

Precinct Special Meeting

11 May 2023

Welcome

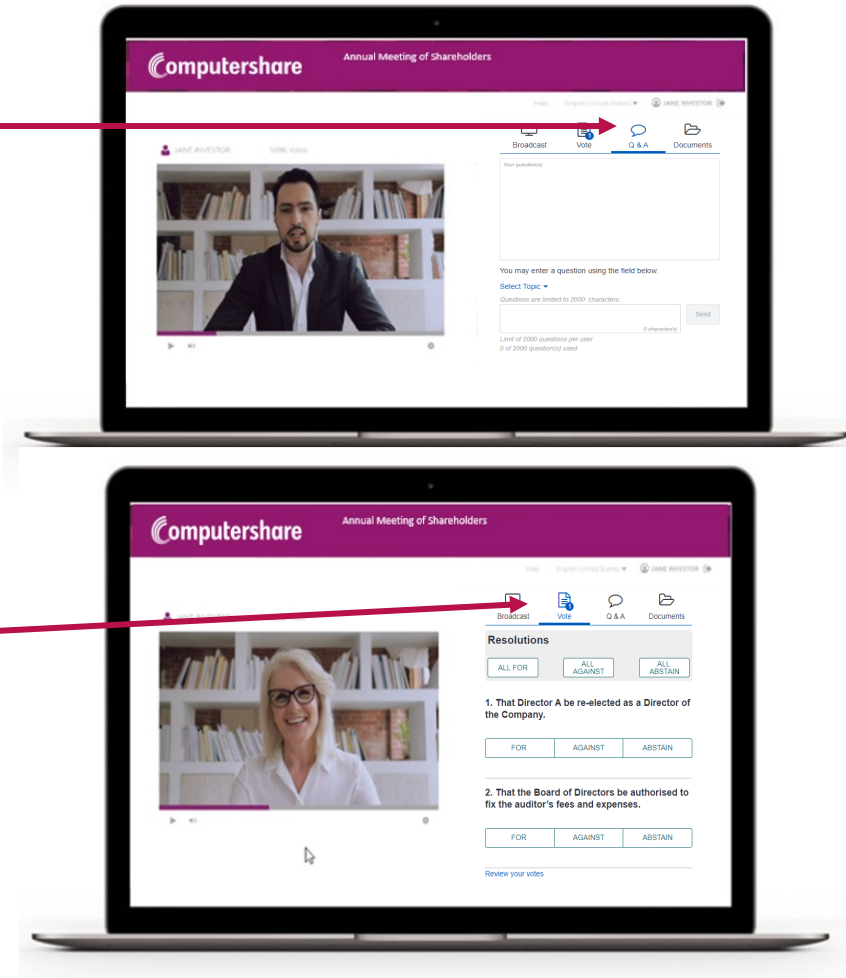
and good afternoon

Craig Stobo,
Independent Director and
Chair



Online questions and voting

- Questions can now be submitted through the webcast
- Questions will be addressed at relevant time in meeting
- Opening of voting



Board and Executive Team

Board of Directors

Craig Stobo

Independent Director and Chair

Nicola Greer

Independent Director

Graeme Wong

Independent Director

Mark Tume

Independent Director

Anne Urlwin

Independent Director

Chris Judd

Independent Director

Executive Team

Scott Pritchard

Chief Executive Officer

George Crawford

Deputy Chief Executive Officer

Richard Hilder

Chief Financial Officer


Meeting agenda

- Consider and vote on **one Special Resolution**
- Questions and Answers

Introduction

- Precinct announced on 18 April 2023 the proposal for Precinct to move to a stapled structure.
- The stapling comprises a proposal by Precinct to undertake a corporate restructuring.
- In order to give effect to the stapling proposal, amendments need to be made to Precinct's constitution.





Precinct has
continued to
evolve over
the past
several years

Successful execution



- Successfully completed \$1.6bn of development of prime grade real estate
- Generator – Precinct's shared workspace business
- Established third party capital partnerships
- Residential development business established
- Selected as the preferred development partner for the Downtown Carpark site in Auckland



Strategic focus

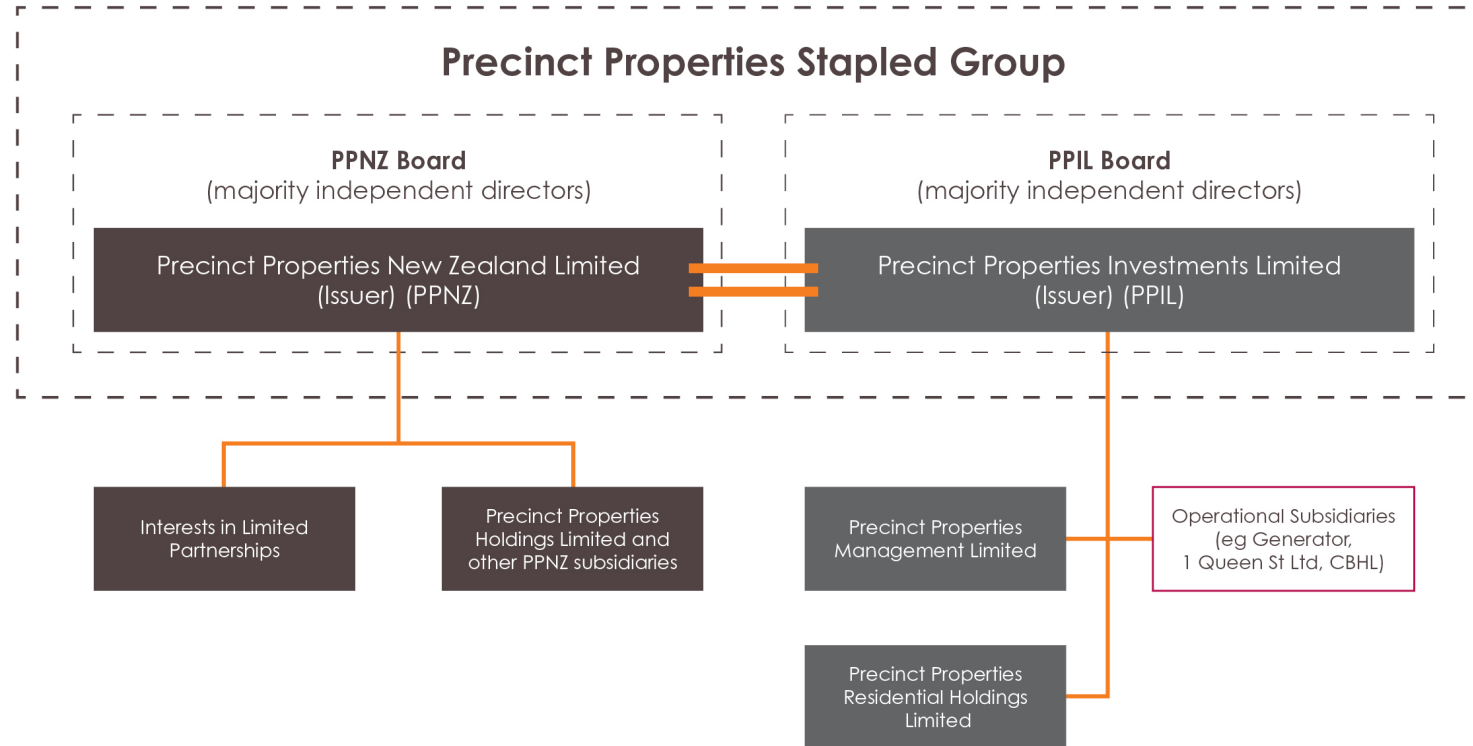
Strategy continues to evolve as value-add opportunities are explored and executed

Why move to a stapled structure



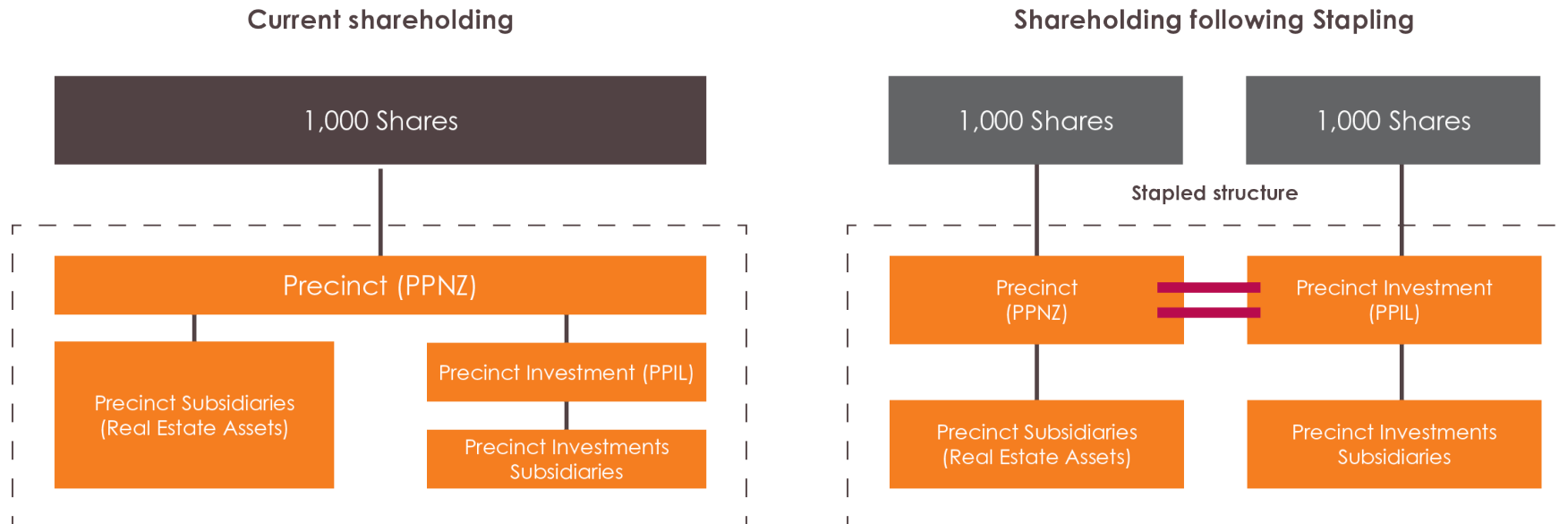
The proposed stapled structure, combined with strategy execution is expected to provide the most robust company structure for Precinct to enable growth.

Precinct Stapled Group Structure



Shareholding Post Proposed Stapling

There is no change in the underlying assets represented by your shareholding



Short term impact of proposed Stapling

Illustrative example

	Current Structure	Stapled structure						
		Proforma dividend split		Investor personal tax rate				
		PPNZ	PPIL	39.0%	33.0%	30.0%	17.5%	10.5%
Dividend to Shareholders								
Net Dividend	6.70	6.26	0.44	6.70	6.70	6.70	6.70	6.70
Imputation Credits	-	-	0.08	0.08	0.08	0.08	0.08	0.08
Gross Dividend	6.70	6.26	0.52	6.78	6.78	6.78	6.78	6.78
Excluded PIE income	6.70	6.26	-	6.26	6.26	6.26	6.26	6.26
Gross imputed dividend	-	-	0.52	0.52	0.52	0.52	0.52	0.52
Tax at investor tax rate (cps)	N/A	N/A	N/A	0.12	0.09	0.07	0.01	0.00
Investor after tax dividend (entity level)	6.70	N/A	N/A	6.58	6.61	6.62	6.69	6.70





The proposed stapled structure, combined with strategy execution, is expected to provide significant long-term benefits to Precinct and its shareholders

If Stapling is not approved

- If Shareholder approval is not obtained, Precinct's constitution cannot be amended, and stapling will not occur.
 - Retaining Precinct's existing company structure will require Precinct to limit its strategic aspirations and opportunities.
 - Precinct will be constrained in its ability to continue to grow its management and operational business or pursue new growth opportunities to adhere to PIE rules.
 - Precinct will remain listed on the NZX Main Board but will not be a part of a Stapled Group with Precinct Investments. Precinct Investments will remain a subsidiary of PPNZ.



Summary

- The proposed stapled structure, combined with continued strategy execution, is:
 - Expected to provide significant long-term benefits to Precinct and its shareholders;
 - Anticipated to provide earnings growth; and
 - Ensures Precinct retains its PIE tax status.





Shareholder Q&A

Formal Business

A modern, bright office lounge with large windows, people sitting at tables, and a semi-transparent text overlay reading "Formal Business". The scene is a contemporary office lounge with large windows overlooking a city. Several people are seated at tables, some working on laptops. The room features modern furniture, including a long white sofa, armchairs, and a round table. The text "Formal Business" is overlaid in a large, red, sans-serif font.

Special Resolution

“That the Constitution of Precinct Properties New Zealand Limited ("Precinct") be revoked and Precinct adopt a replacement Constitution in the form described in the Notice of Meeting and Explanatory Memorandum and tabled at the Special Meeting and signed by the Chair for the purpose of identification to take effect from a time determined by the board of directors of Precinct and notified to NZX, and provided that this resolution will be deemed not to have been passed unless the board resolve that, in the board’s view, the adoption of the replacement Constitution remains in the best interests of Precinct and its Shareholders taken as a whole.”

The Board unanimously supports and recommends that shareholders vote in favour of the Special Resolution.



Voting and closure

- We will now proceed to a poll and conclude the meeting
- The results will be announced to the NZX

Thank you