendering conditions, and pre-qualification guidelines to prospective contractors in the tendering and procurement phase. Development Managers have also been inducted into the system to ensure all Winton development staff are managing works contracts to follow legislative requirements and industry best practice. This system requires strong communication and reporting across the design, procurement, and contractor management phases of projects.

Technology has also played a part in advancing the health and safety management of Winton's businesses, with the Landscape Maintenance Teams utilising an online app to record, report, and communicate with office staff to ensure that teams working remotely can quickly and effectively convey any safety issues or concerns that occur.

Winton will continue fine-tuning its health and safety systems with regular committee meetings and stakeholder engagement.

During FY23, no notifiable events to WorkSafe NZ have occurred in respect of Winton's employees, and all of Winton's contractors on each respective site are required to fully report all notifiable incidents not only to WorkSafe NZ but to Winton as part of their extensive contractual health and safety obligations.

AYRBURN
ARROWTOWN

LAUNCH BAY TOWNHOUSES
HOBSONVILLE POINT

A vibrant neighbourhood in the making

Lakeside is Winton's 179-hectare masterplanned neighbourhood along the edge of Lake Waikare in Te Kauwhata.

It all got underway in 2017 when Winton submitted the plan change, which was subsequently granted and earthworks soon followed. The vision for Lakeside was to create a community where affordable homes, social connection and access to nature were at the heart of the design.

Early in the development, Winton helped secure funding from Council's Housing Infrastructure Fund for much-needed upgrades to critical infrastructure for Lakeside and the broader community, including water main and roading upgrades and critical works to the Waste Water Treatment Plant. This was important for the entire Te Kauwhata community and enabled Winton to get on with development works faster.

Before Winton purchased the land for Lakeside, it was used for dairy farming. Therefore, the site had very little ecological value, including the neighbouring 3,442 hectare Lake Waikare. Developing the land for a community meant there was no longer stock and associated agricultural impacts from farming the land. However, there was still much work to do to restore and protect nature for the future.

Within the masterplan for Lakeside, there are over 60 hectares of shared space throughout the neighbourhood. During FY23, alongside Kāinga Ora, Winton consulted on the design of the open space reserves, which incorporates the Iwi Reserve and the remaining three playgrounds, the largest of which has been designed to mirror the Matariki star cluster. Resource consent was granted in FY23 and works will begin in FY24.

In researching the site's character and engaging with local iwi, we understood the history and areas of cultural significance, which enabled us to incorporate recognition into the masterplan and assist with other initiatives where possible. In the 1800s Māori fled across Lake Waikare from the most eastern point of the Lakeside land to escape the battles in the area. The point where they left from is culturally significant and is the location of the Iwi Reserve, which fronts Lake Waikare, enabling local iwi access to and awareness of this site. Within the reserve, local iwi would like to create a kahikatea forest, a tree that densely populated the area but was cleared to make way for farming. Winton is assisting with their funding applications to help bring the idea to life.

Through collaboration with Ngā Muka and the Waikato District Council, we were able to help revive traditional and historical names related to the greater Lake Waikare area in the street naming of the Lakeside development. After a two-year process, Ngā Muka was able to include names that had significant meaning to them, including Te Whaiti and Whatahuhu, who were both ancestors that acted in the interests of all hapuu descendants of the area, Te Mamae considered a whanau matriarch who saved and protected children and Karaka which was the original name for Lake Kopuera. We understand incorporating historic and regionally important Māori names has meant a lot to local iwi and the community, reflecting the deep relevance of reviving pre-contact names and acknowledging older history.

To help restore nature at Lakeside, we have completed two wetlands and a third is underway. We have planted 127,616 trees and plants at Lakeside so far, including a significant amount around the wetlands – all of which help create new ecosystems and improve the biodiversity and ecological outcomes of the area. The 5 kms of walkways and connections enable residents to make the most of the shared spaces integrated with nature.

The development is well underway, with nearly 300 homes completed and occupied and 150 land lots ready for construction to start. Of the constructed homes, 70 were offered under the Kiwibuild programme, targeting first-home buyers.

We have just completed the Village Centre, which will become a vibrant hub for the community to utilise for their daily conveniences and contribute to a thriving neighbourhood. We love to see residents making it their own and just recently, the community held a Matariki event at Lakeside.

We look forward to the construction of the 1,000-student school commencing. Once complete, the current Te Kauwhata school which is at capacity with 350 students, will move to the site at Lakeside.

LAKESIDE
TE KAUWHATA

Sustainable future

The Sustainable Future pillars include the critical commercial and economic aspects to ensure the longevity of the company. The three focus areas are economic prosperity, business model resilience and social license to operate. Each of these is critical to the long-term sustainability of Winton as a business.

To continue to do what we do long into the future and continue to have access to funding, we must deliver shareholder value, minimise risk and maximise opportunities to ensure the resiliency of our business model and successfully navigate the ever-changing and complex legal & regulatory environment.

COMMITMENTS

1. CONTRIBUTE TO ECONOMIC GROWTH, GDP AND TAXES
2. CREATE SHAREHOLDER VALUE
3. INCORPORATE CLIMATE CHANGE RISKS AND OPPORTUNITIES INTO THE BUSINESS MODEL
4. CREATE WORKFORCE OPPORTUNITIES
5. COMPLY WITH LOCAL AND CENTRAL GOVERNMENT LAWS AND REGULATIONS
6. SUCCESSFULLY NAVIGATE THE EVER-CHANGING AND COMPLEX LEGAL & REGULATORY ENVIRONMENT
7. UTILISE PRODUCT DESIGN AND LIFECYCLE MANAGEMENT FOR BETTER SUSTAINABILITY OUTCOMES

FY23 Positive Impacts

- Grew the Winton full time team from 35 to 65 to support the growth of the company.
- Delivered $64.6 million profit and $9.3 million distributed to shareholders for the FY23 year.
- Completed the governance structure for Climate-Related Disclosures.

FY24 Focus

- Meet financial targets and deliver shareholder returns.
- Innovations in product design that enable energy efficiency and embodied carbon reduction at scale and in a financially feasible way.
- Implications of changes to the building code and other new legislation relating to adaption and mitigation of climate change.

Sustainability data

SUSTAINABILITY PILLARS		FY23	FY22	FY21[1]
THRIVING PLANET	Scope 1 emissions (tCO2e)		72.18	
	Scope 2 emissions (tCO2e)		11.16	
	Scope 3 emissions – partial (tCO2e)		101.56	
	Total emissions from FY23 boundary (tCO2e)		184.9	
	Emissions intensity (Scope 1 and Scope 2 tCO2e/$m revenue)		0.52	
	Emissions intensity (Scope 1 and Scope 2 tCO2e/$m earnings)		2.63	
	Fine for environmental breaches ($m)	0	0	0
THRIVING PEOPLE	Number of employees (FTE)	65	35	27
	% of FTE Female	43%	34%	30%
	% of FTE Male	57%	66%	70%
	Turnover	19%	8%	
	Senior management gender diversity (% Female)	40%	40%	
	Senior management gender diversity (% Male)	60%	60%	
	Senior management gender diversity (% Diverse)	0%		
	Total incidents reported to Work Safe	0	0	0
	Workplace fatalities	0	0	0
	Portion of top 20 onsite contractors local to project	93%	89%	91%
SUSTAINABLE FUTURE	Revenue ($m)	211.4	159.5	177.0
	Net profit after tax ($m)	64.6	31.7	46.1
	Dividends to shareholders ($m)	9.3		

1. Winton became a listed company during FY22, therefore, there is limited data for FY21.

Leadership and Governance

Board of Directors

Chris Meehan
Chair and Chief Executive Officer
Associate Diploma in Business (Property Valuation)
Appointed 19 June 2017

Chris leads Winton's strategy and operations.

A founding principal and CEO of Winton, Chris has over 30 years of experience in real estate investment.

Prior to establishing Winton, Chris founded the Belle Property real estate franchise in Australia, and grew this business to 20+ offices across Australia and New Zealand, prior to its sale to private equity interests in 2009.

Julian Cook
Executive Director and Director of Retirement
BA, MAF, BSc, MSc
Appointed 13 September 2021

Julian is responsible for leading and executing Winton's retirement strategy.

Prior joining Winton, Julian spent the last 11 years at Summerset Group, including seven years as CEO. Prior to 2010, Julian was an Associate Director with Macquarie Group for over 12 years.

Julian is currently Chairman of SkyCity Entertainment Group and a director of WEL Networks and Deakin Topco Pty Limited (trading as Levande).

David Liptak
Non-executive Director
BA (Economics)
Appointed 7 July 2017

David is the Founder and Managing Partner of Spring Street Partners, a private US-based investment firm established in 1995, and has over 40 years' experience in corporate finance, funds management and investment.

David's career has included roles at Bear, Stearns & Co. Inc. and Oppenheimer & Co. Inc. . In 1992, David formed West Broadway Partners Inc., an investment partnership that ultimately managed more than US$700m in investor capital.

Anna Molloy
Independent Non-executive Director
BCom (Accounting & Finance), BE, CFA Charterholder
Appointed 24 September 2021
(Retiring 22 August 2023)

Anna has over 15 years' experience working in equity capital markets and investment management.

Anna is currently an independent Director for ANZ New Zealand Investments Limited and Channel Infrastructure NZ Limited. Anna was previously a Future Director on the NZX Limited Board.

Steven Joyce
Independent Director
BSc
Appointed 22 June 2023

Steven has over 25 years of successful leadership experience across a unique mix of commercial and government roles, working in governance and executive positions.

While in Government, Steven served as a senior economic minister, holding the Finance, Economic Development, Science and Innovation, Transport, ICT and Tertiary Education, Skills and Employment Portfolios. Prior to entering politics, he was a successful radio entrepreneur, starting RadioWorks NZ Ltd. Under his leadership, it became New Zealand's second largest radio company.

Steven is also a director of Joyce Advisory Limited, providing independent advice to boards on finance, economics, and strategy execution.

James Kemp
Non-executive Director
BCom, BFin (Hons), MFin
Appointed 21 February 2022

James has been appointed to the Board of Winton in his capacity as a representative of TC Akarua 2 Pty Limited (as trustee of the TC Akarua Sub Trust), being a substantial shareholder in Winton.

James is a Senior Managing Director in Macquarie Asset Management and is Head of Real Estate, Asia-Pacific. He has over 16 years of experience in real estate private equity and investment banking across Asia-Pacific. James has been a director on a number of other real estate companies and is currently also a director of the Japan and China logistics developer and fund manager, Unified Industrial.

Michaela Meehan
Non-executive Director
MSc (Economics and Business Administration)
Appointed 19 June 2017

Michaela is a founding principal of Winton, and has over 20 years of corporate, property and treasury experience.

Michaela was a Senior Product Manager for the Danish brewery Carlsberg, in Copenhagen, from 1995 and 2001. Michaela was also a professional sailor for 13 years, competing at three Olympic Games as a member of the Danish Sailing Team.

Glen Tupuhi
Independent Non-executive Director
Graduate Diploma in Health Management
Appointed 24 September 2021

Glen has over 30 years' experience, including in health and justice-related fields.

He has held senior positions in Oranga Tamariki (formerly CYFS), Corrections, Health Waikato, Hauora Waikato and Te Runanga o Kirikiriroa and has extensive governance experience representing Ngati Paoa, Hauraki and iwi Māori.

Jelte Bakker
Non-executive Director (alternate)
Appointed 21 February 2022

Jelte has been appointed as an alternate director for James Kemp.

Jelte is a Senior Managing Director in Macquarie Asset Management and is Global head of Opportunistic Real Estate. Jelte has over 20 years of experience in real estate private equity and investment banking. Jelte is currently also a director on a number of other real estate companies around the world.

Senior Management Team

Chris Meehan
Chair and Chief Executive Officer

Simon Ash
Chief Operating Officer

Jean McMahon
Chief Financial Officer

Justine Hollows
GM Corporate Services

Duncan Elley
GM Project Delivery

BEACHES
MATARANGI

Financial Statements

FOR THE YEAR ENDED 30 JUNE 2023

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2023

ALL VALUES IN $000'S	NOTE	2023	2022
Revenue	3	211,421	159,523
Cost of sales		(102,689)	(87,096)
Gross profit		108,732	72,427
Rent income		3,651	93
Other income		5,995	2,043
Fair value gain on investment properties		6,821	-
Selling expenses	8.1	(8,234)	(9,418)
Property expenses		(1,337)	(610)
Administrative expenses	8.2	(18,777)	(12,996)
Share-based payment expense	8.12	(1,278)	(592)
Offer costs	1.7	-	(5,981)
Earnings before interest, taxation and depreciation (EBITDA)		95,573	44,966
Amortisation		(519)	-
Depreciation		(845)	(718)
Earnings before interest and taxation (EBIT)		94,209	44,248
Interest income		2,631	2,190
Interest expense and bank fees		(1,633)	(1,820)
Profit before income tax		95,207	44,618
Income tax expense			
Current taxation	8.3	(24,526)	(4,455)
Deferred taxation	8.3	(6,043)	(8,506)
Total income tax expense		(30,569)	(12,961)
Profit after income tax		64,638	31,657
Items that may be reclassified to profit or loss:			
Movement in currency translation reserve		(539)	314
Total comprehensive income after income tax attributable to the shareholders of the Company		64,099	31,971
Basic earnings per share (cents)	7.1	21.79	12.44
Diluted earnings per share (cents)	7.2	21.02	12.15

The accompanying notes form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2023

ALL VALUES IN $000'S	NOTE	SHARE CAPITAL	RETAINED EARNINGS	SHARE-BASED PAYMENTS RESERVE	FOREIGN CURRENCY TRANSLATION RESERVE	TOTAL EQUITY
Balance as at 1 July 2021		49,100	34,691	-	4	83,795
Total comprehensive income for the year		-	31,657	-	314	31,971
Proceeds from primary issuance	8.4	350,000	-	-	-	350,000
Offer costs capitalised to equity		(15,433)	-	-	-	(15,433)
Employee share bonus	8.4	2,928	-	-	-	2,928
Share-based payment expense	8.12	-	-	829	-	829
Balance as at 30 June 2022		386,595	66,348	829	318	454,090
Total comprehensive income for the year		-	64,638	-	(539)	64,099
Dividends to shareholders	8.4	-	(9,284)	-	-	(9,284)
Share-based payment expense	8.12	-	-	1,509	-	1,509
Balance as at 30 June 2023		386,595	121,702	2,338	(221)	510,414

The accompanying notes form part of these financial statements.

Consolidated Statement of Financial Position

As at 30 June 2023

ALL VALUES IN $000'S	NOTE	2023	2022
CURRENT ASSETS			
Cash and cash equivalents	8.9	76,310	204,824
Restricted cash		-	810
Accounts receivable, prepayments and other receivables	8.5	6,873	4,924
Inventories	4	91,128	95,615
Total current assets		174,311	306,173
NON-CURRENT ASSETS			
Inventories	4	165,567	86,254
Deposits paid on investment property acquisitions		-	7,198
Investment properties	5	207,517	80,498
Property, plant and equipment	6	40,459	16,064
Right-of-use asset		281	562
Intangible assets	8.6	2,479	123
Total non-current assets		416,303	190,699
Total assets		590,614	496,872
CURRENT LIABILITIES			
Accounts payable, accruals and other payables	8.7	30,140	24,573
Current lease liabilities	8.8	1,281	299
Taxation payable		23,395	7,986
Total current liabilities		54,816	32,858
NON-CURRENT LIABILITIES			
Non-current lease liabilities	8.8	9,740	323
Deferred tax liabilities	8.3	15,644	9,601
Total non-current liabilities		25,384	9,924
Total liabilities		80,200	42,782
Net assets		510,414	454,090
EQUITY			
Share capital	8.4	386,595	386,595
Foreign currency translation reserve		(221)	318
Share-based payment reserve		2,338	829
Retained earnings		121,702	66,348
Total equity		510,414	454,090

These Group financial statements are signed on behalf of Winton Land Limited and were authorised for issue on 22 August 2023.
The accompanying notes form part of these financial statements.

Chris Meehan
Chairman

Anna Molloy
Chair, Audit and Financial Risk Committee

Consolidated Statement of Cash Flows

For the year ended 30 June 2023

ALL VALUES IN $000'S	NOTE	2023	2022
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		221,497	157,872
Interest received		2,631	2,190
Net GST received / (paid)		6,931	(63)
Payments to suppliers and employees		(165,748)	(132,143)
Purchase of development land		(20,179)	(4,000)
Deposits paid on contracts for land		(23,600)	(13,477)
Interest and other finance costs paid		(562)	(7,451)
Income tax paid		(9,117)	(11,548)
Net cash flows from operating activities		11,853	(8,620)
CASH FLOWS FROM INVESTING ACTIVITIES			
Proceeds from sale of property, plant and equipment		1,435	-
Intangible assets acquired		(2,875)	-
Acquisition of land for investment properties	5	(63,965)	(36,418)
Deposits paid on contracts of land for investment properties		-	(7,198)
Payments to suppliers and employees for investment properties		(37,306)	(15,129)
Acquisition of property, plant and equipment		(26,203)	(7,156)
Net cash flows from investing activities		(128,914)	(65,901)
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from primary issuance	8.4	-	350,000
Payment of offer costs		-	(18,486)
Release of restricted cash		-	43,109
Payment of dividends	8.4	(9,284)	-
Payment of principal portion of lease liabilities		(2,169)	(306)
Repayment of MMLIC facility		-	(130,000)
Repayment of related party loans receivables		-	2
Net cash flows from financing activities		(11,453)	244,319
Net increase in cash and cash equivalents		(128,514)	169,798
Cash and cash equivalents at beginning of year		204,824	35,026
Cash and cash equivalents at end of year		76,310	204,824

The accompanying notes form part of these financial statements.

Consolidated Statement of Cash Flows (continued)

For the year ended 30 June 2023

ALL VALUES IN $000'S	2023	2022
RECONCILIATION OF PROFIT AFTER INCOME TAX TO CASH FLOWS FROM OPERATING ACTIVITIES		
Profit after income tax	64,638	31,657
Adjusted for non cash items:		
Amortisation	519	-
Depreciation	564	437
Depreciation of right of use asset	281	281
Deferred taxation	6,043	8,506
Fair value gain on investment properties	(6,821)	-
Lease liability interest expense	1,071	72
Share-based payment expense	1,278	592
Income tax	15,409	(7,093)
Adjustments for movements in working capital		
(Increase) / decrease in accounts receivable, prepayments and other assets	(1,949)	291
Increase in inventories (net of transfers)	(74,826)	(53,110)
Increase in accounts payable, accruals and other liabilities	4,836	8,502
Decrease in accrued borrowing costs	-	1,268
Decrease in restricted cash	810	1,592
Decrease in long term deposits	-	(371)
Decrease in contract liability	-	(7,225)
Offer costs not included in operating cashflow	-	5,981
Net cash flows from operating activities	11,853	(8,620)

The accompanying notes form part of these financial statements.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2023

1. General Information

This section sets out the basis upon which the Group's Financial Statements are prepared. Specific accounting policies are described in the note to which they relate.

1.1. Reporting entity

These audited consolidated financial statements (the financial statements) are for Winton Land Limited and its subsidiaries (together, the Group). The Company is a limited liability company incorporated in New Zealand and is registered under the New Zealand Companies Act 1993. The Company is a FMC reporting entity under Part 7 of the Financial Markets Conduct Act 2013 and the Financial Reporting Act 2013 and these financial statements have been prepared in accordance with the requirements of these Acts. The Company is listed on the NZX Main Board (NZX: WIN) and the ASX Main Board (ASX: WTN).

The Group's principal activity is the development and sale of residential land properties. The Group also develops retirement villages and commercial properties however these are start-up operations.

1.2. Basis of preparation

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice (NZ GAAP). They comply with the New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and other applicable Financial Reporting Standards, as appropriate for Tier 1 for-profit entities. The financial statements also comply with International Financial Reporting Standards (IFRS).

The financial statements have been prepared on the historical cost basis except where otherwise identified. All financial information is presented in New Zealand dollars and has been rounded to the nearest thousand.

1.3. Subsidiaries

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

1.4. Basis of consolidation

The consolidated financial statements comprise the Company and the entities it controls. All intercompany transactions are eliminated on consolidation.

1.5. Critical judgements, estimates and assumptions

In applying the Group's accounting policies, the Board and Management continually evaluates judgements, estimates and assumptions that may have an impact on the Group. The critical judgements, estimates and assumptions made in the preparation of these financial statements are as follows:

4. Inventories – page 47

5. Investment properties – page 48

8.6 Intangible assets – page 55

1.6. Accounting policies

No changes to accounting policies have been made during the year and policies have been consistently applied to all years presented.

Significant accounting policies have been included throughout the notes to the financial statements. Other relevant policies are provided as follows:

Goods and services tax

These financial statements have been prepared on a goods and services tax (GST) exclusive basis except for the accounts receivable balance, accounts payable balance and other items where GST incurred is not recoverable. These balances are stated inclusive of GST.

1. General Information (Continued)

Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested at each reporting period for impairment. Transaction costs are expensed as incurred.

Interests in equity-accounted investees

The Group's interest in equity-accounted investees comprises of an interest in a joint venture. The joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Interest in the joint venture is accounted for using the equity method. It is initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income of equity accounted investees, until the date on which joint control ceases.

New accounting standards and interpretations issued but not yet effective

There are no new and amended accounting standards that are not yet effective and that are expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

1.7. Significant events and transactions

The financial position and performance of the Group was affected by the following events and transactions that occurred during the reporting period:

Inventories and investment properties acquisitions

On 1 July 2021, the Group contracted to purchase land at Wynyard Quarter, Auckland for $70,000,000. An initial deposit of $7,000,000 was paid on 7 July 2021 and the balance of $63,000,000 was paid on 5 July 2022. A portion of the land will be developed into apartments and sold, $23,453,000 (2022: $2,337,000) of the purchase price is included in inventories. The remaining portion of the land will be developed into a retirement village, $46,547,000 (2022: nil) of the purchase price is included in investment properties. The apportionment is based on the resource consent granted 14 March 2023.

On 8 April 2022, the Group contracted to purchase land and other assets at Wynyard Quarter, Auckland for $23,750,000. An initial deposit of $2,375,000 was paid on 21 June 2022 and the balance of $21,375,000 was paid on 21 July 2022. Of the purchase price, $20,702,000 is included in investment properties, $2,875,000 is included in intangible assets and $173,000 is included in property, plant and equipment as at 30 June 2023.

On 25 July 2022, the Group contracted to purchase land in Auckland for $18,000,000. An initial deposit of $3,600,000 was paid on 4 August 2022 and is included in inventories as at 30 June 2023.

On 9 September 2021, the Group contracted to purchase land at Avon Loop, Christchurch for $32,000,000. The Group settled the acquisition on 1 March 2022 and it is included in investment properties.

On 3 May 2022, the Group contracted to purchase land at Parnell, Auckland for $4,000,000. The Group settled the acquisition on 26 May 2022 and it is included in inventories.

Business combination

On 21 July 2022, Cracker Bay Operating Limited (a 100% subsidiary company) acquired assets in a business combination. The fair value of the identifiable net assets was $3,048,000 and no goodwill or bargain purchase price adjustment arose from this transaction.

Joint venture

On 21 September 2022, WMC Development Fund LP (a 100% subsidiary company of the Company) entered into a new partnership with MCNZ Finance Trustee Limited as trustee of MDI NZ Partnership No.1. The partnership is a $200m equity investment vehicle that will focus on the acquisition and construction of townhouses and apartment developments throughout New Zealand. WMC Development Fund LP has a 25% interest in this partnership.

1. General Information (Continued)

Initial Public Offering (IPO)

On 17 December 2021, the Group issued 90,043,735 shares at $3.8870 per share (total value $350,000,000) in an IPO. Offer costs associated with the IPO totalled $21,414,000. $5,981,000 of costs were recognised in the Consolidated Statement of Comprehensive Income. The remaining $15,433,000 of costs were capitalised against equity as these costs relate to the issue and listing of new capital. Included in these costs, $2,928,000 was settled by way of issuance of new shares (753,278 shares) to employees.

Borrowings

On 15 June 2022, Lakeside Developments 2017 Limited (a 100% subsidiary company of the Company) repaid its debt facility with Massachusetts Mutual Life Insurance Company (MMLIC) of $130,000,000.

2. Segment Reporting

(i) Basis for segmentation

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the Board of Directors. The Group has established the following reportable segments that are managed separately because of different operating strategies. The following describes the operation of each of the reportable segments.

Reportable segment	Operations
Residential development	Design, develop, market and sell residential properties to external customers. These include land lots, dwellings, townhouses and apartments with the operations in New Zealand and Australia.
Retirement villages	Develop and operate retirement villages in New Zealand.
Commercial portfolio	Develop and manage a commercial portfolio to produce rental income and capital appreciation in New Zealand.

2. Segment Reporting (Continued)

(ii) Information about reportable segments

During the year ended 30 June, the residential development segment was the only segment contributing to revenue. Both the retirement villages and commercial portfolio are start-up operations.

The following is an analysis of the Group's segments:

ALL VALUES IN $000'S	2023	2022
Gross profit		
Residential development	108,732	72,427
Group	108,732	72,427
Earnings before interest, taxation, depreciation and amortisation (EBITDA)		
Residential development	91,927	44,966
Retirement villages	2,630	-
Commercial portfolio	1,324	-
Unallocated	(308)	-
Group	95,373	44,966
Earnings before interest and taxation (EBIT)		
Residential development	91,147	44,248
Retirement villages	2,612	-
Commercial portfolio	758	-
Unallocated	(308)	-
Group	94,209	44,248

			2023		
ALL VALUES IN $000'S	RESIDENTIAL	RETIREMENT	COMMERCIAL	UNALLOCATED	TOTAL
Segment assets and liabilities					
Inventories	256,695	-	-	-	256,695
Investment Properties	-	161,451	46,066	-	207,517
Property, plant and equipment	-	-	31,635	8,824	40,459
Other assets	5,590	300	3,072	76,981	85,943
Total assets	262,285	161,751	80,773	85,805	590,614
Total liabilities	61,156	4,036	14,190	818	80,200
Net assets	201,129	157,715	66,583	84,987	510,414

2. Segment Reporting (Continued)

(ii) Information about reportable segments (Continued)

	2022				
ALL VALUES IN $000'S	RESIDENTIAL	RETIREMENT	COMMERCIAL	UNALLOCATED	TOTAL
Segment assets and liabilities					
Inventories	181,869	-	-	-	181,869
Investment Properties	-	76,415	4,083	-	80,498
Property, plant and equipment	-	-	12,603	3,461	16,064
Deposits paid on investment property acquisitions	-	4,823	2,375	-	7,198
Other assets	5,734	-	-	205,509	211,243
Total assets	187,603	81,238	19,061	208,970	496,872
Total liabilities	39,174	985	1,422	1,201	42,782
Net assets	148,429	80,253	17,639	207,769	454,090

The residential segment can be further analysed geographically as one project is located in Australia whilst the remainder are in New Zealand. The Australian project contributed Gross Profit of $16,977,000 (2022: $3,530,000) and EBITDA and EBIT of $15,652,000 (2022: $3,003,000).

3. Revenue

ALL VALUES IN $000'S	2023	2022
Revenue from contracts with customers	211,421	159,523
Total revenue	211,421	159,523

Revenue represents amounts derived from land and property sales. Land and property sales are recognised when the customer obtains control of the property and is able to direct and obtain the benefits from the property. The customer gains control of the property when the Group receives full and final consideration for the property and the Group transfers over the record of title.

4. Inventories

ALL VALUES IN $000'S	2023	2022
Expected to settle within one year	91,128	95,615
Expected to settle greater than one year	165,567	86,254
Total inventories	256,695	181,869

The Group reclassified land and development costs initially categorised as inventories to investment properties of $nil (2022: $28,714,000). These inventories include land suitable for retirement villages and commercial property which will be developed and held by the Group to earn deferred management fees and rental income.

The Group has reclassified land and development costs initially categorised as inventories to property, plant and equipment of $nil (2022: $6,419,000). These inventories include land suitable for a retail precinct which will be developed and operated by the Group.

4. Inventories (Continued)

Recognition and measurement

Inventories are carried at the lower of cost and net realisable value. Cost includes the cost of acquisition, development, and holding costs such as interest. All holding costs are expensed through profit or loss in the year incurred, with the exception of interest holding costs which are capitalised during the period when active development is taking place. During the year ended 30 June 2023, no interest has been capitalised to inventories (2022: $6,962,000). Interest and other holding costs incurred after completion of development are expensed as incurred. Inventories include deposits paid on contracts for development land of $43,740,000 (2022: $22,477,000).

The carrying amounts of inventories are reviewed at each balance date to ensure its carrying amount is recorded at the lower of its cost and net realisable value. The net realisable value of inventories is the estimated selling price in the ordinary course of business less the estimated costs of completion and costs necessary to make the sale. The determination of net realisable value of inventories involves estimates taking into consideration prevailing market conditions, current prices and expected date of commencement and completion of the projects, the estimated future selling price, cost to complete projects and selling costs. The amount of any write-down of inventories is recognised as an expense in the Consolidated Statement of Comprehensive Income to the extent that the carrying value of inventories exceeds its estimated net realisable value.

Key estimates and assumptions

The net realisable values of inventories have been assessed by management who have prepared internal valuations. The total value is in excess of the carrying value, therefore there is no indication of net realisable value write downs.

The basis of the valuation is the hypothetical subdivision approach and/or block land sales comparisons to derive the residual block land values. The major unobservable inputs that are used in the valuation model that require judgement include the individual section prices, allowances for profit and risk, projected completion and sell down periods and interest rates during the holding period. The estimated net realisable value would increase or (decrease) if: the individual section prices were higher/(lower); the allowances for profit were higher/(lower); the allowances for risk were lower/(higher); the projected completion and sell down periods were shorter/(longer); and the interest rate during the holding period was lower/(higher).

5. Investment properties

ALL VALUES IN $000'S	NOTE	2023	2022
Opening balance		80,498	-
Acquisitions		71,163	36,418
Right-of-use asset acquired		11,497	-
Transfers from inventories	4	-	28,714
Unrealised fair value gain		6,821	-
Capital expenditure		37,538	15,366
Total investment properties		207,517	80,498
Less: lease liability		(10,698)	-
Total investment properties excluding NZ IFRS 16 lease adjustments		196,819	80,498

ALL VALUES IN $000'S	2023	2022
Retirement village land measured at fair value	106,029	-
Commercial properties measured at fair value	31,084	-
Investment properties under development	59,706	80,498
Total investment properties excluding NZ IFRS 16 lease adjustments	196,819	80,498

5. Investment properties (Continued)

Recognition and measurement

Investment properties are held to earn current and future rental income (including deferred management fees) but not: for sale in the ordinary course of business, use in the production or supply of goods and services, or for administrative purposes. Investment properties consist of land under development for retirement villages and commercial property. Initial recognition of investment properties is at cost and it is subsequently measured at fair value. Gains or losses arising from changes in the fair values of investment properties are included in profit or loss in the year in which they arise. The cost of investment properties includes directly attributable construction costs and other costs necessary to bring the investment properties to working condition for their intended use. These other costs include professional fees, consents and head office costs directly related to the construction of the investment properties. Where costs are apportioned across more than one asset, the apportionment methodology is determined by considering the nature of the cost. Land acquired with the intention of constructing an investment property is classified as investment property from the date of acquisition. During the year ended 30 June 2023, $232,000 of share-based payment expense has been capitalised to investment properties (2022: $237,000). Investment properties under development include development land held at cost. This reflects the early stage of development and consenting meaning fair value cannot be reliably determined.

Key estimates and assumptions

The Board determined that independent valuations of the investment property portfolio where the fair value can be reliably measured should be undertaken at 30 June 2023 in order to ensure that investment properties are held at fair value. The Board determined that full valuations were appropriate for Northbrook Wanaka land, Northbrook Wynyard land, Northbrook Avon Loop land, Lakeside Commercial and Cracker Bay and these were performed by Extensor Advisory Limited and Bayleys. As part of the valuation process, the Group's management verifies all major inputs to the independent valuation reports, assesses movements in individual property values and holds discussions with the independent valuer.

The fair value was determined using Level 3 valuation techniques via a combination of the following approaches:

- Sales comparison: the key assumptions being land value per square metre.
- Direct capitalisation: the property rental is divided by a market derived capitalisation rate to assess the market value of the asset. Further adjustments are then made to the market value to reflect under or over renting, additional revenue and required capital expenditure.

			2023 MEASUREMENT SENSITIVITY	
	RANGE OF SIGNIFICANT UNOBSERVABLE INPUTS		INCREASE IN INPUT	DECREASE IN INPUT
Land value ($ per square metre)[1]	350	14,186	Increase	Decrease
Market capitalisation rate (%)[2]	6.00%	8.00%	Decrease	Increase
Market rental ($ per square metre)[3]	175	513	Increase	Decrease

1. The valuers assessment of land value which a property is expected to achieve under a new arm's length sale transaction reflecting transactional evidence from similar properties.
2. The capitalisation rate applied to the market rental to assess a property's value, determined through analysis of similar transactions taking into account location, weighted average lease term, tenant covenant, size and quality of the property.
3. The valuers assessment of the net market income which a property is expected to achieve under a new arm's length leasing transaction. Includes both leased and vacant areas.

5. Investment properties (Continued)

Key estimates and assumptions (Continued)

The estimated sensitivity of the fair value of investment property to changes in the land value (under the sales comparison approach), the market rent under the direct capitalisation valuation approach) and the market capitalisation rate (under the direct capitalisation valuation approach) is set out in the table below:

ALL VALUES IN $000'S		2023	
		LAND VALUE	
Retirement village land measured at fair value	Fair Value	- $100 per sqm	+ $100 per sqm
Valuation	106,029		
Change		(6,183)	6,180
Change (%)		-5.83%	5.83%

ALL VALUES IN $000'S		2023			
		MARKET RENT		MARKET CAPITALISATION RATE	
Commercial properties measured at fair value	Fair Value	- $50 per sqm	+ $50 per sqm	+ 0.25%	- 0.25%
Valuation	31,084				
Change		(2,819)	3,382	(1,101)	1,147
Change (%)		-9.07%	10.88%	-3.54%	3.69%

6. Property, plant and equipment

ALL VALUES IN $000'S	2023	2022
Opening balance	16,064	2,926
Additions	26,030	7,156
Acquisition through business combination	173	-
Transfers from inventories	-	6,419
Depreciation	(564)	(437)
Disposals	(1,244)	-
As at 30 June	40,459	16,064

As at 30 June 2023, property, plant and equipment includes work in progress of $31,635,000 (2022: $12,603,000).

Recognition and Measurement

Property, plant and equipment are stated at cost less accumulated depreciation, with the exception of land, which is not depreciated. Depreciation is charged to the profit or loss on a diminishing value basis over the estimated useful lives of each asset class as follows:

- Buildings 2%
- Motor Vehicles 10% - 50%
- Furniture, fixtures and fittings 8% - 67%
- Computers 13% - 67%

7. Investor returns and investment metrics

This section summarises the earnings per share which is a common investment metric.

7.1. Basic earnings per share

	2023	2022
Profit after income tax ($000s)	64,638	31,657
Weighted average number of ordinary shares (shares)	296,613,736	254,573,475
Basic earnings per share (cents)	21.79	12.44

7.2. Diluted earnings per share

The calculation of diluted earnings per share has been based on the profit attributable to ordinary shareholders and weighted-average number of ordinary shares outstanding after adjustment for the effects of all dilutive potential ordinary shares. As at 30 June 2023, the weighted average number of shares for the purpose of diluted earnings per share has been adjusted for 10,833,497 share options (30 June 2022: 10,936,400) issued under the Group's Share Option Plan. This adjustment has been calculated using the treasury share method.

	2023	2022
Weighted average number of ordinary shares (shares) for basic earnings per share	296,613,736	254,573,475
Effect of share options dilution	10,874,799	5,872,697
Weighted average number of ordinary shares (shares) for diluted earnings per share	307,488,535	260,446,172

	2023	2022
Profit after income tax ($000s)	64,638	31,657
Weighted average number of ordinary shares (shares)	307,488,535	260,446,172
Diluted earnings per share (cents)	21.02	12.15

8. Other

8.1. Selling expenses

Selling expenses include all costs related to the sale of inventory, primarily sales commissions, marketing and legal expenses.

8.2. Administrative expenses

ALL VALUES IN $000'S	2023	2022
Auditors remuneration:		
Audit and review of the financial statements	(210)	(250)
Tax compliance and advisory fees	-	(186)
Directors' fees	(433)	(309)
Employee benefits expense	(9,900)	(7,117)
Legal expense	(3,151)	(2,741)
Operating lease and rental payments	(214)	(132)
Other expenses	(4,869)	(2,261)
Total administrative expenses	(18,777)	(12,996)

8. Other (Continued)

8.2. Administrative expenses (Continued)

Ernst & Young (EY) were appointed as auditor of the Company on 26 October 2022 replacing KPMG. The 2023 auditor's remuneration includes fees for both the annual audit of the financial statements and the review of the interim financial statements as well as the audit of two subsidiary companies.

During the financial year 2022, the Company's former auditor KPMG also received remuneration in relation to their role as Investigating Accountant for the IPO and tax advisers. These fees were $699,000 and are included within offer costs capitalised to equity. They also received remuneration in relation to property due diligence tax advice. These fees for 2022 were $14,000 and are included within investment properties and accounts receivable, prepayments and other receivables.

8.3. Taxation

(i) Reconciliation of accounting profit before income tax to income tax expense

ALL VALUES IN $000'S	2023	2022
Profit before income tax	95,207	44,618
Prima facie income tax calculated at 28%	(26,658)	(12,493)
Adjusted for:		
Prior period adjustment	9	4,095
Non-tax deductible revenue and expenses	(2,812)	(426)
Movement in temporary differences	5,245	4,332
Tax losses utilised	-	79
Difference in tax rates	(310)	(42)
Current taxation expense	(24,526)	(4,455)
Prior period adjustment	-	(4,095)
Fair value gain on investment properties	(4,756)	-
Intangible asset	(660)	-
Capitalised interest	434	(1,368)
Inventories	(1,177)	(3,816)
Other	116	773
Deferred taxation expense	(6,043)	(8,506)
Total taxation reported in Consolidated Statement of Comprehensive Income	(30,569)	(12,961)

During 2022, the prior period adjustment of $4,095,000 related to an IRD binding ruling issued in February 2022 with regards to the tax deduction permitted on inventory. This amount is required to be deducted for tax purposes over a 4 year period and not in a single period as done in the prior year. This has been treated as a change in accounting estimate and is reflected in the deferred tax balance for inventory.

8. Other (Continued)

8.3. Taxation (Continued)

(ii) Deferred taxation

ALL VALUES IN $000'S	2021 AS AT	2022 RECOGNISED IN PROFIT	2022 AS AT	2023 RECOGNISED IN PROFIT	2023 AS AT
Deferred tax assets					
Employee benefits	90	62	152	136	288
Accounts payable, accruals and other payables	207	643	850	(305)	545
Lease liability	221	(47)	174	2,912	3,086
Share-based payment reserve	-	232	232	358	590
Losses available for offsetting against future taxable income	79	(79)	-	-	-
Gross deferred tax assets	597	811	1,408	3,101	4,509
Deferred tax liabilities					
Accounts receivable, prepayments and other receivables	3	90	93	(201)	(108)
Right-of-use asset	206	(49)	157	3,141	3,298
Inventories	1,483	9,276	10,759	704	11,463
Intangible asset	-	-	-	660	660
Investment properties	-	-	-	4,840	4,840
Gross deferred tax liabilities	1,692	9,317	11,009	9,144	20,153
Net deferred tax liability	(1,095)	(8,506)	(9,601)	(6,043)	(15,644)

Recognition and measurement

Tax is accounted for on a consolidated Group basis and the Group is required to pay tax to the Inland Revenue as required by the Income Tax Act 2007. Income tax expense comprises current and deferred tax. Current tax is recognised in the profit or loss for the year. Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different entities, but they intend to settle current tax assets and liabilities on a net basis. A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised.

Additional income tax arising from distribution of dividends is recognised at the same time as the liability to pay the dividend is recognised.

8. Other (Continued)

8.3. Taxation (Continued)

(iii) Imputation account

The amounts below represent the balance of the imputation credit account as at the end of the reporting period, adjusted for imputation credits that will arise from the payment of taxation represented in the Consolidated Statement of Financial Position.

ALL VALUES IN $000'S	2023	2022
Opening balance	18,967	15,184
Taxation paid / payable	19,616	3,783
Imputation credits attached to dividends paid	(3,394)	-
Closing balance available to shareholders for use in subsequent periods	35,189	18,967

8.4. Equity

(i) Capital

	2023 SHARES '000S	2023 $000'S	2022 SHARES '000S	2022 $000'S
Shares issued 1 January	296,614	386,595	205,817	49,100
Primary issuance	-	-	90,044	350,000
Offer costs	-	-	-	(15,433)
Issue of share capital to employees	-	-	753	2,928
Total shares issued and outstanding	296,614	386,595	296,614	386,595

All shares on issue are fully paid, carry equal voting rights, share equally in dividends and any surplus on wind up and have no par value. All shares are recognised at the fair value of the consideration received by the Company.

(ii) Dividends

The following dividends were declared and paid by the Company during the year 30 June:

ALL VALUES IN $000'S		2023	2022
1.07 cents per qualifying ordinary share	24-Aug-22	3,174	-
2.06 cents per qualifying ordinary share	22-Feb-23	6,110	-
Total dividends		9,284	-

8. Other (Continued)

8.5. Accounts receivable, prepayments and other receivables

ALL VALUES IN $000'S	2023	2022
Accounts receivable	110	14
Prepayments and other receivables	6,763	4,910
Total accounts receivable, prepayments and other receivables	6,873	4,924

Recognition and measurement

Accounts receivable are recognised at fair value and subsequently measured at amortised cost using the effective interest rate method. Receivables are assessed on an ongoing basis for impairment. The Group recognises a provision for impairment on receivables based on the lifetime expected credit loss at balance date. Those which are anticipated to be uncollectable are written off. The Group applies the simplified approach to providing for expected credit losses prescribed by NZ IFRS 9 'Financial Instruments', which permits the use of lifetime expected loss provision for all trade receivables.

8.6. Intangible assets

ALL VALUES IN $000'S	2023	2022
Opening balance	123	123
Acquisition through business combination	2,875	-
Amortisation	(519)	-
Total intangible assets	2,479	123

Recognition and measurement

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets with finite lives are amortised using the straight line method over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. Intangible assets consist of customer contracts of $2,356,000 as at 30 June (2022: nil). The useful lives as at 30 June 2023 for the customer contracts acquired was between two and five years with no residual value.

Key estimates and assumptions

Assessing the carrying value of intangible assets requires management to estimate future cash flows to be generated by the customer contracts. The key assumptions used in the future cashflows include the expected life of the customer contract, expenses in relation to the contract, the average life of the contract and the appropriate discount rate to apply.

8. Other (Continued)

8.7. Accounts payable, accruals and other payables

ALL VALUES IN $000'S	2023	2022
Accounts payable	14,693	16,162
Accruals and other payables in respect of inventories	4,517	4,084
Accruals and other payables	10,930	4,327
Total accounts payable, accruals and other payables	30,140	24,573

Recognition and measurement

Expenses are recognised on an accruals basis and, if not paid at the end of the reporting period, are reflected as a payable in the Consolidated Statement of Financial Position.

8.8. Lease liabilities

ALL VALUES IN $000'S	2023	2022
Opening balance	622	790
Additions	11,497	-
Fair value adjustment	-	76
Lease liability interest expense	1,071	63
Rent paid	(2,169)	(307)
Total lease liabilities	11,021	622

Lease liabilities relate to the ground lease and water space licence at Cracker Bay and the head office lease at Viaduct Harbour in Auckland.

Recognition and measurement

Right of use assets are measured at cost comprising the amount of the initial lease liability, any payments made before the commencement of the lease, direct costs and any restoration costs. Right of use assets are disclosed within the same line item as that within which the corresponding underlying assets would be presented if they were owned. Some right of use assets meet the definition of investment properties. Refer note 5 for policies and disclosure on investment properties.

Lease liabilities are measured at the net present value of the lease payments. These payments include fixed lease payments, amount expected to be payable under residual value guarantees, variable lease payments that are based on an index or rate, the exercise price of a purchase option if the lessee is reasonably certain to exercise that option, and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

These lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

Subsequent to initial measurement, each lease payment is allocated between the principal and finance cost. The finance cost is charged to the Statement of Comprehensive Income over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

8. Other (Continued)

8.9. Financial instruments

The following financial assets and liabilities, that potentially subject the Group to financial risk, have been recognised at amortised cost in the financial statements:

ALL VALUES IN $000'S	2023	2022
Financial assets		
Cash and cash equivalents[1]	76,310	204,824
Restricted cash[2]	-	810
Accounts receivable and other receivables	6,545	4,604
Deposits paid on Investment property acquisitions	-	7,198
Total financial assets	82,855	217,436
Financial liabilities		
Accounts payable, accruals and other payables	26,850	20,920
Lease liability	11,021	622
Total financial liabilities	37,871	21,542

1. Comprises solely of cash at bank.

2. Restricted cash comprises cash held on deposit with Bank of New Zealand.

The carrying amount of financial assets and liabilities presented above are reasonable approximations of their fair value.

8.10. Financial risk management

The Group's activities expose it to a variety of financial risks: interest rate risk, credit risk, and liquidity risk. The Group's overall financial risk management strategy focuses on minimising the potential negative economic impact of unpredictable events on its financial performance.

(a) Interest rate risk

The Group's exposure to the risk of changes in interest rates relates primarily to the Group's cash and cash equivalents with a floating interest rate.

The Group has no borrowings as at 30 June.

(b) Credit risk

Credit risk represents the risk that the counterparty to a financial instrument will fail to discharge its obligations and the Group will suffer financial loss as a result. Financial instruments which potentially subject the Group to credit risk consist of cash at bank, accounts receivable and other receivables.

With respect to the credit risk arising from cash and cash equivalents and restricted cash, there is limited credit risk as cash is deposited with Bank of New Zealand Limited, a registered bank in New Zealand with a credit rating of AA– (Standard & Poor's). The Group considers both historical analysis and forward looking information in determining any expected credit loss, and infers from this strong credit rating that no loss allowance is deemed necessary.

With respect to the credit risk arising from accounts receivable, the Group only enters into arrangements over its inventories with parties whom the Group assesses to be creditworthy. Credit risk does not arise on property sale proceeds to be settled as title will not transfer until settlement.

The carrying amount of financial assets as per note 8.9 approximates the Group's maximum exposure to credit risk.

8. Other (Continued)

8.10. Financial risk management (Continued)

(c) Liquidity risk

Liquidity risk is the risk that the Group will experience difficulty in either realising assets or otherwise raising sufficient funds to meet its obligations arising from its financial liabilities. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

The table below analyses the Group financial liabilities (principal and interest) by the relevant contracted maturity groupings based on the remaining period as at 30 June.

		CONTRACTUAL CASH FLOWS				
ALL VALUES IN $000'S	CARRYING AMOUNT	0 - 1 YEAR	1 - 2 YEARS	2 - 5 YEARS	> 5 YEARS	TOTAL
Accounts payable, accruals and other payables	26,850	26,850	-	-	-	26,850
Lease liability	11,021	2,333	1,985	5,955	11,889	22,162
Total as at 30 June 2023	37,871	29,183	1,985	5,955	11,889	49,012
Accounts payable, accruals and other payables	24,573	24,573	-	-	-	24,573
Lease liability	622	-	622	-	-	622
Total as at 30 June 2022	25,195	24,573	622	-	-	25,195

(d) Capital risk management

The Group's policy is to maintain a strong capital base so as to maintain investor and creditor confidence and to sustain future development of the business. The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern whilst maximising the return to shareholders through maintaining an optimal balance of debt (when any) and equity. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

8. Other (Continued)

8.11. Related party transactions

The transactions with related parties that were entered into during the year, and the year-end balances that arose from those transactions are shown below.

Key management personnel remuneration

Key management personnel comprise members of the Board and members of the Senior Management Team.

ALL VALUES IN $000'S	2023	2022
Employee benefits expense	3,691	2,690
Share-based payment expense	1,338	662
Employee share bonus	-	3,500
Executive Directors' fees	160	158
Key management personnel remuneration	5,189	7,010

An Executive Director was granted 5,145,356 share options on 17 December 2021 with an exercise price of $3.8870 and a vesting date of 17 December 2031

Senior Management Team members were granted 4,244,910 share options on 17 December 2021 with an exercise price of $3.8870. Of these, 1,414,970 share options have a vesting date of 17 December 2025, 1,414,970 share options have a vesting date of 17 December 2028 and 1,414,970 share options have a vesting date of 17 December 2031.

Transactions with related parties during the year

ALL VALUES IN $000'S	2023	2022
Key management personnel	1,050	616
Shareholders	-	10,500
Employees	2,145	1,381
Revenue from contracts with customers	3,195	12,497

As at 30 June, the Group has also entered into agreements for the sale of residential properties with Executive Directors for $18,852,000 (2022: $24,515,000), key management personnel for $2,263,000 (2022: $2,268,000) and employees for $4,968,000 (2022: $8,121,000) to be recognised as revenue in future years.

During the year ended 30 June 2022, the Group purchased land from Avon Hotel Limited for $32,000,000. Avon Hotel Limited's Director, is an indirect shareholder of the Company.

The Group's Directors are also Directors of other companies.

Julian Cook, an Executive Director is also a Director of WEL Networks Limited (WEL). During the year, the Group incurred $585,000 of development costs categorised as inventories (2022: $462,000) from WEL. As at 30 June 2023 there was nil (2022: nil) owing to WEL and included in account payables, accruals and other payables. There were no other transactions between the Group and other companies to be disclosed.

Steven Joyce, an Independent Director is also a Director of Joyce Advisory Limited (JAS). During the year, the Group incurred $57,000 of development costs categorised as inventories (2022: nil) from JAS. As at 30 June 2023 there was $2,000 (2022: nil) owing to JAS and included in account payables, accruals and other payables. There were no other transactions between the Group and other companies to be disclosed.

Some of the Directors and key management personnel are shareholders of the Company.

8. Other (Continued)

8.12. Share-based payments

On 17 December 2021, the Group established a Share Option Plan under which options to subscribe for the Group's shares have been granted to certain employees. The plan has three tranches with vesting dates of 17 December 2025, 17 December 2028 and 17 December 2031. The options convert to ordinary shares. This is an equity-settled share scheme.

The key terms and conditions related to the grants under the plan are as follows; all options are to be settled by the physical delivery of shares.

GRANT DATE/EMPLOYEE ENTITLED	NUMBER OF INSTRUMENTS (000'S)	VESTING CONDITIONS	CONTRACTUAL LIFE OF OPTIONS
On 17 December 2021	1,896	4 years of service from grant date	5 years of service from grant date
Same as above	1,896	7 years of service from grant date	8 years of service from grant date
Same as above	7,041	10 years of service from grant date	11 years of service from grant date
Total share options	10,833		

The number of share options under the Share Option Plan are as follows:

NUMBER OF INSTRUMENTS (000'S)	2023	2022
Opening balance	10,936	-
Granted during the year	-	10,939
Forfeited during the year	(103)	(3)
As at 30 June	10,833	10,936

The weighted-average exercise price of all share options is $3.8870. The weighted-average remaining contractual life for the share options outstanding as at 30 June 2023 was 6.9 years (2022: 7.9 years).

The fair value of the share options has been measured using the Black-Scholes formula. The requirement that the employee has to save in order to purchase shares under the Share Option Plan has been incorporated into that fair value at grant date by applying a discount to the valuation obtained. The inputs used in measurement of the fair values at grant date of the share options were as follows.

Fair value at grant date (weighted-average) ($)	1.160
Share price at grant date ($)	3.8870
Exercise price ($)	3.8870
Expected volatility	25.0%
Expected life (weighted-average)	8.4 years
Expected dividends	2.50%
Risk-free interest rate (based on government bonds)	2.46%

The fair value of the share options as at 30 June 2023 is $2,338,000 (2022: $829,000).

8. Other (Continued)

8.12. Share-based payments (Continued)

Recognition and measurement

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model.

The cost is recognised in the Statement of Comprehensive Income, together with a corresponding increase in equity (share-based payment reserve), over the period in which service is fulfilled (the vesting period). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired, and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Statement of Comprehensive Income for a period represents the movement in cumulative expense recognised as at the beginning and end of the period.

Service is not taken into account when determining the grant date fair value of awards, but the likelihood of the condition being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value.

No expense is recognised for awards that do not ultimately vest because service conditions have not been met. When the terms of an equity-settled award are modified, the minimum expense recognised is the grant date fair value of the unmodified award, provided that the original terms of the award are met. An additional expense, measured as at the date of modification, is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through profit or loss.

8.13. Investment in subsidiaries

The Company has the following wholly owned subsidiaries:

- Ayrburn Precinct Limited
- Ayrburn Transport Limited (incorporated 22 March 2023)
- Ayrburn Wines Limited
- Ayrburn Wines Online Limited (incorporated 15 July 2022)
- Beaches Developments Limited
- Bridesdale Farm Developments Limited
- Cracker Bay Holdings Limited (previously named Pier 1 Holdings Limited)
- Cracker Bay Operating Limited (previously named Pier 1 Operating Limited)
- Francis Street Developments Pty Limited
- Lakes Edge Developments Limited
- Lakeside Commercial Limited (incorporated 15 July 2022)
- Lakeside Developments 2017 Limited
- Lakeside Residential Limited
- Launch Bay Townhouses Limited
- Longreach Developments Limited
- Marlborough Precinct Holdings Limited
- Marlborough Precinct Residential Limited
- Northbrook Launch Bay Limited
- Northbrook Arrowtown Limited
- Northbrook Avon Loop Limited (previously named Avon Loop Developments Limited)
- Northbrook Retirement Villages Limited
- Northbrook Wanaka Limited
- Northbrook Wynyard Limited (previously named Wynyard Developments Limited)
- Northlake Developments Limited
- Northlake Investments Limited
- Northlake Residential Limited
- Northlake Townhouses Limited
- Parnell Developments Limited
- River Terrace Developments Limited
- River Terrace Residential Limited
- Sunfield Developments Limited
- Waterfall Park Developments Limited
- Winton Capital Limited
- Winton Fund Limited
- Winton Fund No.2 Limited
- Winton Group Holdings Limited
- Winton Partners Bellbird Pty Limited
- Winton Property Investments Limited

On 23 December 2022, Winton Advisory Limited was amalgamated with Winton Capital Limited. On 27 October 2022, NB HoldCo 1 Limited (previously named Northbrook Avon Loop Limited) and NB HoldCo 2 Limited (previously named Northbrook Wynyard Limited) were deregistered. On 1 May 2023, Northlake Apartments Limited was deregistered.

8. Other (Continued)

8.14. Capital and land development commitments

As at 30 June 2023, the Group had entered into contractual commitments for development expenditure and purchase of land. Development expenditure represents amounts contracted and forecast to be incurred in future years in accordance with the Group's development programme. Land purchases represent the amounts outstanding for the purchase of land.

ALL VALUES IN $000'S	2023	2022
Development expenditure	53,636	119,332
Land purchases	55,116	146,200
Joint venture capital commitment	50,000	-
Total capital and land development commitments	158,752	265,532

8.15. Significant events after balance sheet date

On 22 August 2023, the Board of Directors approved the payment of a net dividend of 2.1600 cents per share to be paid on 12 September 2023. The gross dividend (3.0000 cents per share) carries imputation credits of 0.8400 cents per share. The payment of this dividend will not have any tax consequences for the Group and no liability has been recognised in the Consolidated Statement of Financial Position as at 30 June 2023 in respect of this dividend.

9. Comparison to prospective financial statements

On 1 December 2021 the Group issued a Product Disclosure Statement (PDS) in respect of the IPO. The following provides an explanation of the variances between the prospective financial information contained within the PDS and the actual financial position at 30 June 2023.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the year ended 30 June 2023

ALL VALUES IN $000'S	ACTUAL 2023	UNAUDITED PDS 2023*
Revenue	211,421	344,700
Cost of sales	(102,689)	(184,100)
Gross profit	108,732	160,600
Rent income	3,651	-
Other income	5,995	-
Fair value gain on investment properties	6,821	-
Selling expenses	(8,234)	(9,100)
Property expenses	(1,337)	(600)
Administrative expenses	(18,777)	(11,700)
Share-based payment expense	(1,278)	(1,700)
Earnings before interest, taxation and depreciation (EBITDA)	95,573	137,500
Amortisation	(519)	-
Depreciation	(845)	(700)
Earnings before interest and taxation (EBIT)	94,209	136,800
Interest income	2,631	1,800
Interest expense and bank fees	(1,633)	(800)
Profit before income tax	95,207	137,800
Income tax expense		
Current taxation	(24,526)	(40,200)
Deferred taxation	(6,043)	1,200
Total income tax expense	(30,569)	(39,000)
Profit after income tax	64,638	98,800
Items that may be reclassified to profit or loss:		
Movement in currency translation reserve	(539)	-
Total comprehensive income after income tax attributable to the shareholders of the Company	64,099	98,800
Basic earnings per share (cents)	21.79	34.91
Diluted earnings per share (cents)	21.02	33.59

Explanation of Variances

The key variances to the PDS were:
- Lower income due to a lower number of units settled.
- Higher administrative expenses due to acquisition of Cracker Bay, higher legal fees and employee benefits expense.
- Lower current taxation expense / higher deferred taxation expense due to IRD binding ruling.

** This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.*

9. Comparison to prospective financial statements (Continued)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2023

ALL VALUES IN $000'S	ACTUAL 2023	UNAUDITED PDS 2023*
Balance as at 1 July 2022	454,090	401,600
Total comprehensive income	64,099	98,800
Dividends to shareholders	(9,284)	(12,400)
Share-based payment expense	1,509	1,700
Balance as at 30 June 2023	510,414	489,700

Explanation of Variances

The key variances to the PDS were:

- Higher equity share capital due to raising more proceeds from primary issuance than forecast.
- Lower retained earnings due to lower earnings than forecast.

** This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.*

9. Comparison to prospective financial statements (Continued)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2023

ALL VALUES IN $000'S	ACTUAL 2023	UNAUDITED PDS 2023*
CURRENT ASSETS		
Cash and cash equivalents	76,310	96,300
Accounts receivable, prepayments and other receivables	6,873	-
Inventories	91,128	7,200
Total current assets	174,311	103,500
NON-CURRENT ASSETS		
Inventories	165,567	198,400
Investment properties	207,517	255,100
Property, plant and equipment	40,459	2,100
Right-of-use asset	281	200
Intangible assets	2,479	100
Total non-current assets	416,303	455,900
Total assets	590,614	559,400
CURRENT LIABILITIES		
Accounts payable, accruals and other payables	30,140	27,400
Current lease liabilities	1,281	300
Taxation payable	23,395	40,200
Total current liabilities	54,816	67,900
NON-CURRENT LIABILITIES		
Non-current lease liability	9,740	300
Deferred tax liabilities	15,644	1,500
Total non-current liabilities	25,384	1,800
Total liabilities	80,200	69,700
Net assets	510,414	489,700
EQUITY		
Share capital	386,595	336,300
Foreign currency translation reserve	(221)	-
Share-based payment reserve	2,338	2,600
Retained earnings	121,702	150,800
Total equity	510,414	489,700

Explanation of Variances

The key variances to the PDS were:
- Lower cash due to lower settlements than forecast.
- Higher inventories due to lower settlements than forecast.
- Lower investment properties due to delayed development of investment properties.
- Higher deferred tax liabilities due to IRD binding ruling.

** This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.*

9. Comparison to prospective financial statements (Continued)

CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 30 June 2023

ALL VALUES IN $000'S	ACTUAL 2023	UNAUDITED PDS 2023*
CASH FLOWS FROM OPERATING ACTIVITIES		
Receipts from customers	221,497	338,500
Interest received	2,631	1,800
Net GST paid	6,931	1,800
Payments to suppliers and employees	(165,748)	(144,500)
Purchase of development land	(20,179)	(24,100)
Deposits paid on contracts for land	(23,600)	(20,000)
Interest and other finance costs paid	(562)	-
Income tax (paid) / received	(9,117)	(10,800)
Net cash flows from operating activities	11,853	142,700
CASH FLOWS FROM INVESTING ACTIVITIES		
Proceeds from sale of property, plant and equipment	1,435	-
Intangible assets acquired	(2,875)	-
Acquisition of land for investment properties	(63,965)	(77,000)
Payments to suppliers and employees for investment properties	(37,306)	(120,000)
Acquisition of property, plant and equipment	(26,203)	(300)
Net cash flows from investing activities	(128,914)	(197,300)
CASH FLOWS FROM FINANCING ACTIVITIES		
Dividends paid	(9,284)	(12,400)
Payment of principal portion of lease liabilities	(2,169)	-
Net cash flows from financing activities	(11,453)	(12,400)
Net increase in cash and cash equivalents	(128,514)	(67,000)
Cash and cash equivalents at beginning of year	204,824	163,300
Cash and cash equivalents at end of year	76,310	96,300

Explanation of Variances

The key variances to the PDS were:

- Higher cash at beginning of year due to raising more proceeds from primary issuance than forecast.
- Less cash spent on operating activities due to lower settlements than forecast and higher payments to suppliers and employees.
- Less cash spent on investing activities due to delayed development of investment properties.

** This information is unaudited and sourced from the PDS and where necessary the prospective information has been aligned to the statutory financial statement format.*

Building a better
working world

Independent Auditor's Report to the shareholders of Winton Land Limited

Opinion

We have audited the financial statements of Winton Land Limited (the "Company") and its subsidiaries (together the "Group") on pages 38 to 66, which comprise the consolidated statement of financial position of the Group as at 30 June 2023, and the consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended of the Group, and the notes to the consolidated financial statements including a summary of significant accounting policies.

In our opinion, the consolidated financial statements on pages 38 to 66 present fairly, in all material respects, the consolidated financial position of the Group as at 30 June 2023 and its consolidated financial performance and cash flows for the year then ended in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

This report is made solely to the Company's shareholders, as a body. Our audit has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders, as a body, for our audit work, for this report, or for the opinions we have formed.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We are independent of the Group in accordance with Professional and Ethical Standard 1 *International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand)* issued by the New Zealand Auditing and Assurance Standards Board, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor we have no relationship with, or interest in, the Company or any of its subsidiaries. Partners and employees of our firm may deal with the Group on normal terms within the ordinary course of trading activities of the business of the Group.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, but we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the *Auditor's responsibilities for the audit of the financial statements* section of the audit report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Building a better working world

Capitalisation and allocation of property costs

Why significant	How our audit addressed the key audit matter
The Group's inventories, property, plant and equipment under development ("PPE"), and investment properties, of $257m, $32m and $208m respectively, together represent 84% of the Group's total assets. The Group's inventories comprise land and buildings that are being developed into subdivisions or individual properties for sale. The Group's PPE comprise show suites and land and buildings that are being developed into retail premises that will be operated by the Group. The Group's investment properties comprise land being developed into retirement villages and commercial property. Given the nature of the Group's operations, it incurs significant costs each year in acquiring and developing its inventories, PPE and investment properties. Determining whether to capitalise or expense property costs relating to inventories, PPE and investment properties is subjective. The key judgments used in this determination are: ► Whether costs are eligible for capitalisation under the relevant accounting standard (noting that there are differing requirements related to differing asset types); and ► How to allocate capitalised costs to individual properties. Disclosures relating to inventories, PPE and investment properties and the associated significant judgments are included in Note 4 Inventories, Note 6 Property Plant and Equipment, and Note 5 Investment Property to the consolidated financial statements.	Our audit procedures included the following: ► Held discussions with management to understand: ► The process for capitalisation and allocation of property costs. ► On a sample basis we: ► Reviewed the nature of property costs capitalised to consider whether they were eligible for capitalisation under the relevant accounting standard. ► Agreed a sample of capitalised property costs to invoice and supporting documentation to assess the nature of the cost and its allocation to individual properties. ► Agreed significant property acquisitions to purchase agreements and, where relevant, settlement documentation. ► Performed analytical procedures in relation to the cost of sale and margin recorded on property sales to identify outliers between similar properties as well as between periods. We considered whether any outliers suggested that property costs had been allocated in an inappropriate manner. ► Considered the adequacy of the disclosures in the financial statements in relation to inventories, PPE and investment property.

Other matter

The consolidated financial statements of Winton Land Limited for the year ended 30 June 2022 were audited by another auditor who expressed an unmodified opinion on those statements on 24 August 2022.

Information other than the financial statements and auditor's report

The directors of the Company are responsible for the annual report, which includes information other than the consolidated financial statements and auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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working world

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the audit, or otherwise appears to be materially misstated.

If, based upon the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Directors' responsibilities for the financial statements

The directors are responsible, on behalf of the entity, for the preparation and fair presentation of the consolidated financial statements in accordance with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing on behalf of the entity the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

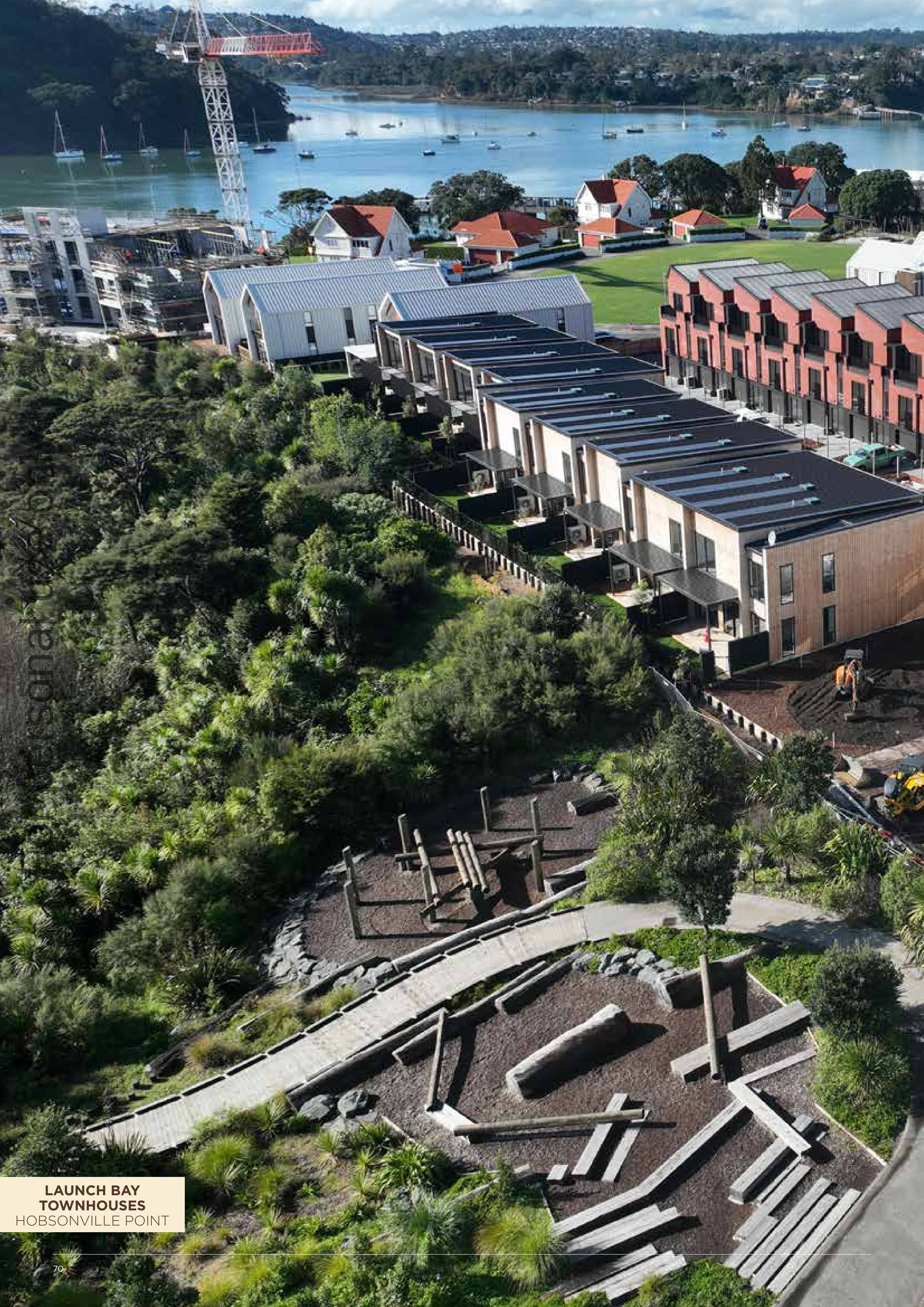
Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (New Zealand) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

A further description of the auditor's responsibilities for the audit of the financial statements is located at the External Reporting Board's website: https://www.xrb.govt.nz/standards-for-assurance-practitioners/auditors-responsibilities/audit-report-1/. This description forms part of our auditor's report.

The engagement partner on the audit resulting in this independent auditor's report is Grant Taylor.

Ernst & Young

Chartered Accountants
Ernst & Young
22 August 2023



LAUNCH BAY TOWNHOUSES
HOBSONVILLE POINT

Corporate Governance

Corporate Governance

COMPANY INFORMATION

Winton is a limited liability company incorporated under the Companies Act 1993 (the **Companies Act**). The Company listed on the NZX Main Board (NZX code: **WIN**) and the ASX (Foreign Exempt Listing) (ASX code: **WTN**) in December 2021. The Board currently comprises nine directors.

A copy of the Company's constitution and more detailed information on the Board and Winton's senior management team is available at Winton's Website.

CORPORATE GOVERNANCE

The Board is committed to strong governance and accountability. The Company fosters a culture of transparency for the benefit of its shareholders and other stakeholders. To demonstrate its commitment to high quality corporate governance, the Board has adopted the principles in the NZX Corporate Governance Code dated 10 December 2020 (**NZX Code**). The NZX Code – Key Principles section below lists those principles and discloses the extent to which Winton has followed the recommendations in the NZX Code.

In the Board's opinion, as at 30 June 2023, the Company complies with the NZX Listing Rules and the NZX Code, other than Recommendations 2.8 and 2.9 as explained below.

The Code of Ethics, policies and charters referenced in the NZX Code – Key Principles section below, together with other policies and charters (the **Company Policies**), are available on Winton's Website and are available to all directors, employees, and contractors at Winton. Copies of, and training on, the Company Policies is provided to all directors and employees as part of their induction process, and updates and refresher discussions are scheduled regularly.

NZX CODE – KEY PRINCIPLES

Principle 1 – Code of Ethical Behaviour

"Directors should set high standards of ethical behaviour, model this behaviour and hold management accountable for these standards being followed throughout the organisation."

Winton maintains high standards of ethical conduct and requires its people to behave honestly and with integrity, in a manner consistent with Winton's values and the Company Policies. These include the following:

Code of Ethics	The Code of Ethics has been communicated to all of the Company's directors, employees and contractors and they are all subject to its standards and procedures. The Code of Ethics is not an exhaustive list of acceptable and non-acceptable behaviour at Winton, rather it contains guiding principles and reflects Winton's values as a company. The reporting of breaches of the Code of Ethics is encouraged and the steps for doing so are set out in Winton's Risk Management and Whistleblowing Policy. Any breaches are required to be addressed promptly and consistently and handled by Winton as set out in the Code of Ethics. The Code of Ethics is reviewed at least every two years, with the last review conducted in June 2022.
Securities Trading Policy	The Securities Trading Policy sets out the guidelines to, and express restrictions on, trading in Winton's financial products. The Securities Trading Policy provides transparency about expectations and requirements of directors, employees and contractors when dealing with Winton shares and places additional restrictions on certain "restricted persons" and prohibitions during prescribed blackout periods. Prior written consent of the General Counsel (or CEO in the case of a request by the General Counsel or CFO) is required to trade, and persons must otherwise act in compliance with laws.
Diversity and Inclusion Policy	The Diversity and Inclusion Policy sets out the Company's guiding principles for diversity and inclusion in the business. Refer to Principle 2 below for further details.
Risk Management and Whistleblowing Policy	The Risk Management and Whistleblowing Policy sets out the commitment of the Company to the sound and effective management of risks that are material to the achievement of its strategic objectives. This policy is also intended to encourage directors, employees and contractors to speak out if they see any behaviour that does not fit with the Company's values of integrity and honesty.
Environment and Corporate Responsibility Policy	The Environment and Corporate Responsibility Policy is a policy designed to ensure that the actions of the Company support the vision to create long-term value for Winton and others.

Principle 2 – Board Composition and Performance

"To ensure an effective board, there should be a balance of independence, skills, knowledge, experience and perspectives."

Role of the Board

The Board is elected by its shareholders to provide overall strategic direction to the Company and to protect and enhance the value of the assets of Winton for the benefit of its shareholders. The Board is responsible for the management of the business and affairs of Winton and delegates the day-to-day leadership and management of the business to the CEO.

The Board operates under a written Board Charter, which sets out the role, responsibilities, composition, structure, and approach of the Board and management. The Board acknowledges that Recommendation 2.9 of the NZX Code sets out that the Board should have an independent Chair, and that the roles of Chair and CEO should be separated. At present, Chris Meehan is both the CEO and the Board Chair. Winton believes that this is appropriate given Chris Meehan's expertise and significant background with the Company as one of its founders.

Delegation of Authority

In addition to the CEO's day-to-day leadership and management of the business, the CEO and management have levels of authority approved by the Board. In turn, the CEO and management can sub-delegate authority to direct reports in appropriate circumstances. This structure is documented in the Delegated Authority Policy.

Directors and Board Composition

As at 30 June 2023, the Board comprises nine directors, as follows:

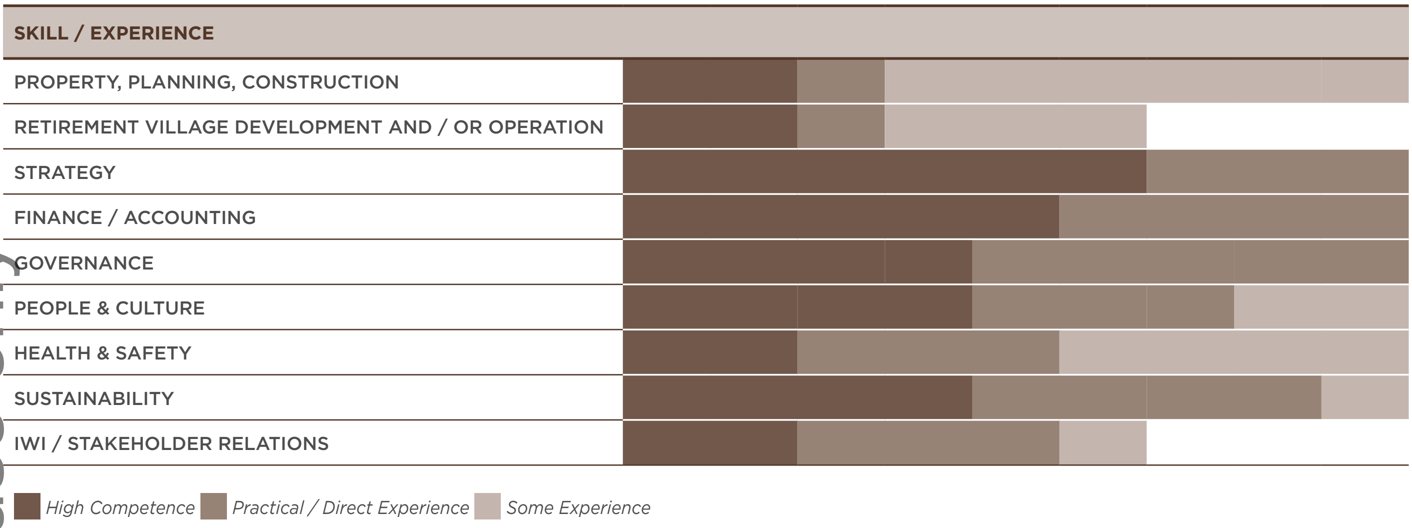
DIRECTOR	TYPE OF DIRECTORSHIP	APPOINTMENT DATE
CHRIS MEEHAN (CHAIR)	Executive Director	19 June 2017
MICHAELA MEEHAN	Non-executive Director	19 June 2017
DAVID LIPTAK	Non-executive Director	7 July 2017
JULIAN COOK	Executive Director	13 September 2021
ANNA MOLLOY[1]	Independent Director	24 September 2021
GLEN TUPUHI	Independent Director	24 September 2021
JAMES KEMP	Non-executive Director	21 February 2022
JELTE BAKKER (ALTERNATE FOR JAMES KEMP)	Non-executive Director	21 February 2022
STEVEN JOYCE[2]	Independent Director	22 June 2023

1. Anna Molloy has resigned from the Board, effective 22 August 2023.
2. Steven Joyce will stand for re-election at Winton's FY23 annual shareholders' meeting.

Corporate Governance continued

Directors and Board Composition continued

Directors are chosen on the basis of a mix of skills, knowledge and experience. The right blend of leadership and experience, combined with diversity of perspective, is critical to enabling the Board to create value for Winton's shareholders over the long term. A summary of the key skills and experience held across the Board as at 30 June 2023 is summarised below:



Directors are encouraged to hold shares in the Company to align their interests with the interests of shareholders. Six of the nine Directors own shares (either directly or through a related entity or trust), and those relevant interests are included under the heading "Directors' Dealings and Relevant Interests" in Principle 4 below. Of the remaining three Directors, two are appointed in their capacity as representatives of a Substantial Product Holder.

During the period 1 July 2022 to 30 June 2023, meeting attendance for the Directors was as follows:

	BOARD			AUDIT AND FINANCIAL RISK			NOMINATION AND REMUNERATION		
DIRECTOR	Member	Meetings held	Meetings attended	Member	Meetings held	Meetings attended	Member	Meetings held	Meetings attended
CHRIS MEEHAN (CHAIR)	•	8	8				•	1	1
MICHAELA MEEHAN	•	8	7						
DAVID LIPTAK	•	8	5	•	4	3			
JULIAN COOK	•	8	8						
ANNA MOLLOY	•	8	8	•	4	4	•	1	1
GLEN TUPUHI	•	8	8	•	4	4	•	1	1
JAMES KEMP	•	8	7						
JELTE BAKKER (ALTERNATE FOR JAMES KEMP)	•	8	6						
STEVEN JOYCE	•	8	0[1]						

1. No Board Meetings were held during the period 22 June 2023 (appointment date of Steven Joyce) to 30 June 2023.

Corporate Governance continued

Director Training

At the time of appointment, directors receive a comprehensive induction from the business to familiarise themselves with Winton's management and operations. New directors are appropriately introduced to Winton's management and business and receive all papers and documents (including Company Policies) to enable them to provide value in their role on the Board. Regular site visits are provided for directors, both new and existing.

Directors of the Board are expected to maintain appropriate levels of financial, legal and industry understanding, and are encouraged to take responsibility for their own professional development. Each Director is also aware that they should seek independent advice in respect of their role as a Director, should the need arise.

Board Performance

The Board has committed to critically evaluate its own performance and the performance of individual Directors on a regular basis.

The Nomination and Remuneration Committee is tasked with making recommendations to the Board to ensure that adequate procedures are in place to review the performance of the Board as a whole, its committees and the contributions of each Director.

Independence

The Board currently comprises nine director positions, including one alternate director. For the purposes of the NZX Listing Rules, the Board has determined that, as at 30 June 2023, three Directors are independent directors, being Anna Molloy, Glen Tupuhi and Steven Joyce.

In determining independence of Directors, the Board considers not only the factors expressly set out in Recommendation 2.4 of the NZX Code, but also carefully assesses whether a Director's interest, position, association or relationship might interfere, or be seen to interfere, with that Director's capacity to bring an independent judgment to bear on issues before the Board. The Board assesses the independence of each Director on their appointment, and will continue to do so at least annually thereafter. The Board acknowledges that Recommendation 2.8 of the NZX Code sets out that the Board should be comprised of a majority of independent Directors. The majority of Directors appointed to date represent existing shareholders and the Substantial Product Holders. The composition of the Board, and the appropriate governance structure for the Company, continues to be monitored on a regular basis.

Diversity and Inclusion

Winton, and the Board, is committed to ensuring an environment where its people enjoy their roles, their interaction with other employees, contractors and customers and working towards the success of the business. Winton is committed to creating an open workplace where every team member is welcomed, supported and inspired, and where diversity is celebrated.

The principles of Winton's Diversity and Inclusion Policy include encouraging diversity of all types throughout the workforce at all levels, creating a flexible and inclusive work environment, ensuring the behaviour of its leaders reflect our values, attracting and retaining talented people and ensuring that its people feel safe. The Board considers that Winton has adhered to these principles and its Diversity and Inclusion Policy.

The Board recognises that gender is one important and commonly reported measure of diversity. The gender composition at Winton as at 30 June 2023 is set out in the table below:

	AS AT 30 JUNE 2023			AS AT 30 JUNE 2022		
POSITION	Female	Male	Diverse	Female	Male	Diverse[1]
DIRECTORS[2]	2	7	-	2	6	
SENIOR MANAGEMENT[3]	2	3	-	2	3	
EMPLOYEES[2,3]	28	37	-[4]	12	23	

1. Not reported in FY22.

2. Where an individual is an executive director on the Board, and is also an employee, they are counted twice.

3. Senior management team members are also included in employee statistics.

4. Not reported in FY23.

Interests Register

The Company maintains an Interests Register, together with separate Interests Registers for each subsidiary company. Any Director who is interested in a transaction with the Company (or a subsidiary) is required to immediately disclose to the Board the nature, monetary value and extent of that interest and will not be entitled to vote in respect of such transaction (other than a transaction where all Directors are required to sign a certificate in accordance with the Companies Act).

Interests Register continued

All current declared interests of the Directors are listed in the table below, with those disclosures advised during FY23 shown in italics:

DIRECTOR	COMPANY / ORGANISATION	POSITION HELD
CHRIS MEEHAN	Korama Limited	Director and Shareholder
	Speargrass Holdings Limited	Director and Shareholder
	Woodside 45 Limited	Director
	WMC Development GP Limited	*Director*
MICHAELA MEEHAN	Korama Limited	Director
	Speargrass Holdings Limited	Director
DAVID LIPTAK	Wanaka Partners, LLC	Beneficial Owner
JULIAN COOK	SkyCity Entertainment Group Limited	*Chairman*
	WEL Networks Limited	Director
	Motutapu Investments Limited	Director
	Deakin TopCo Pty Limited (trading as Levande)	*Director*
ANNA MOLLOY	ANZ New Zealand Investments Limited	Director
	Channel Infrastructure NZ Limited	Director
	Hingaia Consulting Limited	Director and Shareholder
GLEN TUPUHI	Toi Consulting Limited	Director
JAMES KEMP	Macquarie Real Estate Investment Holding (Australia) Pty Limited	Director
	Macquarie Real Estate Management (Australia) Limited	Director
	TC Akarua 1 Pty Limited	Director
	TC Akarua 2 Pty Limited	Director
JELTE BAKKER	Macquarie Real Estate Investment Holding (Australia) Pty Limited	Director
	Macquarie Real Estate Management (Australia) Limited	Director
	TC Akarua 1 Pty Limited	Director
	TC Akarua 2 Pty Limited	Director
STEVEN JOYCE	*Joyce Advisory Limited*	*Director and Shareholder*
	Icehouse Ventures Limited	*Director*
	The Icehouse Limited	*Director*

There have been no interest register entries in respect of use of company information by Directors.

During the year, the Board authorised the renewal of the Directors' and Officers' insurance cover as at 1 October 2022 for a period of 12 months and has certified, in terms of section 162 of the Companies Act, that this cover is fair to the Company.

As permitted by the Company's constitution and the Companies Act, the Company has also entered into a deed indemnifying its Directors against potential liabilities and costs they may incur for acts or omissions in their capacity as Directors of the Company and its subsidiaries.

Subsidiary Company Directors

As at 30 June 2023, Winton had 36 New Zealand subsidiary companies and 2 Australian subsidiary companies.

Chris Meehan is a Director of all 38 subsidiary companies.

Subsidiary Company Directors continued

Michaela Meehan is a Director of the following 21 New Zealand subsidiary companies: Beaches Developments Limited, Bridesdale Farm Developments Limited, Lakes Edge Developments Limited, Lakeside Developments 2017 Limited, Lakeside Residential Limited, Longreach Developments Limited, Marlborough Precinct Holdings Limited, Marlborough Precinct Residential Limited, Northbrook Launch Bay Limited, Northbrook Retirement Villages Limited, Northbrook Wanaka Limited, Northlake Developments Limited, Northlake Investments Limited, Northlake Residential Limited, Northlake Townhouses Limited, River Terrace Developments Limited, River Terrace Residential Limited, Waterfall Park Developments Limited, Winton Capital Limited, Winton Group Holdings Limited and Winton Property Investments Limited.

Julian Cook is a Director of the following 6 New Zealand subsidiary companies: Northbrook Retirement Villages Limited, Northbrook Launch Bay Limited, Northbrook Wanaka Limited, Northbrook Avon Loop Limited, Northbrook Wynyard Limited and Northbrook Arrowtown Limited.

Iain Murray is a Director of the 2 Australian subsidiary companies: Francis Street Developments Pty Limited and Winton Partners Bellbird Pty Limited.

Directors of the Company's subsidiaries do not receive any remuneration or other benefits in respect of their appointments, other than Iain Murray who receives an annual fee of AUD$15,000 for corporate secretarial services to the Australian subsidiaries.

Principle 3 – Board Committees

"The board should use committees where this will enhance its effectiveness in key areas, while still retaining board responsibility."

The Board has two standing committees, being the Audit and Financial Risk Committee and the Nomination and Remuneration Committee, as detailed below. The Board has concluded that it is not necessary at this time to establish any other standing committees, but may consider additional committees as it matures as a listed company.

Audit and Financial Risk Committee

Membership: Anna Molloy (Chair), David Liptak, Glen Tupuhi

Winton has an Audit and Financial Risk Committee that operates under its own written charter, which is available on Winton's Website. The Audit and Financial Risk Committee is currently chaired by Anna Molloy, who has a background in financial services. The membership of this committee is solely non-executive directors, with a majority of the members being independent.

The Audit and Financial Risk Committee takes responsibility to ensure the quality and integrity of external financial reporting including the accuracy, completeness, and timeliness of financial statements. The committee is committed to providing balanced, clear, and objective financial reporting. It reviews financial statements and makes recommendations to the Board concerning accounting policies, areas of judgment, compliance with accounting standards, stock exchange and legal requirements, and the results of the external audit.

The Audit and Financial Risk Committee may, in its discretion, invite Winton's external auditors and members of senior management, as appropriate, to attend committee meetings. All directors have a standing invitation to attend committee meetings.

Steven Joyce will be appointed as the chair of the Audit and Financial Risk Committee with effect from 22 August 2023.

Nomination and Remuneration Committee

Membership: Anna Molloy (Chair), Glen Tupuhi, Chris Meehan

Winton has a combined Nomination and Remuneration Committee that operates under its own written charter. The majority of the members of this committee are independent. Since Chris Meehan is also the CEO, he declares conflicts of interest and stands down from decisions relating to his own performance and remuneration.

The primary responsibilities of the Nomination and Remuneration Committee include to identify and make recommendations to the Board in respect of director nominations (including casual vacancies and composition of committees), to review and recommend to the Board appropriate remuneration of the Directors for consideration by shareholders, and to review and approve annually the remuneration strategy for Winton, including specific responsibilities in relation to the CEO and his direct reports. Senior management is only invited to attend meetings of the Nomination and Remuneration Committee at the discretion of the committee.

The Company enters into written agreements with each of its new directors establishing the terms and conditions of their appointment, including their duties, term of appointment (subject to shareholder approval), expectations of the role and remuneration.

Steven Joyce will be appointed as the chair of the Nomination and Remuneration Committee with effect from 22 August 2023.

NORTHBROOK ARROWTOWN
ARTIST IMPRESSION

Principle 4 – Reporting & Disclosure

"The board should demand integrity in financial and non-financial reporting, and in the timeliness and balance of corporate disclosures."

Continuous Disclosure

Winton is committed to promoting shareholder confidence through effective communication with the NZX, the ASX, the Company's shareholders, investors, analysts, media and other interested parties, and providing those parties with equal and timely access to material information. The Board and management carefully consider such information to ensure it is precise, balanced and consistent. Winton's Continuous Disclosure Policy applies to ensure that all relevant stakeholders have appropriate and timely access to relevant information, be it positive or negative.

Other Governance Documentation

The Company Policies, annual and interim reports, Company announcements and other relevant material is available on Winton's Website.

Reporting

Winton's half-year and audited full-year financial statements are prepared in accordance with the relevant financial reporting standards and applicable legislation. The audited full-year financial statements for FY23 are included in this report.

Non-financial information is included throughout this report, including in relation to Winton's communities and projects and the Company's general environmental and social sustainability factors and practices.

Directors' Dealings and Relevant Interests

The details of the Directors' dealings in the Company's financial products as at 30 June 2023 are set out in the table below:

DIRECTOR	NO. OF SHARES ACQUIRED / (DISPOSED)	CONSIDERATION PER SHARE	DATE OF TRANSACTION
CHRIS MEEHAN (CHAIR) (BENEFICIAL INTEREST)	668,595[1]	$1.9000	2 March 2023
	24,776[1]	$1.9597	3 March 2023
	33,077[1]	$2.0140	6 March 2023
	10,000[1]	$2.0000	8 March 2023
MICHAELA MEEHAN (BENEFICIAL INTEREST)	668,595[1]	$1.9000	2 March 2023
	24,776[1]	$1.9597	3 March 2023
	33,077[1]	$2.0140	6 March 2023
	10,000[1]	$2.0000	8 March 2023

1. These transactions relate to acquisitions made by Korama Limited (as trustee of the Amarok Trust, a trust associated with Chris Meehan and Michaela Meehan).

The details of the Directors' relevant interests in the Company's financial products for the year ended 30 June 2023 are set out in the table below:

DIRECTOR	NATURE OF RELEVANT INTEREST	NO. OF SHARES
CHRIS MEEHAN (CHAIR)	Beneficial	163,329,448
MICHAELA MEEHAN	Beneficial	163,329,448
DAVID LIPTAK	Beneficial	28,683,000
JULIAN COOK	Beneficial	1,286,339
ANNA MOLLOY	Beneficial	38,591
GLEN TUPUHI	Beneficial	12,870

Note that while James Kemp and Jelte Bakker are appointed to the Board in their capacity as representatives of substantial product holder, TC Akarua 2 Pty Limited (as trustee of the TC Akarua Sub Trust), they do not hold a personal relevant interest in those shares.

Principle 5 – Remuneration

"The remuneration of directors and executives should be transparent, fair and reasonable."

Directors' Remuneration

The current director fee pool is $600,000 per annum, which was approved by the shareholders on 1 December 2021. In addition, Directors are reimbursed for all reasonable travel, accommodation and other expenses incurred by them in connection with their role as a Director.

Winton's strategy is to attract and retain high performing directors with the appropriate skills and experience to provide diversity of thought and benefit to the Company. On that basis, it is important that the Directors are appropriately remunerated. The current Directors' fees comprise an annual fee of $60,000 per annum (other than the Board Chair fee which is $100,000 per annum) and an annual fee of $20,000 to chair the Audit and Financial Risk Committee and $12,000 to chair any other Board committee.

Other than as set out in this report, the Company has not provided any other benefits to a Director for services as a director in any other capacity, nor has the Company made any loans to a Director, or guaranteed any debts incurred by a Director in FY23.

The remuneration paid to Directors of the Company during FY23 is as follows:

DIRECTOR	ROLE	DIRECTOR FEES PAID IN FY23
CHRIS MEEHAN	Board Chair Executive Director	$40,000 $60,000
ANNA MOLLOY	Audit and Financial Risk Committee (Chair) Nomination and Remuneration Committee (Chair) Independent Director	$20,000 $12,000 $60,000
MICHAELA MEEHAN	Non-executive Director	$60,000
DAVID LIPTAK	Non-executive Director	$60,000
JULIAN COOK	Executive Director	$60,000
GLEN TUPUHI	Independent Director	$60,000
STEVEN JOYCE[1]	Independent Director	$1,484
JAMES KEMP	Non-executive Director	-
JELTE BAKKER	Non-executive Director	-

1. Steven Joyce was appointed to the Board on 22 June 2023.

Remuneration Policy

The Board supports a remuneration strategy that is competitive in the market, taking into account the complexity of the business itself, and also having regard to the scale of, and high performance expected, within each role.

The Nomination and Remuneration Committee Charter governs the responsibilities and process by which the committee will adhere carry out its functions. The Committee is to consider benchmark executive remuneration data as appropriate, with remuneration of the CEO and other members of the senior management team including a mix of fixed and variable components, always having regard to alignment of shareholder interests. Together with the fixed base salary (including any KiwiSaver contributions, carparking, etc), remuneration also comprises variable components such as discretionary bonuses, and eligibility for the LTI Plan (described in more detail below).

LTI Plan

The Company implemented a long-term incentive plan (the **LTI Plan**) for employees, to incentivise and retain those employees. Under the LTI Plan, participants are granted options to vest at year 4, year 7 and year 10, and will not be required to pay for such options. Each option will give the participant the right to acquire one share, subject to the participant remaining employed at the relevant vesting date, at the Issue Price (as defined). The exercise price will not be adjusted for any dividends paid by Winton.

LTI Plan continued

Every employee of Winton as at the date of listing (17 December 2021) was included in the LTI Plan, and all subsequent employees are eligible to participate in that LTI Plan after 12 months of continuous service.

In addition to the general employee LTI Plan (referred to below), a grant of options has been made to Julian Cook. Mr Cook will not be required to pay for such options. Each option will give Mr Cook the right to acquire one share at the vesting date (being 10 years from the date of issue), subject to Mr Cook remaining employed on the 4th anniversary of the date of issue of the options, at the Issue Price (as defined). The exercise price will be adjusted for any dividends paid by Winton.

Chief Executive's Remuneration

Chris Meehan is the Chair of the Board of Directors of the Company and received fees in that capacity in FY23 as outlined above. In addition, in his executive role as CEO of the Company, Chris Meehan's remuneration for FY23 was $1,741,000. Mr Meehan did not receive any additional remuneration (including any short-term or long-term incentives) during FY23 as CEO.

Employee's Remuneration

Julian Cook is a Director of the Company and received fees in that capacity in FY23 as outlined above. In addition, in his executive role as Director of Retirement Mr Cook received remuneration for FY23 of $240,000. Mr Cook did not receive any additional remuneration (including any short-term or long-term incentives[1]) during FY23 as Director of Retirement.

There were 34 employees (or former employees) of Winton, not being Directors, who received remuneration and other benefits in their capacity as employees that exceeded $100,000 during FY23, and these are set out in brackets of $10,000 in the following table. Remuneration is calculated as inclusive of salary and any discretionary bonuses received.

AMOUNT OF REMUNERATION[2]	CURRENT EMPLOYEES
$100,001 to $110,000	3
$110,001 to $120,000	3
$120,001 to $130,000	4
$130,001 to $140,000	1
$140,001 to $150,000	2
$160,001 to $170,000	2
$170,001 to $180,000	2
$180,001 to $190,000	1
$190,001 to $200,000	2
$200,001 to $210,000	1
$210,001 to $220,000	1
$220,001 to $230,000	1
$230,001 to $240,000	2
$260,001 to $270,000	1
$290,001 to $300,000	1
$310,001 to $320,000	1
$330,001 to $340,000	1
$340,001 to $350,000	1
$350,001 to $360,000	3
$500,001 to $510,000	1

1. Remuneration does not include the grant of any options under the LTI Plan, with such remuneration to be captured on vesting.

2. Chris Meehan (as CEO) and Julian Cook (as Director of Retirement) are not included in this table as they are also Directors of the Company.

Corporate Governance continued

Principle 6 – Risk Management

"Directors should have a sound understanding of the material risks faced by the issuer and how to manage them. The Board should regularly verify that the issuer has appropriate processes that identify and manage potential and material risks."

Risk Management Framework

The Board has established a risk management framework which includes a list of material risks faced by Winton. The framework is reviewed and updated as risks to the business evolve and change. The Board has set its risk tolerance appetite in pursuit of its strategy and how it will manage them.

The nature of the risk treatment varies according to the nature and severity of the risk. If the risks are material, they will be reported to the Board. Simultaneously, where such risks warrant the need to make a disclosure to the market, Winton will apply relevant facts against the Continuous Disclosure Policy.

The Audit and Financial Risk Committee at Winton reviews and makes recommendations to the Board whether Winton's processes for managing financial risk are sufficient and any incident of fraud or other failure of internal controls. Non-financial risk and the appropriateness of Winton's insurance programme is reviewed and determined at a full Board level.

The CEO and other members of the senior management team review, update and take ownership of the day-to-day management and operation of Winton's risk management framework and associated policies and procedures.

Principal Business Risks and Key Strategies to Mitigate

Winton is currently focused on 13 principal business risks across its business. For the purposes of this report and Recommendation 6.1 of the NZX Code, a high-level description of these principal business risks is provided below:

AREA OF RISK	DESCRIPTION OF RISK	KEY STRATEGIES EMPLOYED BY WINTON TO MITIGATE RISK
PROPERTY MARKET RISK	Winton's ability to achieve its forecasted sales and/or forecasted sales prices within each of its developments is dependent on the housing market conditions in each of the areas in which its developments are located.	Winton reviews economic and residential property market conditions through research and relationships with market participants. Winton concentrates on areas of highest population growth. Our pre-sale strategy may incorporate a discount to market prices at the time of sale, in particular for purchases with a long settlement wait. Reporting is provided to the Board regularly.
CONSTRUCTION AND DEVELOPMENT RISK	Winton faces construction and property development risks when developing its communities and projects within its communities. These risks include project delays (consenting and construction), default risk, governance and design risk, and potential labour and materials shortages. There is also a risk of supply chain cost inflation due to Covid-19 or similar global impact related shortages and delays.	Winton ensures expected returns from developments adequately compensate Winton for the level of risk undertaken before approval. Through due diligence, Winton understands the project risks by undertaking comprehensive feasibility studies to determine the viability of the proposed initiative or development, the financial position of contractors and ensures funding is in place. Further, Winton establishes a procurement plan including, procurement for long lead items, and engages contractors early to mitigate cost escalation or contractor default. Its construction and development contracts have robust provisions to ensure these risks are adequately addressed and mitigated.
CORPORATE GOVERNANCE AND GENERAL COMPLIANCE RISK	Failure to comply with regulatory, societal and investor expectations in relation to corporate governance and environmental sustainability could impact Winton's reputation and financial performance over the longer term. Failure to comply with environmental laws, resource consents and regulations which may result in penalties and/or reputational damage.	Winton's governance procedures are continually monitored to ensure compliance. External consultants and advisers are engaged as appropriate. Winton also proactively engages with regulators such as NZ RegCo and ASIC to foster ongoing relationships and open dialogue. Project developments are required to have Environmental Management Plans in place and are consistently monitored in accordance with Resource Consent conditions.

Corporate Governance continued

Principal Business Risks and Key Strategies to Mitigate continued

AREA OF RISK	DESCRIPTION OF RISK	KEY STRATEGIES EMPLOYED BY WINTON TO MITIGATE RISK
FINANCIAL PERFORMANCE RISK	The risk of financial performance not being managed to expectations.	As noted under the "construction and development risk", Winton has a number of provisions in place to control this risk, including a delegation policy, an analytical review process, forecasting, budgeting, and general proactive management. Winton's approach to on-sales is conservative requiring purchasers to provide personal guarantees as appropriate and ensuring deposits are payable early.
RETIREMENT VILLAGE OPERATIONAL RISK	Winton will need to develop and implement new operational strategies to operate a retirement village and aged care offering under the Northbrook brand. This includes hiring appropriate staff and establishing and maintaining quality and service standards consistent with market expectations. Retirement villages will need to be developed and constructed to high standards to achieve the appropriate premium brand positioning.	Julian Cook's expertise as former CEO of one of New Zealand's largest retirement village operators Summerset Group brings the necessary skills and knowledge to Winton through Julian's role as Executive Director of Northbrook. Winton also retains expert external advisers to advise on registration, statutory obligations and ongoing compliance, as well as advice on upcoming changes to relevant legislation
HEALTH, SAFETY AND WELLBEING OF WINTON EMPLOYEES, CONTRACTORS AND STAKEHOLDERS	Risk of not having adequate procedures in place to identify, manage and report on the health, safety and wellbeing of Winton employees, contractors and stakeholders, both internally and externally.	Winton has a number of procedures in place to ensure hazards are identified and its health and safety obligations are met. Winton records near misses and "opportunities for improvement" at a corporate level as well as through contractor reporting lines for any incidents on site. These are minuted at regular site meetings or advised directly to Winton if appropriate to report outside of site meeting timing. PCG reporting covers health and safety as a standing item and independent audits are also undertaken. Employee wellbeing is top of mind for Winton, and benefits, monitoring and good work practices form part of the Health and Safety system. This Master Health and Safety system is implemented across the business, applying to all projects, the corporate offices and as appropriate where we interact with third parties. This programme has been assessed and embedded with assistance of an external Health, Safety and Wellbeing expert.
TECHNOLOGY AND CYBERSECURITY RISK	The risk of Winton's systems or data becoming compromised, for example due to a cyberattack, outage or human error in releasing private data.	Winton's systems are managed by qualified third parties and appropriate cybersecurity controls are in place. Training and reinforcement of process is provided to employees who have access to private data.
STAFF RETENTION AND CAPABILITY RISK	In a tight and highly competitive labour market, Winton is at risk of staff shortages and loss of institutional knowledge and experience. The risk is our ability to recruit appropriate replacements and the loss of knowledge and expertise.	Key areas within Winton's senior management, development and Northbrook teams will continue to be monitored closely. Winton also ensures a strong focus on team engagement and enhancement and maintains ongoing succession planning and retention structures within the company. Winton will continue to undertake regular performance reviews of employees and directors and benchmark remuneration packages with the wider market. Winton has searched international labour markets for some roles.

Principal Business Risks and Key Strategies to Mitigate continued

AREA OF RISK	DESCRIPTION OF RISK	KEY STRATEGIES EMPLOYED BY WINTON TO MITIGATE RISK
CONSENTING RISK	Winton's development activities typically require it to achieve rezoning or resource consents to allow development of its masterplanned communities and projects to be undertaken. There is a risk that Winton does not achieve the rezoning or consents required, or the rezoning or consents are granted on terms which are less favourable than Winton originally anticipated.	Winton has strong relationships across local and central governments and with tangāta whenua. While the outcome of rezoning and consenting decisions remains outside its direct control, Winton has a proven track record of achieving the necessary rezoning and consenting to develop large-scale masterplanned communities. Consenting risk helps create a barrier to entry which benefits Winton.
LAND ACQUISITION RISK	Winton's continued growth is dependent on its ability to acquire attractive sites for the development of new masterplanned communities. The vendors of attractive sites may choose to either not sell, sell to a competitor or other third party, or sell at higher prices than Winton would expect. Change to legislation is an ongoing risk.	Winton continually evaluates potential new sites and has a demonstrated record in origination opportunities through various channels, including direct approaches to landowners, public sale processes, its network of long-term relationships across New Zealand and inbound enquiry. Winton has enshrined provisions in its constitution to enable it to control shareholding to ensure it does not become an "overseas person" under the Overseas Investment Act 2005. This mitigates the risk of many competitors. General engagement with legal advisors is regular and ongoing to ensure Winton is informed on potential legislative or statutory changes, and where appropriate, we submit to government or relevant authority on such proposed change.
CLIMATE CHANGE RISK	Over the longer term, Winton expects to operate in a climate that will progressively depart from the weather conditions and events currently experienced, to more acute challenges and risks arising from increasing climate variability and transitioning to a lower carbon economy. This is likely to have various impacts on the longer-term plans and operations of the Winton – specifically in relation to the design, build and construction of its Northbrook communities.	Winton will adopt the requirements under the Climate Related Disclosures requirements to disclose more detail on the risks and opportunities for its business and how different global warming scenarios would impact its strategy in FY24. This will highlight adaption and transitional risks relevant to Winton and the industry it operates in. Appointment of permanent Sustainability and External Relations Manager to ensure Winton understands the requirements and implications to new regulations.
FUNDING FOR STRATEGIC GOALS RISK	The risk of not being able to fund strategic decisions due to reduced balance sheet strength.	Winton continually evaluates its existing position and future cashflows to prevent cash shortages, securing additional equity or funding as required. Winton also continues to have flexibility in its portfolio, allowing it to adjust settlement dates or slow works as required to help avoid cash holes.
RESOURCE MANAGEMENT ACT (RMA) RISK	Winton's largest value uplift in its operations comes from re-zoning land to residential which is reliant on the RMA. Changes to the RMA could have a significant impact on Winton's business and profitability.	Winton undergoes thorough planning under guidance of external consultants prior to acquisition and during the initial stages of development to reduce risk in relation to RMA change. General engagement with external consultants and experts is regular and ongoing to ensure Winton is informed on potential legislative or statutory changes, and where appropriate, submits to government or relevant authority on such proposed change.

Corporate Governance continued

Health and Safety

Winton's internal Health and Safety Committee (with Board oversight) monitors and manages health and safety risk within the organisation, including through its supplier relationships. Winton adopts a systematic approach to the management of health and safety risks and has comprehensive health and safety documentation in place. The Company has continued to develop its health and safety system and as noted in the ESG Section on page 28, a master health and safety system has been refined and risk register developed for each business unit (across the land and vertical space) in recognition of the diverse nature of Winton's business activities. This system requires a strong level of communication and reporting across the design, procurement and contractor management phase of projects.

The Company encourages active involvement by Directors, senior management, employees and contractors to participate in improving health and safety within the organisation. Training across all levels of the business has been undertaken and ongoing training is carried out on a regular basis. As noted in the description of risks in this Principle 6 above, Winton ensures procedures are in place to identify hazards and record near misses or any incidents at both a corporate level and through our contractors. No notifiable events to WorkSafe NZ have occurred in respect of Winton's employees and all of Winton's contractors on each respective site are required to fully report all notifiable incidents not only to WorkSafe NZ, but to Winton as part of their extensive contractual health and safety obligations.

Tax Governance

Winton has implemented a Tax Governance Framework, which sets out the policies and processes in place to manage Winton's tax objectives, identification of tax risks, and its tax reporting requirements to the Board. The Tax Governance Framework is reviewed by the CFO on an annual basis, or when material changes to the tax environment Winton operates in take place. Following each review, the CFO will report to the AFRC, who will in turn consider any changes or issues that need to be submitted to the Board for consideration. The Board is satisfied that Winton has effective policies and procedures to effectively manage Winton's tax risk and ensure that the Group meets its obligations. Winton continues to seek certainty on tax positions through proactive engagement with advisors and tax authorities. Overall, Winton adopts a risk-adverse stance on all tax issues, and engages qualified third party advisors to assist where appropriate.

Principle 7 – Auditors

"The board should ensure the quality and independence of the external audit process."

Audit

The Board is committed to ensure auditor independence is maintained, in accordance with strong governance practices and regulatory requirements. The Company has adopted an Auditor Independence Policy that is administered by the Audit and Financial Risk Committee.

The Auditor Independence Policy is a reflection of the Company's belief that the quality of external auditing is critical for the integrity of financial reporting, and provides an important protection for investors. The Policy addresses Recommendation 7.1 of the NZX Code and includes procedures for communication with an auditor, approval of an external audit firm, the monitoring of audit independence, the audit rotation requirements, the circumstances where it may be appropriate for an auditor to provide non-audit services and the responsibilities of Winton (including in relation to the monitoring of audit performance, value and fees).

Following the decision to rotate external auditors, EY was appointed, and approved by the shareholders at Winton's 2022 Annual Shareholders' Meeting.

EY, as the auditor of the FY23 financial statements, will be invited to attend this year's Annual Shareholders' Meeting.

Winton does not have a dedicated internal audit function. In addition to the robust external audit process, Winton's process to ensure internal compliance is through constant review, evaluation and improvement of the risk management process and internal controls.

Principle 8 – Shareholder Rights and Relations

"The board should respect the rights of shareholders and foster constructive relationships with shareholders that encourage them to engage with the issuer."

Investor Centre Website

Winton's Website contains a comprehensive set of investor-related material and data, including market disclosures, media releases, annual and interim reports, share-price information and copies of the Company Policies. It also contains details of Directors and employees.

Corporate Governance continued

Shareholder Communication

Winton welcomes communication and feedback from shareholders. Winton's Website provides contact details for shareholder and investor relations queries, and includes dates and times of shareholder meetings and investor calls. Winton's process following each results announcement is to hold an investor call to present the results and to allow investors and other stakeholders to ask questions.

Shareholders have the option of receiving their communications electronically, including by email, and are actively encouraged to take up this option.

Notice of Annual Shareholders' Meetings

The Annual Meeting of Shareholders will again be run as a virtual-only meeting. It is expected to be held on Wednesday, 25 October 2023 at 11.00am (NZDT). The Notice of Meeting will be circulated at least 20 working days before the meeting and will also be posted on Winton's Website.

In respect of voting rights, Winton shareholders have one vote per share they hold in Winton, and will have the right to vote on material or related party transactions in accordance with the NZX Listing Rules.

OTHER DISCLOSURES

Donations

The Company (or subsidiaries) paid a total of $96,000 in donations for the year ended 30 June 2023, including:

- $64,000 to Te Aitanga A Mahaki, in the form of building supplies to be used to help rebuild flood damaged properties in the Te Karaka, Gisborne community;
- $8,600 to the Mana Tāhuna Charitable Trust to help improve the wellbeing and health of families and individuals in the Tāhuna Queenstown community; and.
- various donations to the Graeme Dingle Foundation and each of the Hawkes Bay Evergreen Foundation and Matai Charitable Trust to help with the Gisborne and East Coast flood relief.

Dividends

The following dividends have been paid by the Company in the past two financial years:

DATE PAID	CENTS PER SHARE	TOTAL PAID FY23 $000'S	TOTAL PAID FY22 $000'S
14 SEPTEMBER 2022	1.07	3,174	-
15 MARCH 2023	2.06	6,110	-
TOTAL DIVIDENDS PER STATEMENT OF CHANGES IN EQUITY		**9,284**	**-**

NZX Waivers

The following waivers from the NZX Listing Rules were either granted and published by NZX within, or relied upon by the Company during, FY23:

- NZ RegCo approval under NZX Listing Rule 8.1.6 to include provisions in the Company's constitution which allow the Board to restrict the transfer of Winton's securities to 'overseas persons' as defined in the Overseas Investment Act 2005 and to require certain documentation and/or information in relation to a proposed transfer or transferee of Winton's securities, and
- a waiver from NZX Listing Rule 8.1.5, to the extent that rule would otherwise prevent Winton from suspending the voting rights attaching to securities in accordance with the process set out in the Company's constitution.

The conditions to these approvals and waiver are that Winton is given a non-standard (NS) designation, in terms of its listing on the NZX Main Board. An outline and Explanation of the Effects document is available at Winton's Website.

ASX Waivers

ASX also granted a waiver from ASX Listing Rules 8.10 to 8.11, to the extent necessary to permit Winton's constitution to contain the provisions outlined above that restrict certain transfers to "overseas persons" and suspect voting rights in relation to the same.

Disciplinary action taken by NZX, ASX or FMA during FY23

Nil.

Corporate Governance continued

INVESTOR STATISTICS

20 Largest Registered Shareholders as at 30 June 2023

RANK	HOLDER NAME	NO. OF SHARES	% OF SHARES
1.	Korama Limited	163,329,448	55.06
2.	Perpetual Corporate Trust Limited[1]	51,453,564	17.35
3.	Wanaka Partners, LLC	28,683,000	9.67
4.	JWAJ Limited	20,972,418	7.07
5.	0to60 Nominee Limited	5,145,356	1.73
6.	Peter Karl Christopher Huljich & John Hamish Bonshaw Irving	3,563,269	1.20
7.	Christopher Peter Huljich & Constance Maria Huljich & Elizabeth Ferguson Anne	2,967,294	1.00
8.	HWM (NZ) Holdings Limited	2,091,025	0.70
9.	FNZ Custodians Limited	1,725,632	0.58
10.	Kiowa 2018 Corporate Trustee Company Limited	1,286,339	0.43
11.	Motutapu Investments Limited	1,286,339	0.43
12.	Forsyth Barr Custodians Limited	948,229	0.32
13.	Jason Timothy Kilgour & Vaughan Charles Atkin	711,405	0.24
14.	Accident Compensation Corporation[2]	656,271	0.22
15.	HSBC Nominees (New Zealand) Limited[2]	582,627	0.20
16.	Joseph Davenport & Shelley Davenport	514,535	0.17
17.	Colin Ian Crombie & Heather Joy Hallam	514,535	0.17
18.	Leveraged Equities Finance Limited	504,700	0.17
19.	Forsyth Barr Custodians Limited	483,000	0.16
20.	Evenhall Pty Limited	385,901	0.13
TOTAL SHARES HELD BY TOP 20 SHAREHOLDERS		287,620,215	96.94
Balance of Shares		8,993,521	3.06
TOTAL OF ISSUED SHARES		**296,613,736**	**100.00**

1. Perpetual Corporate Trust Limited is the custodian for the TC Akarua Sub Trust. Macquarie Real Estate Management (Australia) is the manager of TC Akarua 2 Pty Limited, who is the trustee of the TC Akarua Sub Trust.

2. Shares held through the New Zealand Central Securities Depository Limited.

Distribution of Shareholders

The distribution of the ordinary shares and registered shareholdings as at 30 June 2023 is set out in the following table:

ORDINARY SHARES	NUMBER OF SHAREHOLDERS	SHAREHOLDERS %	NUMBER OF SHARES	SHARE %
1 TO 1,000	102	19.62	54,644	0.02
1,001 TO 5,000	173	33.27	468,878	0.16
5,001 TO 10,000	88	16.92	678,117	0.23
10,001 TO 50,000	95	18.27	2,166,169	0.73
50,001 TO 100,000	20	3.85	1,364,477	0.46
100,001 AND OVER	42	8.07	291,881,451	98.40
TOTAL	**520**	**100.00**	**296,613,736**	**100.00**

Corporate Governance continued

Geographical Spread of Shareholders

The geographical spread of the ordinary shares and registered shareholdings as at 30 June 2023 is set out in the following table:

ORDINARY SHARES	NUMBER OF SHAREHOLDERS	SHAREHOLDERS %	NUMBER OF SHARES	SHARE %
AUCKLAND & NORTHERN REGION	169	32.50	199,030,918	67.10
WELLINGTON & CENTRAL DISTRICTS	84	16.15	4,786,686	1.61
NELSON, MARLBOROUGH & CHRISTCHURCH	65	12.50	484,500	0.16
DUNEDIN & SOUTHLAND	51	9.81	2,070,730	0.70
HAMILTON & SURROUNDING DISTRICTS	69	13.27	1,098,072	0.37
OVERSEAS	82	15.77	89,142,830	30.06
TOTAL	**520**	**100.00**	**296,613,736**	**100.00**

Substantial Product Holders

The persons, who, for the purposes of section 293 of the Financial Markets Conduct Act 2013, were substantial product holders in the Company as at 30 June 2023 are as set out in the following table:

SUBSTANTIAL PRODUCT HOLDER	NUMBER OF SHARES WHEN NOTICE WAS FILED	% OF SHARES HELD AT DATE OF NOTICE
KORAMA LIMITED	163,329,448	55.06
TC AKARUA SUB TRUST	51,453,564	17.35
WANAKA PARTNERS, LLC	28,683,000	9.67
JWAJ LIMITED	20,972,418	7.07

The total number of voting securities on issue as at 30 June 2023 was 296,613,736.

DIRECTORS' STATEMENT

The Board is responsible for preparing the Annual Report. This report is dated 22 August 2023 and is signed on behalf of the Board of Winton Land Limited by Chris Meehan, Chair and Anna Molloy, Director.

Chris Meehan
Chair

Anna Molloy
Director

GLOSSARY

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Stock Exchange.

Board means the Board of Directors of Winton Land Limited.

Director means a current director of the Board.

Northbrook means Winton's luxury later living brand.

NZ RegCo means NZX Regulation Limited.

NZX means the New Zealand Stock Exchange.

Winton and/or **Company** means Winton Land Limited, and where applicable, includes all subsidiaries of Winton Land Limited.

Winton's Website means www.winton.nz/investorcentre/.

Directory

Company

Winton Land Limited
NZCN 6310507
ARBN 655 601 568

Board of Directors

Chris Meehan, Chair
Michaela Meehan
David Liptak
Julian Cook
Anna Molloy
Glen Tupuhi
Steven Joyce
James Kemp
Jelte Bakker (alternate for James Kemp)

Senior Management Team

Chris Meehan, Chief Executive Officer
Simon Ash, Chief Operating Officer
Jean McMahon, Chief Financial Officer
Justine Hollows, General Manager Corporate Services
Duncan Elley, General Manager Project Delivery

Company Secretary

Justine Hollows

Registered Office

New Zealand:
Level 4, 10 Viaduct Harbour Avenue
Auckland 1010
New Zealand

Australia:
c/- Mills Oakley
Level 7, 151 Clarence Street
Sydney, NSW 2000
Australia

Mailing Address and Contact Details
P O Box 105526
Auckland 1143
New Zealand
Telephone: +64 9 377 7003
Website: www.winton.nz

Auditor

Ernst & Young
2 Takutai Square
Auckland 1010
New Zealand

Legal Advisors

New Zealand:
Chapman Tripp
Level 34, PwC Tower
15 Customs Street West
Auckland 1010
New Zealand

Australia:
Mills Oakley
Level 7, 151 Clarence Street
Sydney, NSW 2000
Australia

Share Registry

Winton's share register is maintained by Link Market Services Limited. Link is your first point of contact for any queries regarding your investment in Winton. You can view your investment, indicate your preference for electronic communications, access and update your details and view information relating to dividends and transaction history at any time by visiting the Link Investor Centre at the addresses noted below.

Registry

New Zealand:
Link Market Services Limited
Level 30, PwC Tower
15 Customs Street West
Auckland 1010
New Zealand
Telephone: +64 9 375 5998
Email: enquiries@linkmarketservices.co.nz
Website: www.linkmarketservices.co.nz

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Link Market Services Limited
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Telephone: +61 1300 554 474
Email: enquiries@linkmarketservices.com.au
Website: www.linkmarketservices.com.au

Investors

investors@winton.nz

NORTHLAKE
WANAKA


WINTON
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