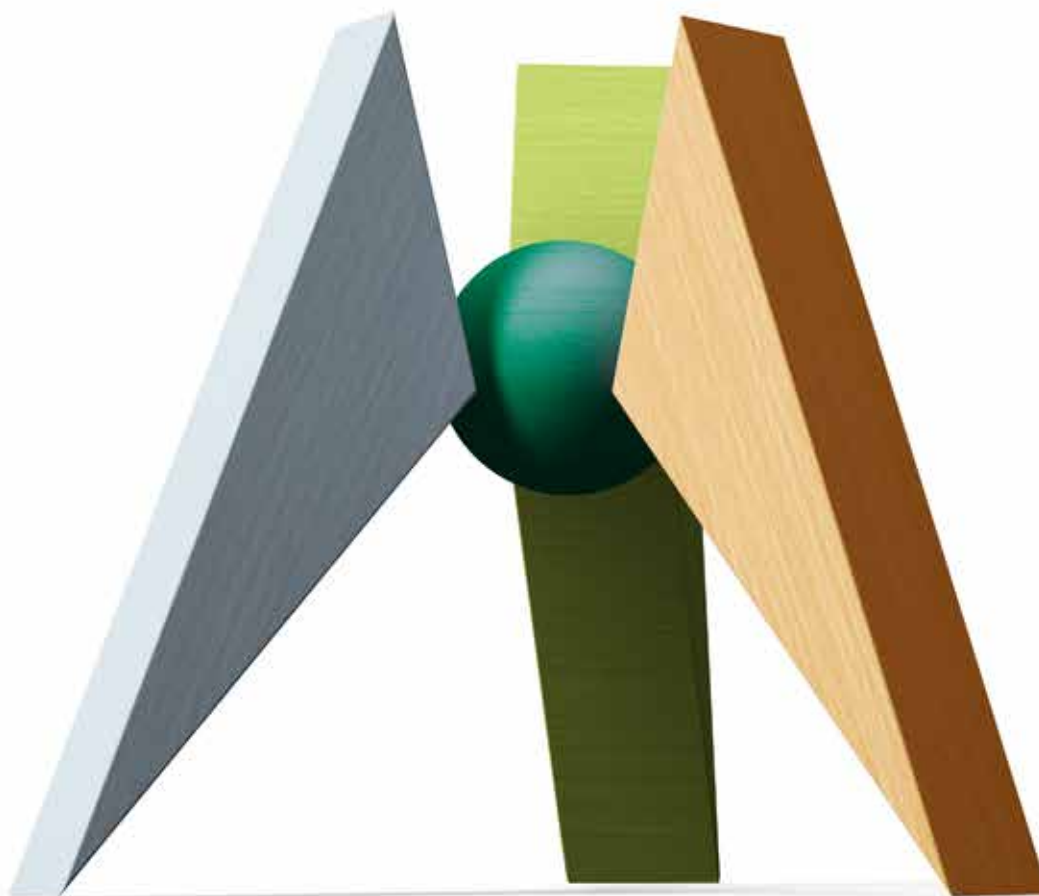




# Notice of Annual Meeting 2022



Date

**Tuesday  
21 June 2022**



Venue

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



Location

Royal New Zealand Yacht Squadron  
181 Westhaven Drive, Westhaven Marina  
Auckland 1011

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And online virtually through the  
Computershare Meeting Platform  
<https://meetnow.global/nz>

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## 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 Computershare Meeting Platform <https://meetnow.global/nz> on Tuesday 21 June 2022 commencing at 2.00pm.

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## Agenda

### CHAIRMAN'S INTRODUCTION

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### CHIEF EXECUTIVE OFFICER'S REVIEW

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### RESOLUTIONS

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

#### Resolution 1

That Chris Gudgeon be elected as a Director.

#### Resolution 2


That Mike Pohio 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.



**Jeff Morrison**

Chairman

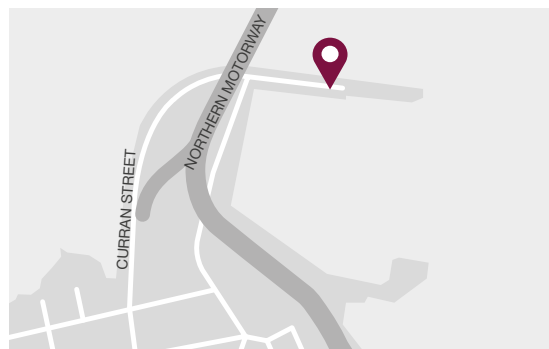
Thursday, 19 May 2022

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### MEETING LOCATION:

Royal New Zealand Yacht Squadron  
181 Westhaven Drive, Westhaven Marina,  
Auckland 1011  
Tuesday, 21 June 2022  
Commencing at 2pm

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## 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 19 June 2022.
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 Computershare Meeting Platform <https://meetnow.global/nz>. By using the web platform, 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. You will need the latest version of Chrome, Safari or Edge to access the meeting. Please ensure your browser is compatible.

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 Computershare Meeting Platform <https://meetnow.global/nz>.
  - 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.
6. If the Chairman of the meeting or any other director is appointed to act as proxy and is not directed how to vote, they will 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, New Zealand or at [corporateactions@computershare.co.nz](mailto:corporateactions@computershare.co.nz) or facsimile +64 9 488 8787, by no later than 2.00pm on Sunday, 19 June 2022 (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](http://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/ Shareholder Number and post code.
  - The online proxy form must be submitted from the website by no later than 2.00pm on Sunday 19 June 2022 (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, 19 June 2022 (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.

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## Explanatory Memorandum

### DIRECTOR ELECTIONS (RESOLUTIONS 1-2)

In accordance with Listing Rule 2.7.1, Directors must not hold office past the third annual meeting following the Director's appointment or 3 years, whichever is the longer. Those who retire are eligible for re-election at the annual meeting.

Chris Gudgeon and Mike Pohio are to retire at the 2022 annual meeting, and offer themselves for re-election. The Board has determined that Chris Gudgeon and Mike Pohio, if elected, will each be an Independent Director (as defined in the NZX Listing Rules). Brief profiles for Chris Gudgeon and Mike Pohio are set out below.



DIRECTOR PROFILE:

### Chris Gudgeon

#### Director since November 2018

Mr Gudgeon has been involved in property investment, development and construction in New Zealand for more than 30 years. He was previously Chief Executive of Kiwi Property Group and Capital Properties NZ Ltd. He is currently a director of Crown Infrastructure Partners and Ngāti Whātua Ōrākei Whai Rawa Limited. Mr Gudgeon holds an MBA from the Wharton School, University of Pennsylvania and a Bachelor of Engineering degree from The University of Canterbury. He is a Fellow of the Royal Institute of Chartered Surveyors and is a past President of Property Council New Zealand.



DIRECTOR PROFILE:

### Mike Pohio

#### Director since February 2019

Mr Pohio has 25 years of senior executive and governance experience across a range of industries including property, investment, port/logistics and dairy. He is the Chairman of Ngāi Tahu Holdings Corporation, Mana Ahuriri Holdings LP and Rotoiti 15 Investments LP. He is also a director on the board of Te Atiawa Iwi Holdings. Mr Pohio holds an MBA from IMD, Lausanne, an FCA from Chartered Accountants Australia and New Zealand and is a Chartered Member of the New Zealand Institute of Directors.

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The Board recommends that you vote  
**IN FAVOUR OF Chris Gudgeon and  
Mike Pohio's election as Directors.**

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## 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 Chris Gudgeon and Mike Pohio 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.