

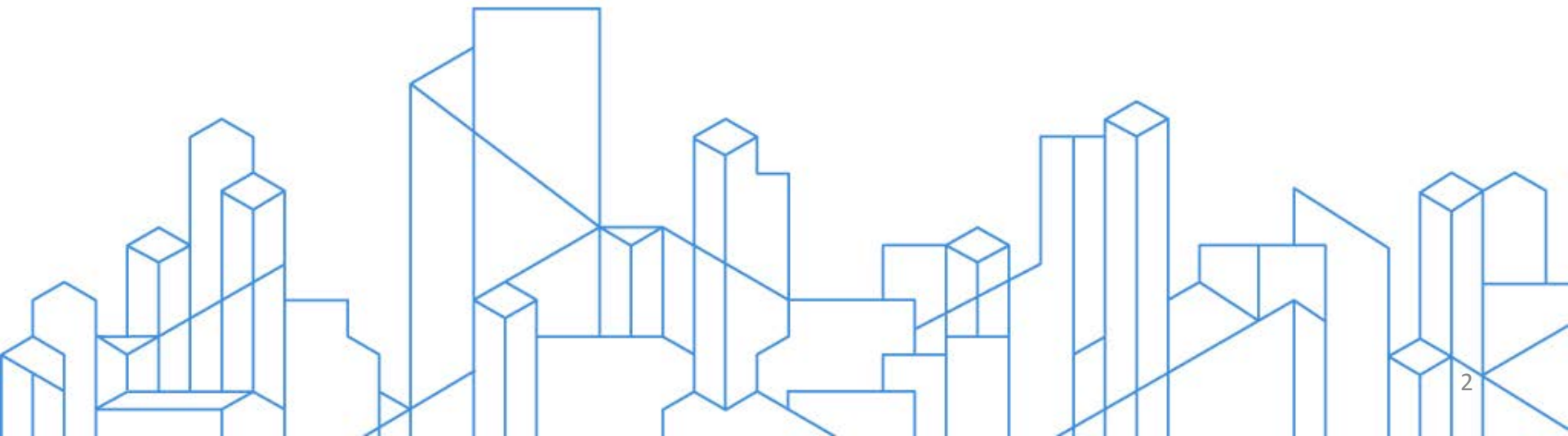
Special Meeting of Shareholders

21 April 2017



Tony Sewell

Board Chairman



Introductions – NPT Board

Tony Sewell

**NON-EXECUTIVE INDEPENDENT
CHAIRMAN**

Jim Sherwin

**NON-EXECUTIVE INDEPENDENT
DIRECTOR**

Carol Campbell

**NON-EXECUTIVE INDEPENDENT
DIRECTOR**

Introductions – Representatives of Kiwi Property

Chris Gudgeon
CHIEF EXECUTIVE

Gavin Parker
CHIEF OPERATING OFFICER

Agenda:

A. Kiwi Property Proposal

- Address by the Board
- Discussion
- Voting on Resolution 1

B. Resolutions proposed by Augusta Capital Limited

- Address by each Director and nominated Director
- Discussion
- Voting on Resolutions 2 -6

Kiwi Property Proposal Resolution 1



Resolution 1:

That:

(a) Approval of purchase of properties

for the purposes of Listing Rule 9.1.1, the acquisition by wholly-owned subsidiaries of NPT of two properties from a wholly-owned subsidiary of Kiwi Property Group Limited (being the properties known as The Majestic Centre at 88-122 Willis Street, Wellington and North City Shopping Centre at 2 Titahi Bay Road and Lyttelton Avenue, Porirua) on the terms set out in agreements for sale and purchase dated 29 March 2017 for a total purchase price of \$230 million; and

(b) Approval of issuance of Shares

for the purposes of Listing Rule 7.3.1(a), the issue of new ordinary shares to Kiwi Property Group Limited at an issue price per share to be calculated in the manner set out in the Explanatory Notes to the Notice of Meeting and in such number that, immediately after such issue, Kiwi Property Group Limited holds approximately 19.9% of the total number of ordinary shares on issue (being the 161,920,433 ordinary shares on issue as at 29 March 2017, plus the total number of ordinary shares to be issued under the Entitlement Offer and the number of ordinary shares to be issued to Kiwi Property Group Limited under and in accordance with this resolution),

as described in each case in more detail in the Explanatory Notes accompanying the Notice of Meeting be and are approved.

Summary of the Kiwi Property Proposal

- NPT subsidiaries will purchase The Majestic Centre in central Wellington and North City Shopping Centre in Porirua (together the “Kiwi Properties”) from a Kiwi Property subsidiary for total consideration of \$230 million. This price is supported by independent market valuations dated 31 December 2016, which were jointly commissioned by Kiwi Property and NPT
- The consideration from NPT is expected to be funded through¹:
 - an extension of NPT’s bank facilities of up to \$170 million (an additional \$86.6 million drawn);
 - a proposed entitlement offer to raise approximately \$93.9 million; and
 - Kiwi Property subscribing for 19.9% of new NPT shares which is expected to raise approximately \$47.9 million

¹ The numbers are approximate and subject to change, dependent on the terms and outcome of the entitlement offer and the prevailing value of shares.

Summary of the Kiwi Property Proposal

- In addition, Kiwi Property will acquire the right to manage NPT and its property portfolio under the terms of the Management Agreement in return for a one-off \$6 million cash payment to NPT²
- The Kiwi Property Proposal is conditional upon shareholders approving Resolution 1, the successful execution of the entitlement offer, NPT obtaining sufficient funding for the Kiwi Property Proposal on terms acceptable to NPT and approval from the Overseas Investment Office (which approval has now been received).

² If one of the sale and purchase agreements was terminated due to the property becoming “untenantable” (as defined in the sale and purchase agreements), NPT could elect to proceed with only one sale and purchase agreement. In this event, Kiwi Property would pay \$4 million to NPT in consideration for the entry into the Management Agreement and would subscribe for such number of new shares so that it would hold approximately 11% of the total number of shares on issue post the Entitlement Offer.

Board's view of the Kiwi Property Proposal

- ✓ Provides the best opportunity to create long-term value for shareholders when weighed against alternatives presented to NPT, including the status quo
- ✓ Expected to drive a 9.7% increase to FY18F pro forma Distributable Profit per share and a 7.0% increase to FY18F pro forma dividend per share depending on the terms of the Entitlement Offer
- ✓ More than doubles the size of NPT's property portfolio, from a value of \$170 million to over \$400 million
- ✓ Provides a platform for future growth including through access to management from Kiwi Property
- ✓ Market leading management contract with a right for NPT to terminate without cause after five years with shareholder approval upon payment of a fee

Note: For further detail please refer to the Notice of Meeting.

**Resolutions proposed by
Augusta Capital Limited
Resolutions 2 - 6**

Resolution 2:

That James William Sherwin be removed from office as a director of NPT with immediate effect

Resolution 3:

That Anthony William Sewell be removed from office as a director of NPT with immediate effect

Resolution 4:

That Robert Allen Bollard be elected as a director of NPT with immediate effect

Resolution 5:

That Donald Bruce Cotterill be elected as a director of NPT with immediate effect

Resolution 6:

That Paul John Duffy be elected as a director of NPT with immediate effect

**Please complete and hand
in your voting cards**

General business

