

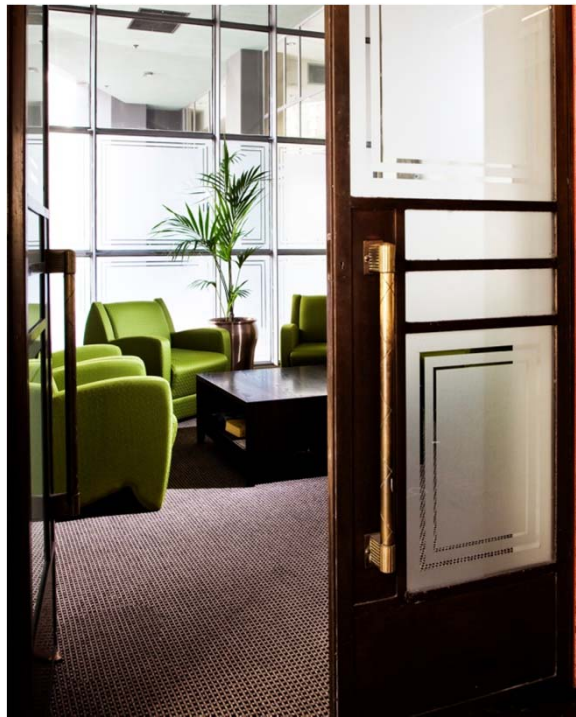
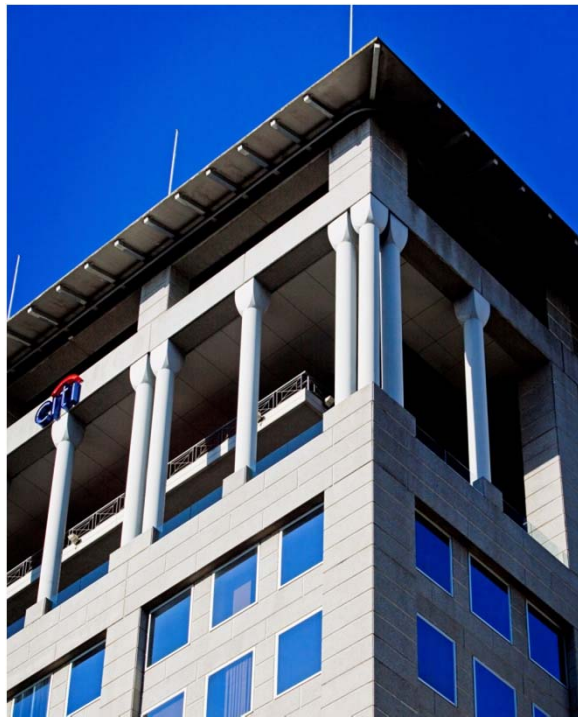


► Property Trust

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ARGOSY PROPERTY TRUST

MANAGEMENT INTERNALISATION PROPOSAL



KEY POINTS OF CONDITIONAL AGREEMENT¹

- ▶ Payment of \$32.5 million for termination of the management rights currently held by OnePath (NZ) Ltd (“OnePath”), a wholly owned subsidiary of ANZ National Bank Limited.
 - ▶ Earnings accretive to Argosy unitholders
 - ▶ Seeking tax deduction on payment
 - ▶ Funded through increased debt and on-going property sales
- ▶ Settlement currently planned to be 31 August 2011, or as soon thereafter as the conditions are fulfilled.
- ▶ It is anticipated that key staff will transfer to the Trust.
- ▶ The property management agreement between OnePath and the Manager will terminate on settlement

1. Agreement remains subject to contract.

INTERNALISATION ACHIEVED

- ▶ Argosy Property Management Limited will retire as Manager of the Trust, effective from settlement.
 - ▶ A new manager will be established, operating on a cost recovery basis and will be answerable to unitholders.
 - ▶ Unitholders will appoint the board of the new manager and determine any substantive changes to the operation of the new manager.
 - ▶ Option retained to corporatise or staple the manager in the future, with unitholder approval.
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KEY ISSUES

- ▶ OnePath is able to sell the Manager to a third party without unitholder approval, and we understand had received higher value proposals.
 - ▶ OnePath accepted that it was likely to be in the best interests of unitholders to internalise the management.
 - ▶ The resulting transaction:
 - ▶ Provides for the orderly transfer of staff, information and systems
 - ▶ Provides significant additional control to unitholders through an effective internalisation
 - ▶ Provides more certainty to unitholders and is earnings accretive
 - ▶ Other options had the risk of significant unit price and/or earnings erosion.
 - ▶ The independent directors will vote in favour of this transaction subject to conditions being met.
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CONDITIONS

- ▶ The proposal is conditional on:
 - (a) OnePath (ANZ) board approval;
 - (b) Argosy Property Management Limited board approval;
 - (c) Unitholder approval;
 - (d) Grant Samuel & Associates providing an independent report, acceptable to the independent directors, which states that the deal is fair and reasonable for unitholders; and
 - (e) Approval of the Trustee and the Trust's financiers.
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UNITHOLDER APPROVAL

Unitholders of the Trust will be asked to approve:

- ▶ Payment of \$32.5m for termination of the management arrangements.
 - ▶ Variations to the Trust Deed to incorporate the following (in summary):
 - ▶ deletion of the provisions relating to remuneration of the Manager, but allowing costs reimbursement
 - ▶ deletion of the provision for a payment to the Manager on termination
 - ▶ giving unitholders of the Trust the right to vote on the appointment of all directors of the Manager
 - ▶ rights to appoint and remove manager remain with unitholders
 - ▶ The appointment of a new manager
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DISCLAIMER

This presentation has been prepared by Argosy Property Management Limited (the “Manager”) as manager of the Argosy Property Trust (the “Trust”). The details in this presentation provide general information only. It is not intended as investment or financial advice and must not be relied on as such. You should obtain independent professional advice prior to making any decision relating to your investment or financial needs.

The provision of this presentation does not constitute an offer, invitation or recommendation to subscribe for or purchase units in the Trust.

Past performance is no indication of future performance.

No money is currently being sought, and no applications for units will be accepted, or money received, unless the unitholders have received an investment statement and a registered prospectus from the Trust.
