

SHARE PURCHASE PLAN 15 JANUARY 2013

The Argosy Property Limited ("**Argosy**" or the "**Company**") Share Purchase Plan ("**SPP**") offers all eligible shareholders the opportunity to subscribe for ordinary shares in Argosy ("**Shares**") having a value of up to \$15,000.

Participation in the SPP is optional, and is subject to the terms and conditions in this booklet.

This is an important document. You should read the whole document before deciding whether to subscribe for shares. If you have any doubts as to what you should do, please consult your financial or other professional adviser.

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KEY INFORMATION

Eligibility	You may participate in the SPP if you are a shareholder of Argosy at 5.00pm on the Record Date, with a registered address in New Zealand.
Equal participation	Each eligible participant in the SPP has the right to apply for up to the same number of Shares (calculated by reference to a total dollar amount), and on the same terms and conditions, as each other eligible participant.
Transferability	The offer made under this SPP is personal to you. It cannot be transferred to another person.
Application amount	You apply for a dollar amount of Shares, not for a certain number of Shares. The minimum amount you can apply for is \$1,000. Application amounts must be in multiples of \$1,000. You can apply for up to \$15,000 of Shares. When you complete your Application Form, you will be asked to specify a dollar amount of Shares you wish to subscribe for in a multiple of \$1,000.
Issue price of Shares	The Shares you receive under the SPP will be issued to you at \$0.88 per Share.
How to apply	You can choose to participate in the SPP by completing the Application Form enclosed with this booklet. You should read the instructions on the Application Form carefully. You need to return your completed Application Form to the address on the Application Form. Applications MUST be received by 5.00pm on 5 February 2013 to be accepted.
Receiving your Shares	You will receive your Shares by 11 February 2013.
Scaling	Argosy is seeking to raise up to \$20 million under this SPP. If applications are received for amounts in excess of this sum, all applications will be scaled and reduced at Argosy's discretion.

KEY DATES

Record Date	10 January 2013
Offer Period	17 January to 5 February 2013
Allotment Date	Close of business on 11 February 2013

IMPORTANT NOTICE

The market price of Shares may change between the date of this SPP offer and the date when Shares are allotted to you. As a result, the issue price you pay for Shares allotted to you under the SPP or the value of those Shares may be higher or lower than the price of the Shares trading on the NZSX.

QUESTIONS AND ANSWERS

1. WHAT IS THE SHARE PURCHASE PLAN (SPP)?

The SPP allows Eligible Shareholders to purchase additional Shares in Argosy without incurring brokerage or other transaction costs. All Shares issued under the SPP will be of the same class as, and rank equally with, all Shares in Argosy currently on issue.

2. WHY IS ARGOSY OFFERING THE SPP?

In order to provide Argosy with funds to pay for the property acquisitions announced by Argosy on 18 December 2012, Argosy is raising up to \$100 million of additional equity capital comprising:

- up to \$20 million under this SPP; and

- \$80 million raised in December 2012 by way of a placement to institutional and other qualified investors.

Argosy shareholders can obtain further information about the capital raising in the market announcements released by Argosy, which are available on the NZX website: www.nzx.com.

3. AM I ELIGIBLE TO PARTICIPATE?

You are eligible to participate in the SPP if you were registered as a holder of Argosy Shares at 5.00pm on 10 January 2013 (being the Record Date) and your address recorded on the share register is in New Zealand.

4. HOW MANY SHARES CAN I PURCHASE?

If you apply for Shares under the SPP, you will apply for a certain dollar amount rather than a certain number of Shares, but you will be issued with a number of Shares that equates to the dollar value you have selected (subject to scaling) divided by the Issue Price of the Shares. Eligible Shareholders may apply for between \$1,000 and \$15,000 in value of Shares under the SPP, in \$1,000 multiples. Applications for a different value of Shares may not be accepted by Argosy.

The dollar amount of Shares you receive may differ from the dollar amount you apply for due to scaling. Please read section 8 of the Terms and Conditions for more information.

5. WHAT IS THE ISSUE PRICE OF THE SHARES?

The price of the Shares to be issued under the SPP will be \$0.88 per Share. This is the same price at which Shares were issued under the recent placement referred to under question 2.

6. WHAT IF I OWN SHARES THROUGH A TRUSTEE OR CUSTODIAN OR OWN SHARES IN MORE THAN ONE CAPACITY?

If you own Shares through a trustee or custodian, then, subject to certain certification requirements and other conditions, you may instruct the trustee or custodian to purchase Shares on your behalf, up to the \$15,000 limit.

If you own Shares through a trustee or custodian and also own Shares in your own name, then you may either purchase Shares yourself or instruct your trustee or custodian to purchase Shares on your behalf. You may not do both.

If you receive more than one copy of this SPP booklet, or if you hold Shares in more than one capacity (e.g. because you are both a sole and joint holder of Shares) you may only purchase Shares in all capacities up to the \$15,000 limit in aggregate. By applying to purchase Shares under the SPP, you certify and represent that you have not exceeded that limit.

7. IS THIS OFFER TRANSFERABLE TO ANOTHER PERSON?

No. This offer is personal to you. Participation in the SPP is entirely voluntary, but if you elect not to purchase any Shares under the SPP, you may not transfer your right to purchase Shares under the SPP to anyone else, that is, it is non-renounceable.

8. WHAT ARE THE RISKS TO INVESTING IN THE SPP?

The market price of Shares may rise or fall between the date of this offer and the date when Shares are allotted to you. As a result, the price to be paid for the Shares to be issued under the SPP may be higher or lower than the price at which Shares are trading on the NZSX.

There is no certainty that Shares will trade at or above the Issue Price following the issue of Shares under the SPP. Therefore, you should seek your own financial advice in relation to this offer and your participation under the SPP.

Further information about Argosy, including the most recent financial statements of Argosy, can be obtained from Argosy's website: www.argosy.co.nz. You are also recommended to monitor Argosy's market announcements through the NZX website: www.nzx.com.

9. WHAT IS THE CURRENT SHARE PRICE?

The Share price is quoted in the financial pages of most major metropolitan newspapers and on the NZX website: www.nzx.com.

10. HOW DO I APPLY FOR SHARES UNDER THE SPP?

If you wish to participate in the SPP, follow the step-by-step instructions set out on the enclosed personalised Application Form. Send your completed Application Form with your cheque (if paying by cheque), or pay by direct credit in accordance with the instructions on the Application Form, for the parcel of Shares you wish to apply for made payable to "Argosy Share Purchase Plan" to the Share Registrar, as set out in the instructions on the Application Form. If the exact amount of money is not tendered, Argosy reserves the right not to accept all or part of your payment. In those circumstances, Argosy will return your application and cheque or refund all or part of your payment (without interest).

Applications may also be lodged with any Primary Market Participant or any other channel approved by NZX in time to enable forwarding to the Share Registrar before 5 February 2013.

You will not be able to withdraw or revoke your application once you have sent it in.

11. HOW LONG IS THE SPP OPEN AND WHEN WILL I RECEIVE MY SHARES?

The SPP opens on 17 January 2013 and is expected to close at 5.00pm on 5 February 2013, unless extended. If you want to participate you should ensure that your Application Form and cheque (if paying by cheque) is received by 5.00pm on the Closing Date. If you choose to pay by direct credit, you must submit your payment instruction to your bank by no later than 5.00pm on 1 February 2013, being two business days prior to the Closing Date.

Please allow adequate time for mail deliveries. Applications received after this time may not be accepted.

You will receive Shares issued to you under the SPP on the Allotment Date, which is currently expected to be at or after close of business on 11 February 2013. A statement confirming the number of Shares issued to you under the SPP will be sent to you no later than five business days after the Allotment Date.

Argosy may, subject to the Listing Rules, extend the Closing Date and the Allotment Date.

12. HOW MANY SHARES WILL I RECEIVE?

Subject to scaling, you will receive the number of Shares equal to the dollar amount of Shares you have applied for divided by the Issue Price. If, once divided by the Issue Price, the dollar amount of Shares you have applied for does not equal a whole number of Shares the number of Shares allotted to you will be rounded up to the nearest share.

If Argosy receives applications for Shares in excess of \$20 million, it will scale back the number of Shares to be allotted under the SPP (see section 8 of the Terms and Conditions).

13. WHY IS THERE A MAXIMUM APPLICATION AMOUNT?

The offer under the SPP needs to comply with the conditions imposed by New Zealand securities legislation and the Listing Rules which caps the maximum application amount of each Eligible Shareholder at \$15,000.

The SPP is being offered to Eligible Shareholders under the terms of the Securities Act (NZX-Share and Unit Purchase Plans) Exemption Notice 2010. That exemption notice imposes an annual limit of \$15,000 on the total issue price of securities that may be offered to each shareholder.

14. WILL THE OFFER BE AVAILABLE AGAIN?

The SPP is intended to be a one-off opportunity to enable Argosy's New Zealand shareholders to purchase additional shares without transaction costs or brokerage. Subject to the constraints imposed by the Securities Act (NZX-Share and Unit Purchase Plans) Exemption Notice 2010 and the Listing Rules, Argosy reserves the right to make similar offers in the future.

15. FURTHER ASSISTANCE

If you have any further questions, please contact your broker, financial, investment or other professional adviser before making your investment decision.

TERMS AND CONDITIONS

1. OFFER TIMETABLE

Record Date	10 January 2013 Eligible Shareholders registered at 5:00pm on the Record Date may participate in the SPP.
Opening Date	17 January 2013 The SPP offer opens.
Closing Date	5 February 2013 The SPP closes at 5:00pm on this date. Application Forms must be received by this time. Application Forms may not be processed or held to be valid if they have not been received by this time.
Allotment Date	11 February 2013 (at or after close of business) Shares are allotted. Trading of the newly allotted Shares will commence trading on the NZSX on the next trading day.
Despatch Date	No later than 18 February 2013 Holding statements will be despatched to shareholders within five business days of the Allotment Date.

These dates and the references to them throughout this SPP booklet are subject to change. Argosy may amend these dates without prior notice (notwithstanding that the offer has opened or Application Forms have been received), subject to the NZSX Listing Rules and applicable laws.

2. ELIGIBLE SHAREHOLDERS

- 2.1 You may participate in the SPP if you are an Eligible Shareholder.
- 2.2 An Eligible Shareholder is a person who, at 5.00pm on the Record Date, was recorded in the share register of Argosy as being a registered holder of Shares and having an address in New Zealand, unless that person holds Shares on behalf of another person who resides outside New Zealand.
- 2.3 Joint holders of Shares are taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and the certification on the Application Form is taken to have been given by all of them.
- 2.4 If you are an Eligible Shareholder, your rights under the offer contained in this SPP are personal to you and are non-renounceable, so you may not transfer them.

3. ISSUE PRICE AND NUMBER OF SHARES

3.1 The price for Shares to be issued under the SPP is \$0.88 per Share and was fixed on 22 December 2012. This represents a 4% discount to the average end of day market price of a Share on the NZSX over the three day period ending on 21 December 2012. This price is also the same as the price at which Shares were issued under Argosy's recent placement to institutional and other qualified investors that was announced to NZX on 18 December 2012. You should refer to the "Important Notice" section on page 1 of this SPP booklet for further information about the relationship between the issue price under the SPP and the market price of Shares.

- 3.2 Subject to clause 4.2, if you are an Eligible Shareholder (unless you are a Custodian to whom clause 4.2 applies), you may:
 - (a) subscribe for your full entitlement of Shares, being Shares having a value of up to \$15,000 (equivalent to 17,046 Shares); OR
 - (b) subscribe for less than your full entitlement of Shares by selecting a parcel value of Shares on the Application Form, subject to a minimum application amount of \$1,000 and an application amount in a multiple of \$1,000.
- 3.3 Any application for Shares having a value greater than \$15,000 will be deemed to be an application for Shares having a value of \$15,000. Any application for Shares which is not for a parcel value that is between \$1,000 to \$15,000 and in a multiple of \$1,000 may not be accepted by Argosy.
- 3.4 Eligible Shareholders may only apply for Shares having a maximum value of \$15,000 and may only make one application. This applies to all Eligible Shareholders (other than Custodians to whom clause 4.2 applies), including those who receive more than one offer under the SPP (for example, because they

hold Shares in more than one capacity) and including whether the Eligible Shareholder is applying through a Custodian or on his or her own behalf.

4. CUSTODIANS

- 4.1 A custodian for the purposes of this SPP ("Custodian") is an Eligible Shareholder that:
 - (a) is a trustee corporation or a nominee company and holds Shares by reason only of acting for another person in the ordinary course of business of that trustee corporation or nominee company; or
 - (b) holds Shares by reason only of being a bare trustee of a trust to which the Shares are subject.
- 4.2 Custodians may subscribe for Shares having a value greater than \$15,000 but only up to the total value of Shares applied for on behalf of each beneficial owner for whom the Custodian acts as a Custodian. Custodians must confirm to Argosy that they are holding Shares as a Custodian for beneficial owners by providing the written certification to Argosy described in clause 4.3 below (which is included as part of the Application Form). Each beneficial owner may only direct the Custodian to apply on behalf of that beneficial owner for one of the options described in clause 3.2. A separate application form must be completed for each beneficial owner.
- 4.3 If a Custodian applies to subscribe for Shares on behalf of a beneficial owner, the Custodian must certify to Argosy in writing by completing the Application Form:
 - (a) that the Custodian holds Shares directly or indirectly as a Custodian for the beneficial owners and those beneficial owners are resident in New Zealand;
 - (b) the number of those beneficial owners;
 - (c) in respect of each of the beneficial owners, how many Shares the beneficial owner or the beneficial owner's agent has instructed the Custodian to accept on behalf of that beneficial owner; and
 - (d) that the Custodian undertakes not to accept on behalf of any of those beneficial owners for which it acts directly or indirectly as a Custodian, in any 12 month period, Shares in Argosy the total issue price of which is more than \$15,000.
- 4.4 Argosy will issue Shares to a Custodian only if Argosy is reasonably satisfied that, in any 12 month period, the total issue price of Shares issued to any beneficial owner is not more than \$15,000, whether those Shares are issued through a Custodian or, if the beneficial owner is also a shareholder in Argosy, in that beneficial owner's own right as a shareholder.

5. COMPLETING THE APPLICATION FORM AND PAYING FOR SHARES

5.1 If you wish to participate in the SPP, you must complete the Application Form in accordance with the instructions on the Application Form and send the completed form, together with payment (if paying by cheque), to Argosy's Share Registrar using the business reply paid envelope enclosed with this SPP booklet or otherwise at the following address:

Argosy Property Limited

C/- Computershare Investor Services Limited Private Bag 92119 Auckland 1142

5.2 Applications must be received by the Share Registrar before 5.00pm on 5 February 2013 (being the Closing Date). Applications may be lodged with any Primary Market Participant or any other channel approved by NZX in time to enable forwarding to the Share Registrar before the Closing Date. Cheques must be drawn on a New Zealand bank account. Applicants paying by direct credit must submit their payment instruction to their bank by no later than 5.00pm on 1 February 2013, being two business days prior to the Closing Date. Applicants paying by direct credit must still complete and return the Application Form to the Share Registrar by the Closing Date.

6. ARGOSY'S DISCRETION TO ACCEPT OR REJECT APPLICATIONS

- 6.1 Argosy has complete discretion to accept or reject your application to subscribe for Shares under the SPP, including (without limitation) if:
 - (a) your Application Form is incorrectly completed, incomplete or otherwise determined by Argosy to be invalid;
 - (b) your cheque is dishonoured or has not been completed correctly;
 - (c) the cheque that you enclose with your Application Form is not made out in New Zealand dollars for the exact amount of the parcel value that you have selected on the Application Form;
 - (d) your direct credit payment is not cleared, is reversed or is not for the exact amount of the parcel value that you have selected on the Application Form;
 - (e) it appears that you are applying to subscribe for Shares with a value greater than \$15,000 (except if you are a Custodian applying on behalf of more than one beneficial owner in accordance with clause 4);
 - (f) your Application Form or payment is received after the Closing Date. While Argosy has

discretion to accept late Application Forms and payment, there is no assurance that it will do so. Late Application Forms and payment, if not processed, will be returned to you at your registered address;

- (g) Argosy believes that you are not an Eligible Shareholder or Custodian; or
- (h) Argosy considers that your application does not otherwise comply with these Terms and Conditions or the terms of the Securities Act (NZX-Share and Unit Purchase Plans) Exemption Notice 2010.
- 6.2 No interest will be paid on any application monies returned to you.

7. SIGNIFICANCE OF SENDING IN AN APPLICATION

- 7.1 If you apply to participate in the SPP, by completing and returning the Application Form:
 - (a) your application, on these Terms and Conditions, will be irrevocable and unconditional (i.e. it cannot be withdrawn);
 - (b) you certify to Argosy that you are an Eligible Shareholder entitled to apply for Shares under these Terms and Conditions;
 - (c) you certify that your acceptance of the SPP will not be, or cause, a breach of any law in any jurisdiction;
 - (d) you agree to pay the Issue Price per Share up to a maximum amount equivalent to the parcel value you specified on your Application Form;
 - (e) you certify to Argosy that you are not applying for Shares under the SPP with an aggregate application price in excess of \$15,000 (including any application made through a Custodian) even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
 - (f) you authorise Argosy (and its officers or agents) to correct any error in, or omission from, your Application Form and to complete the Application Form by the insertion of any missing details;
 - (g) you acknowledge that Argosy may at any time determine that your Application Form is valid, in accordance with these Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
 - (h) you accept the risk associated with any refund that may be despatched to you by cheque to your address shown on Argosy's share register or that

may be direct credited to the bank account showing in the details held by the Share Registrar;

- (i) you agree to indemnify Argosy for, and to pay to Argosy within five business days of demand, any dishonour fees or other cost Argosy may incur in presenting a cheque for payment which is dishonoured or as a result of your direct credit payment being reversed;
- (j) you acknowledge that none of Argosy, its advisers or agents has provided you with investment advice or financial product advice, and that none of them has an obligation to provide advice concerning your decision to apply for and subscribe for Shares under the SPP;
- (k) you acknowledge the risk that the market price for the Shares may change between the date of this offer and the Allotment Date. A change in market price during this period may affect the value of the Shares you receive under the SPP;
- you acknowledge that Argosy is not liable for any exercise of its discretions referred to in these Terms and Conditions; and
- (m) you irrevocably and unconditionally agree to these Terms and Conditions and agree not to do any act or thing which would be contrary to the intention or purpose of the SPP.
- 7.2 If a Custodian applies to subscribe for Shares under the SPP for a beneficial owner pursuant to clause 4, the certification referred to in clause 7.1(e) will be taken to be given by the beneficial owner on whose behalf the Custodian is applying to subscribe for Shares.

8. SCALING

- 8.1 If you apply for Shares under the SPP, you will apply for a certain dollar amount rather than a certain number of Shares. The number of Shares you will receive will be determined by dividing the dollar amount of Shares you have applied for by the Issue Price, unless your application has been scaled back in accordance with clause 8.2. If your application has been scaled back, the number of Shares you receive will be determined by dividing the dollar amount of the Shares you have applied for (as scaled back) by the Issue Price. If this calculation produces a fractional number, the number of Shares you will be allotted will be rounded up to the nearest whole number of Shares.
- 8.2 If Argosy receives applications in excess of \$20 million, it will scale back applications at its discretion. The size of each applicant's shareholding as at the Record Date is likely to be the primary factor used in scaling applications.

8.3 If applications are scaled, your application monies will be greater than the value of the Shares you will be allotted. The difference between the value of the Shares you are allotted and your application monies will be refunded to you by direct credit to your bank account (if those details are held by the Share Registrar) or by cheque mailed on or around 11 February 2013, unless the Closing Date is extended. No interest will be paid on any application monies returned to you.

9. THE SHARES

- 9.1 Shares issued under the SPP will rank equally with, and have the same voting rights, dividend rights and other entitlements as existing fully paid Shares in Argosy quoted on the NZSX. The directors of the Company expect dividends to continue to be paid by the Company on the same basis as they are currently being paid and confirms, based on current projections for the portfolio, a dividend of \$0.06 per share is expected to continue for the year to 31 March 2013.
- 9.2 The Shares have been accepted for quotation on the NZSX (a registered market operated by NZX, which is a registered exchange under the Securities Markets Act 1988) and it is expected that the Shares will be quoted upon completion of allotment procedures. However, NZX accepts no responsibility for any statement in this SPP booklet.
- 9.3 You cannot trade in any Shares issued to you pursuant to the SPP, either as principal or agent, until official quotation of the Shares on the NZSX in accordance with the NZSX Listing Rules. Argosy expects that the Shares will commence trading on the NZSX immediately after the Allotment Date.

10. FINANCIAL STATEMENTS

10.1 You may obtain free of charge the most recent annual report and financial statements of Argosy by contacting Argosy, or you may download the reports from Argosy's website: www.argosy.co.nz. Argosy's contact details are in the Directory.

11. AMENDMENTS TO THE SPP AND WAIVER OF COMPLIANCE

- 11.1 Notwithstanding any other term or condition of the SPP and/or the Application Form, Argosy may, at its discretion:
 - (a) make non-material modifications to the SPP on such terms and conditions it thinks fit (in which event applications for Shares under the SPP will remain binding on the applicant notwithstanding such modification and irrespective of whether an Application Form was received by the Share Registrar before or after such modification is made); and/or

- (b) suspend or terminate the SPP at any time prior to the issue of the Shares under the SPP (including by reviewing the timetable for the SPP). If the SPP is terminated, any application monies received will be refunded to applicants without interest.
- 11.2 Argosy reserves the right to waive compliance with any provision of these Terms and Conditions.
- 11.3 Argosy will notify NZX of any waiver, amendment, variation, suspension, withdrawal or termination of the SPP.

12. GOVERNING LAW

12.1 These Terms and Conditions shall be governed by and construed in accordance with the laws of New Zealand.

13. DISPUTE RESOLUTION

13.1 If any dispute arises in connection with the SPP, Argosy may settle it in any manner it thinks fit. It may do so generally or in relation to any particular shareholder, applicant, application or Share. Argosy's decision will be final and binding.

14. INCONSISTENCY

- 14.1 Unless otherwise determined by the directors of Argosy, in the event of any inconsistency between these Terms and Conditions and:
 - (a) the accompanying letter from the Chairman of Argosy, the Terms and Conditions prevail; or
 - (b) Argosy's constitution, Argosy's constitution prevails.

ISSUE PRICE CERTIFICATION

At the time the Issue Price for the SPP was fixed (on 22 December 2012), Argosy had no information not publicly available that would, or would be likely to, have a material effect on the market price of the Shares if the information were publicly available.

Signed by each director of Argosy Property Limited (or by his agent authorised in writing);

Peter Clynton Brook

Philip Michael Smith

Andrew Hardwick Evans

Andrew Mark Cross

Trevor Donald Scott

GLOSSARY

Allotment Date	On or around 11 February 2013, unless the Closing Date is extended
Application Form	The personalised application form relating to the SPP which you received with this SPP booklet, including the instructions on the form
Closing Date	5 February 2013, unless extended
Custodian	See clause 4.1 for the definition of "Custodian"
Eligible Shareholder	A person who, at 5:00pm on the Record Date, was recorded in Argosy's share register as being a registered holder of Shares and having an address in New Zealand, unless that person holds Shares on behalf of another person who resides outside New Zealand
Issue Price	The price at which the Shares will be issued pursuant to the SPP, being \$0.88 per Share
Listing Rules	The listing rules of NZX in relation to the NZSX in force from time to time
NZX	NZX Limited
NZSX	The main board equity security market operated by NZX
Opening Date	17 January 2013
Record Date	10 January 2013
Share Registrar	Computershare Investor Services Limited
Share	An ordinary share in Argosy
SPP	The share purchase plan detailed in this booklet
Terms and Conditions	The terms and conditions of the SPP detailed in this booklet



DIRECTORY

ISSUER

Argosy Property Limited

39 Market Place Auckland Central Auckland 1010 PO Box 90214 Victoria St West Auckland 1142 Phone: (09) 304 3400 Facsimile: (09) 307 0996 www.argosy.co.nz

SHARE REGISTRAR

Computershare Investor Services Limited

Level 2, 159 Hurstmere Road Takapuna Auckland 0622 Private Bag 92119 Auckland 1142 Phone: (09) 488 8777 Facsimile: (09) 488 8787 corporateactions@computershare.co.nz

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DIRECTORS

Philip Michael Smith Chairman

Peter Clynton Brook Independent Director

Andrew Mark Cross Director

Andrew Hardwick Evans Independent Director

Trevor Donald Scott Independent Director