



Notice of 2025 Annual Meeting

Heartland Group Holdings Limited (Heartland) invites you, our shareholders, to join us at our hybrid annual meeting (Annual Meeting).



Dear Shareholders,

On behalf of Heartland's board of directors (**Board**), I am pleased to invite you to Heartland's 2025 Annual Meeting. As we celebrate Heartland's 150-year history, which began with the founding of the Ashburton Permanent Building & Investment Society in 1875, it is an honour and a pleasure to host this year's Annual Meeting in Ashburton, where Heartland's story first began. The meeting will be held online at virtualmeeting.co.nz/hgh25 and in person at Hotel Ashburton, Ashburton, New Zealand on Thursday 13 November 2025, commencing at 10.00am (New Zealand time).

At this year's Annual Meeting, we will discuss Heartland's performance for the financial year ended 30 June 2025 (**FY2025**) and update you on Heartland's strategy for the year ahead.

Shareholders will also be asked to vote on the board's authority to fix the auditor's remuneration.

If you are unable to attend the Annual Meeting either in person or online, I encourage you to cast a postal vote or appoint a proxy to attend and vote at the Annual Meeting on your behalf. Your personalised voting form accompanies this Notice of Meeting.

For those shareholders who are attending the Annual Meeting in person, please bring the enclosed voting form with you to assist with your registration.

You are invited to join the Board and senior management for light refreshments at the conclusion of the meeting.

On behalf of the Board,

A handwritten signature in dark ink, appearing to be 'Greg Tomlinson', written over a horizontal line.

Greg Tomlinson
Chair of the Board

Agenda for the Annual Meeting

- A. Chair's welcome and address
- B. Chief Executive Officer's address
- C. NZ Bank CEO's address
- D. AU Bank CEO's address
- E. Shareholder discussion
- F. Formal business

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

Resolution 1: Auditor's remuneration

That the Board be authorised to fix the remuneration of Heartland's auditor, PwC, for the financial year ending 30 June 2026.

Resolution 1 is an ordinary resolution, requiring approval by a majority (being more than 50%) of the votes of those shareholders entitled to vote and voting.

A brief description of this resolution is included in the explanatory notes. The Board unanimously supports this resolution.

Explanatory notes

Resolution 1: Auditor's remuneration

PwC will be automatically reappointed as Heartland's auditor under section 207T of the Companies Act 1993. It is proposed that the Board be authorised to fix PwC's remuneration for the year ending 30 June 2026 in accordance with section 207S of the Companies Act 1993.

Procedural notes

Voting

Each shareholder will be entitled to one vote for every share held as at 5pm (New Zealand time) on 11 November 2025.

Your right to vote may be exercised by:

- attending the meeting and voting in person
- attending the online meeting and voting online
- submitting a postal vote
- appointing a proxy (or representative) to attend the meeting and vote on your behalf (**Proxy**).

If you are attending the meeting in person, please bring the enclosed voting form that will act as your admission card to the meeting.

How to submit a postal vote or appoint a Proxy

If you are not able to attend the Annual Meeting, either in person or online, but wish to submit a postal vote or appoint a Proxy to attend the meeting and vote on your behalf, you can:

- lodge your postal vote or appoint a Proxy online at vote.cm.mpms.mufig.com/HGH. You will be required to enter your CSN/Holder Number and Authorisation Code (**FIN**). If you do not have a FIN number, please contact MUFG Pension & Market Services at 09 375 5998 or enquiries.nz@cm.mpms.mufig.com
- complete and return your voting form in accordance with the instructions on the voting form.

A Proxy need not be a shareholder of Heartland. If you wish, you may appoint the Chair of the meeting as your Proxy. To do so, please write "Chair of the meeting" in the relevant section of the voting form. The Chair will vote according to your instructions. If the Chair is not instructed how to vote, the Chair intends to vote in favour of the resolution.

For your vote or Proxy to be effective, your

completed voting form must be received by MUFG Pension & Market Services, or your postal vote or your Proxy appointment lodged online, by no later than **10.00am (New Zealand time) on 11 November 2025**.

How to attend the online meeting

To attend the online meeting, please go to virtualmeeting.co.nz/hgh25. Shareholders attending online will be able to vote during the Annual Meeting. **Shareholders who will be attending the online meeting and wish to ask a question are encouraged to submit their question(s) prior to the Annual Meeting in accordance with the instructions below.** More information regarding virtual attendance at the Annual Meeting (including how to vote during the meeting) is available in the Virtual Meeting Guide available at https://mail.cm.mpms.mufig.com/MUFG/MUFG_VirtualMeetingGuide.pdf.

Shareholder questions prior to the Annual Meeting

Shareholders are encouraged to submit questions in advance of the Annual Meeting. Shareholders present at the Annual Meeting, whether in person or online, will have the opportunity to ask questions during the meeting. If you cannot attend the Annual Meeting in person or online, but would like to ask a question, you can submit a question by going to vote.cm.mpms.mufig.com/HGH or emailing your Proxy Form with your question to meetings.nz@cm.mpms.mufig.com (please put the words "Heartland Group Holdings Proxy Form" in the subject line to enable easy identification). Shareholder questions will need to be submitted by **10.00am (New Zealand time) on 11 November 2025**. Questions should relate to matters being addressed at the Annual Meeting.

Venue and parking information

The physical meeting is being held in the Valetta and Arrowsmith rooms at Hotel Ashburton.

11/35 Racecourse Road, Allenton, Ashburton 7700.

Free parking is available onsite.

For more information about getting to the venue, visit

<https://www.hotelash.co.nz/conferences-and-functions/hotel-floor-plan/>





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