

Notice of Annual Meeting 2020



Date

**Tuesday
28 July 2020**



Venue

**Royal New Zealand
Yacht Squadron
181 Westhaven Drive
Westhaven Marina**

Location

Royal New Zealand Yacht Squadron

181 Westhaven Drive, Westhaven Marina

Auckland 1011

And online virtually through the web platform
web.lumiagm.com or by downloading Lumi
AGM from the App Store or Google Play
Store for free.



Notice

Notice is given that the annual meeting of shareholders of Argosy Property Limited will be held at the Royal New Zealand Yacht Squadron, 181 Westhaven Drive, Westhaven Marina, Auckland 1011 and online virtually through the web platform web.lumiagm.com or by downloading the Lumi AGM app (available at the App Store or Google Play Store) on Tuesday 28 July 2020 commencing at 2.00pm.

Agenda

CHAIRMAN'S INTRODUCTION

CHIEF EXECUTIVE OFFICER'S REVIEW

RESOLUTIONS

To consider, and if thought fit, pass the following resolutions.

Resolution 1

That Rachel Winder be elected as a Director.

Resolution 2

That Martin Stearne be elected as a Director.

Resolution 3

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

Wednesday 24 June

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 at 5pm on Sunday 26 July 2020.
2. The Company is holding a hybrid annual meeting this year to allow shareholders who are unable to attend in person to have the opportunity to attend online through the web platform web.lumiagm.com or by downloading the Lumi AGM App from the

App Store or Google Play Store for free. By using the web platform or the App, you will be able to watch the annual meeting, vote and ask questions online using your smartphone, tablet or desktop device. Please refer to the enclosed Virtual Meeting Guide for more information. If you wish to appoint a proxy to attend online on your behalf, please ensure that you provide their contact details (phone and email) either in the enclosed proxy form or the online proxy form in accordance with the instructions in paragraphs 5 - 11.

CASTING YOUR VOTE

3. You may cast your vote in one of two ways:
 - Personal attendance: If you wish you can attend the meeting in person or participate virtually via the web platform web.lumiagm.com or by downloading Lumi AGM from the App Store or Google Play Store for free
 - Appointing a proxy to vote: In accordance with the instructions in paragraphs 5 - 11.

ORDINARY RESOLUTIONS

4. 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

5. 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.
6. 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.
7. If you wish to appoint a proxy, you should complete either the enclosed proxy form or the online proxy form.
8. 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 Sunday, 26 July 2020 (being 48 hours before the meeting).
9. 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 Sunday 26 July 2020 (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.
10. 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 Sunday, 26 July 2020 (being 48 hours before the meeting), in the same manner as for appointment of a proxy.
11. 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.

Explanatory Memorandum

DIRECTOR ELECTIONS (RESOLUTIONS 1–2)

In accordance with NZX Listing Rule 2.7.1, Directors appointed by the Board must retire from office at the next annual meeting. Rachel Winder and Martin Stearne were appointed by the Board during the year and accordingly retire from office at the annual meeting. Being eligible, Rachel Winder and Martin Stearne will offer themselves for election at the annual meeting. The Board has determined that Rachel Winder and Martin Stearne, if elected, will each be an Independent Director (as defined in the NZX Listing Rules). Brief profiles for Rachel Winder and Martin Stearne are set out below. Following the retirement of Michael Smith and Peter Brook at the annual meeting, if Rachel Winder and Martin Stearne are elected, the Company will have six Directors.



DIRECTOR PROFILE:

Rachel Winder

Director since August 2019

Mrs Winder has been involved in the property sector for over 20 years across a variety of roles including strategy, portfolio management, financial management and development. Her experience spans across industries from construction to telecommunications and financial services. Rachel is currently Head of Property for Westpac New Zealand and holds an MBA from the University of Otago and a Bachelor of Property from the University of Auckland. She is also a member of the New Zealand Institute of Directors.



DIRECTOR PROFILE:

Martin Stearne

Director since March 2020

Mr Stearne has over 20 years commercial and capital markets experience, primarily gained during his time at Jarden and its predecessors from 1995 until 2015. He currently holds appointments to the NZX Listing Subcommittee, the Takeovers Panel and the Investment Committee of the Impact Enterprise Fund. He is a member of INFINZ and IceAngels. Mr Stearne holds a Bachelor of Science (Hons) in maths and a Bachelor of Commerce majoring in finance from the University of Otago.

**The Board recommends that you vote
IN FAVOUR OF Rachel Winder and
Martin Stearne's election as Directors.**

Reasons for the Board's Recommendations

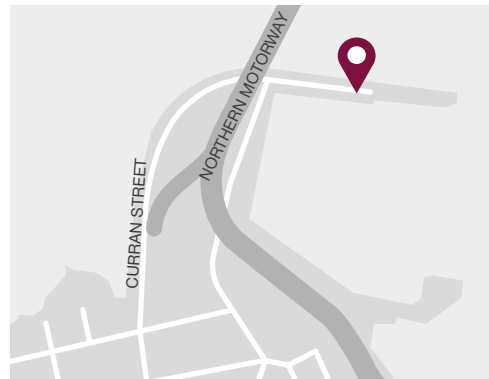
ELECTION OF DIRECTORS (RESOLUTIONS 1-2)

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 election of Rachel Winder and Martin Stearne because the Board considers they have the expertise to contribute to the overall skill set required by the Board.

FIXING OF AUDITOR'S FEES AND EXPENSES (RESOLUTION 3)

Deloitte is automatically re-appointed as the auditor of the Company under section 207T of the Companies Act 1993. Resolution 3 authorises the Board to fix the fees and expenses of Deloitte as the Company's auditor.

MEETING LOCATION:



Royal New Zealand Yacht Squadron

181 Westhaven Drive, Westhaven Marina,
Auckland 1011

Tuesday, 28 July 2020

Commencing at 2pm
