



Notice of Annual Meeting 2018

Location

Royal New Zealand Yacht Squadron

101 Curran Street

Westhaven Marina

Monday, 6 August 2018

Commencing at 2pm



Explanatory Memorandum

ARGOSY PROPERTY LIMITED
NOTICE OF ANNUAL MEETING 2018

Notice

Notice is given that the annual meeting of shareholders of Argosy Property Limited will be held at the Royal New Zealand Yacht Squadron, 101 Curran Street, Westhaven Marina, Auckland on Monday, 6 August 2018 commencing at 2.00pm.

Free parking is available at the venue.

Agenda

CHAIRMAN'S INTRODUCTION

CHIEF EXECUTIVE OFFICER'S REVIEW

RESOLUTIONS

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

Resolution 1

That Jeff Morrison be re-elected as a Director.

Resolution 2

That the Board be authorised to fix the auditor's fees and expenses.

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

By order of the Board of Argosy Property Limited.



P Michael Smith
Chairman
6 July 2018

Important Notes

ENTITLEMENT TO VOTE

1. The persons who will be entitled to vote at the annual meeting are those persons who are registered on the Company's share register as holding fully paid ordinary shares in the Company on Thursday, 2 August 2018 at 5.00pm.

ORDINARY RESOLUTIONS

2. Each of the resolutions to be moved at the annual meeting is an ordinary resolution. For an ordinary resolution to be passed, it must be approved by a simple majority of the votes of shareholders who are entitled to vote and vote on the resolution, in person or by proxy.

PROXIES AND VOTING

3. A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of that shareholder. A proxy need not be a shareholder. A proxy form is enclosed. If the Chairman of the meeting is appointed to act as proxy and is not directed how to vote, he will vote in favour of each Resolution. Shareholders are also able to appoint a proxy online.
4. If, in appointing your proxy, you do not name a person as your proxy, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and may only vote in accordance with your express direction. The Chairman and the directors will vote all discretionary proxies, for which they have authority to vote, in favour of each Resolution.
5. If you wish to appoint a proxy, you should complete either the enclosed proxy form or the online proxy form.

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6. If you are completing the enclosed proxy form:
 - All proxy forms must be signed by at least one shareholder.
 - In the case of joint shareholders, if the shareholders appoint different voting proxies, the vote of the proxy appointed by the first named joint shareholder will be counted. Seniority shall be determined by the order in which the joint shareholders' names stand in Argosy Property Limited's share register.
 - If the proxy is signed under a power of attorney or other authority, that power of attorney or other authority or a certified copy of such power of attorney or authority, if not previously provided to the Company, must accompany the proxy form, together with a completed certificate of non-revocation.
 - Completed proxy forms must be received by the Company's share registrar, Computershare Investor Services Limited at Private Bag 92119, Auckland 1142, or at corporateactions@computershare.co.nz or facsimile +64 9 488 8787, by no later than 2.00pm on Saturday, 4 August 2018 (being 48 hours before the meeting).
7. If you are using the online proxy form:
 - Go to the Computershare InvestorVote website at: www.investorvote.co.nz.
 - Follow the instructions and prompts on the website to complete your online proxy form. Please note that you will need your CSN/ Securityholder Number and post code.
 - The online proxy form must be submitted from the website by no later than 2.00pm on Saturday, 4 August 2018 (being 48 hours before the meeting). Please note that the online proxy form cannot be used to appoint a proxy under a power of attorney or similar authority.
8. A proxy granted by a company must be signed by a duly authorised officer or attorney who is acting under the company's express or implied authority. If a representative of a shareholding company is to attend the meeting they must provide a Certificate of Appointment of Corporate Representative to Computershare Investor Services Limited, by no later than 2.00pm on Saturday, 4 August 2018 (being 48 hours before the meeting), in the same manner as for appointment of a proxy.
9. If you are attending the meeting and voting in more than one capacity (e.g. also as proxy, attorney or representative for one or more other shareholders) you must fill out separate voting papers in respect of each capacity in which you vote.

Director Elections (Resolution 1)

Under clause 24.6 of the Company's constitution, one third of the Directors are required to retire from office at the 2018 annual meeting. Those who retire are eligible for re-election at the annual meeting. The Directors required to retire at the annual meeting are those Directors who have been longest in office since their last election or deemed election.

Chris Hunter and Jeff Morrison are to retire at the 2018 annual meeting. Jeff Morrison offers himself for re-election. Chris Hunter is not standing for re-election. The Board has determined that Jeff Morrison, if re-elected, will be an Independent Director (as defined in the NZX Main Board Listing Rules).

A brief profile for Jeff Morrison is set out below.



DIRECTOR PROFILE:

Jeff Morrison

Mr Morrison has 40 years of experience as a property lawyer, 29 of them as a commercial property partner at Russell McVeagh, and now practises on his own account. Mr Morrison is a trustee of the Spirit of Adventure and other charitable trusts and holds a number of private company directorships.

Mr Morrison is a qualified lawyer with a Bachelor of Laws degree from The University of Auckland. He is also a member of the Institute of Directors in New Zealand.

**The Board recommends that you vote
IN FAVOUR OF Jeff Morrison's re-election
as Director.**

REASONS FOR THE BOARD'S RECOMMENDATIONS

The Board wishes to ensure that it possesses the appropriate blend of expertise, skills and experience, having regard to the size of the Company and the nature of its business. The Board supports the re-election of Jeff Morrison because the Board considers he has the expertise to contribute to the overall skill set required by the Board.

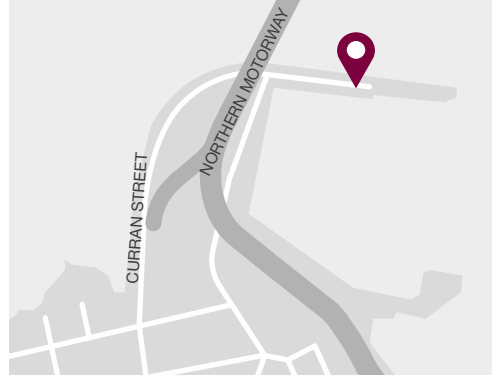
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Fixing of Auditor's Fees and Expenses (Resolution 2)

Deloitte is automatically re-appointed as the auditor of the Company under section 207T of the Companies Act 1993. Resolution 2 authorises the Board to fix the fees and expenses of Deloitte as the Company's auditor.

MEETING LOCATION:



Royal New Zealand Yacht Squadron

101 Curran Street

Westhaven Marina

Monday, 6 August 2018

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