

NOTICE OF MEETING

Dear Shareholder

We invite you to join us for the Annual Meeting of Shareholders of Arvida Group Limited (Arvida), to be held:

Where:

- **In person:** JW Marriott (Ballroom 1 & 2), 22-26 Albert Street, Auckland CBD; or
- **Virtually / online:** via Computershare's virtual meeting platform www.meetnow.global/nz using both desktop and mobile devices.

When: Wednesday, 25 September 2024 commencing at 2:00pm

Instructions and further details on how to attend and participate in the Annual Meeting are set out in the Explanatory Notes in this Notice of Annual Meeting and the Virtual Meeting Guide available at www.computershare.com/vm-guide-nz.

This Annual Meeting has been rescheduled, as advised, as a consequence of Arvida entering into a scheme implementation agreement with Stonepeak Alps BidCo Limited on 20 July 2024 (SIA).

The proposed scheme under the SIA will be discussed at the Annual Meeting.

Items of business

1. **Chair's Introduction**
2. **Chief Executive Officer's Review**
3. **Resolutions**

To consider, and if thought fit, to pass the following ordinary resolutions:

Resolution 1 - Re-election of Susan Paterson:

That Susan Paterson be re-elected as a Director. *Please see explanatory note 1 for further details.*

Resolution 2 - Re-election of Susan Peterson:

That Susan Peterson be re-elected as a Director. *Please see explanatory note 1 for further details.*

Resolution 3 - Auditor's Remuneration:

That the Board is authorised to fix the auditor's remuneration. *Please see explanatory note 2 for further details.*

4. **General Business**

To consider any other business that may properly be brought before the meeting.

Further information relating to these resolutions is set out in the Explanatory Notes accompanying this Notice of Meeting. Please read and consider the resolutions together with the notes.

A recording of the Annual Meeting will be available for viewing on Arvida's website after the conclusion of the Annual Meeting.

The Board and management look forward to welcoming you to the 2024 Annual Meeting.

By order of the Board of Directors,

Anthony Beverley, Chair
26 August 2024





EXPLANATORY NOTES

Explanatory Note 1

Re-election of Directors

Under rule 2.7.1 of the NZX Listing Rules (the **Listing Rules**), a director must not hold office past the third annual meeting following appointment or three years, whichever is longer, without being re-elected by shareholders.

Accordingly, Susan Paterson and Susan Peterson, who were last elected at the 2021 Annual Meeting, are retiring from office at this year's Annual Meeting and, being eligible, each offer themselves for re-election.

Both Directors are standing with the Board's unanimous support and both are considered by the Board to be Independent Directors for the purposes of the Listing Rules.

A brief biography of each Director's history and experience is set out below.

Both Directors intend to abstain from voting any shares or discretionary proxies they hold, on their respective re-election.

PROFILE

SUSAN PATERSON

Term of Office

Appointed Director on 7 May 2015, re-elected Director on 21 August 2015, 6 July 2018 and 2 July 2021.

Board Representation

Susan has over 25 years' experience as a professional director, having served on a number of private and public boards. She has a deep understanding of the health sector, with many years spent as a clinician as well as a practice owner. She also brings wide property and building materials experience, alongside years of governance in technology.

In 2015, Susan was appointed an Officer of the New Zealand Order of Merit for her services to corporate governance.



Susan chairs Steel and Tube Limited, EROAD Limited and Theta System Limited. Other directorships include the Reserve Bank of New Zealand (Governance), Les Mills Holdings Limited and Lodestone Energy Limited. Past directorships include Airways NZ (Chair), Electricity Authority, Goodman Property Trust, Transpower NZ Limited and Abano Healthcare Group Limited.

PROFILE

SUSAN PETERSON

Term of Office

Appointed Director on 1 November 2020 and re-elected Director on 2 July 2021.

Board Representation

As an experienced business leader, Susan has a particular interest in helping companies to drive growth through technology, innovation and organisational culture. She currently chairs Vista Group Limited and is a director of Xero Limited, Mercury Limited and Craigs Investment Partners.

Susan's past directorships include Property for Industry Limited, Trustpower Limited (Manawa Energy Limited), ASB Bank, The NZ Merino Company Limited and Compac Sorting Solutions. Susan has also been a tribunal member on the New Zealand Markets Disciplinary Tribunal, a member of the IHC board and a Ministerial Appointee to the National Advisory Council for the Employment of Women.



Explanatory Note 2

Auditor's Remuneration

Ernst & Young is automatically reappointed as the auditor of Arvida under section 207T of the Companies Act 1993. Under section 207S of the Companies Act auditor's fees and expenses must be fixed in the manner determined at the Annual Meeting. Shareholder approval is therefore sought for the Board to fix Ernst & Young's remuneration for the following year.



VIRTUAL MEETING - INSTRUCTIONS

The 2024 Annual Meeting will be a hybrid meeting. All shareholders will have the opportunity to attend, participate, vote, and ask questions in person or virtually via our share registrar's online platform.

The Annual Meeting will be accessible on both desktop and mobile devices.

How to attend the virtual meeting

Shareholders can attend the meeting virtually through the Computershare Investor Services Limited meeting platform www.meetnow.global/nz.

To access the virtual meeting, click 'Go' under the Arvida Group Limited meeting and then click 'JOIN MEETING NOW'. By using the meeting platform, you will be able to watch the meeting, vote and ask questions online using your mobile or desktop device. Please refer to the Virtual Meeting Guide www.computershare.com/vm-guide-nz for more information. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

If you have any questions, or need assistance with the online process, please contact Computershare Investor Services Limited on +64 9 488 8777 between 8.30am and 5.00pm Monday to Friday.

Audio will stream through the selected device, so shareholders will need to ensure that they have the volume control on their headphones or device turned up.

Shareholders will be able to view the presentations, vote on the resolutions to be put to shareholders and ask questions, by using their own desktop or mobile device. Shareholders will still be able to appoint a proxy to vote for them or send a postal vote, as they otherwise would, by following the instructions on the proxy and voting form and this Notice of Annual Meeting.

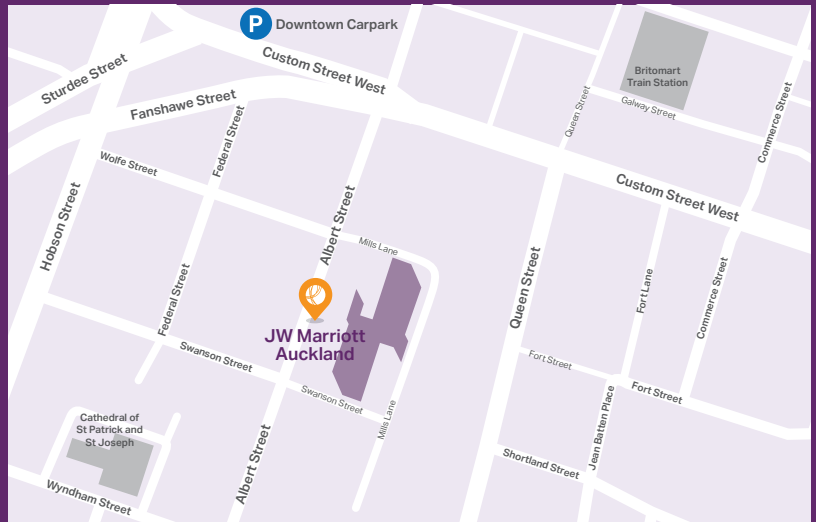
Details of how to participate virtually are provided in the accompanying Virtual Meeting Guide www.computershare.com/vm-guide-nz with instructions for accessing the virtual meeting. Shareholders are encouraged to review this guide prior to the Annual Meeting. Shareholders will require their CSN/ Securityholder Number, which can be found on their proxy and voting form, for verification purposes.

DIRECTIONS

Time 2.00 pm Wednesday, 25 September 2024

Venue JW Marriott
22-26 Albert Street
Auckland CBD

Parking Valet parking is available at the Marriott (\$60) or public parking is available at the Downtown car park on Customs Street West.



PROCEDURAL NOTES

1. The persons who will be entitled to vote on the resolutions at the Annual Meeting are those persons who will be the shareholders of Arvida at 5:00pm on Monday 23 September 2024.
2. The ordinary resolutions must be passed by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person, by proxy or by postal vote.

Proxy Appointment & Form

3. A shareholder may vote at the Annual Meeting either in person, by proxy or by postal vote. A body corporate which is a shareholder may appoint a representative to attend the Annual Meeting on its behalf in the same manner as that in which it could appoint a proxy.
4. A proxy can be any person of your choice and does not have to be a shareholder of Arvida, and you may appoint the chairperson of the meeting (or any other director) to act as proxy. If you have inadvertently not named a proxy, or your named proxy does not attend the meeting, the chairperson will be your proxy and vote in accordance with your expressed direction.
5. A proxy will vote the shares for which they are proxy as directed in the proxy form or, if voting is left to the proxy's discretion, the proxy will decide how to vote on the resolutions (or on any motions from the floor moved at the meeting). If a proxy is given discretion to vote on a resolution, but the proxy is restricted from voting on that resolution, the proxy must not exercise proxy discretion on such resolution.

6. If the Chairperson (or any other Director) is appointed as proxy and the voting is left to his discretion, the Chairperson (or any other Director) intends to vote in favour of all Resolutions.
7. A proxy form is enclosed and, if used, must be lodged with the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the time of the holding of the meeting, being 2.00 pm on Monday, 23 September 2024.

Postal Votes & Electronic Voting

8. Instead of voting in person or by proxy a shareholder may cast a postal vote on all or any of the matters to be voted on at the meeting. The Board has authorised Mark Wells to receive and count postal votes at the meeting.
9. A postal voting form is enclosed with this notice (combined with the proxy form). If you wish to cast a postal vote you must, not less than 48 hours before the start of the meeting, being 2.00 pm on Monday, 23 September 2024, either:
 - vote online at www.investorvote.co.nz or by scanning the QR code on the Proxy/Voting Form; or
 - complete the Proxy/Voting Form and send it to Computershare Investor Services Limited, in accordance with the instructions set out on the form.