

NOTICE OF
2018 ANNUAL MEETING
OF SHAREHOLDERS

10.30am || Friday 6 July 2018
Stamford Plaza || Albert St, Auckland



Dear Shareholder,

We invite you to join us for the Annual Meeting of Shareholders of Arvida Group Limited ("Arvida", NZX: "ARV"), to be held at:

Where: Stamford Plaza, 22-26 Albert St, Auckland Central

When: Friday, 6th July 2018 commencing at 10.30 am

After the business of the Annual Meeting has concluded you are welcome to join members of the Board and Management for light refreshments.

Please bring your proxy form/admission card to the meeting to assist with your registration.

If you cannot attend, I encourage you to have your vote counted by completing and lodging the proxy form in accordance with the instructions on the back of this Notice of Meeting so that it reaches Computershare Investor Services Limited by 10.30 a.m. on Wednesday 4 July 2018.

ITEMS OF BUSINESS

1 || CHAIR'S INTRODUCTION

2 || CEO'S REVIEW

3 || RESOLUTIONS

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

Ordinary Resolution 1 - Re-election of Director: That Peter Wilson, who retires by rotation, and being eligible, offers himself for re-election as a director of Arvida.

(See explanatory note 1)

Ordinary Resolution 2 - Re-election of Director: That Susan Paterson, who retires by rotation, and being eligible, offers herself for re-election as a director of Arvida.

(See explanatory note 2)

Ordinary Resolution 3 - Ratify shares issued pursuant to the acquisitions of Mary Doyle, Strathallan and 50% of Village at the Park: That the 12,628,255 shares issued on 13 October 2017 at \$1.267 each to the vendors of Mary Doyle, Strathallan and Village at the Park under respective sale and purchase agreements are ratified, confirmed and approved for the purposes of NZX Main Board Listing Rule 7.3.5(c). The vendors and their respective associated persons may not vote on this resolution in accordance with NZX Main Board Listing Rules 9.3.1 and 9.3.3. (See explanatory note 3)

Ordinary Resolution 4 - Auditor's Remuneration: That the directors be authorised to fix the fees and expenses of Ernst & Young as the auditor of Arvida. (See explanatory note 4)

4 || GENERAL BUSINESS

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

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "Peter Wilson".

Peter Wilson, Chair
29 May 2018

EXPLANATORY NOTES

ORDINARY RESOLUTIONS 1 AND 2: RE-ELECTION OF DIRECTORS

Under rule 3.3.11 of the NZX Main Board Listing Rules (the Listing Rules), and in accordance with clause 26 of the constitution of Arvida, one third of the Directors of Arvida must retire by rotation at the Annual Shareholders' Meeting. If the Directors are eligible, they may offer themselves for re-election by shareholders at the meeting.

Peter Wilson and Susan Paterson retire by rotation and, being eligible, offer themselves for re-election by shareholders at the Annual Shareholders' Meeting.

A brief biography outlining each of Peter Wilson's and Susan Paterson's history and experience is set out below.

At the Annual Shareholders' Meeting, separate resolutions to re-elect each of Peter Wilson and Susan Paterson will be put to shareholders. The Board unanimously supports their re-election.

For good governance purposes, Peter Wilson and Susan Paterson intend to abstain from voting their shares, and any discretionary proxies they hold, on their re-election. As at the date of this notice, the Board considers Peter Wilson and Susan Paterson to be Independent Directors for the purposes of the Listing Rules.

Explanatory Note 1: Re-election of Peter Wilson

Term of Office: Appointed Director on 13 November 2014, re-appointed Director on 19 August 2016. Peter has been Chair of the Board over this period.

Peter is an experienced director with wide ranging governance experience in the public and private sectors and with Crown-owned entities. He has extensive experience in banking, business establishment, problem resolution, asset sales and management of change functions.

Peter has been the Independent Chair of Arvida since its listing in December 2014. Prior to the listing, Peter was involved in the due diligence process to form Arvida.

Peter is currently Deputy Chair of Meridian Energy Limited and a Director of Farmlands Co-operative Society Limited. Peter was formerly a partner of Ernst & Young and Chair of Westpac New Zealand Limited, PF Olsen Limited and Augusta Capital Limited.

Peter is a qualified Chartered Accountant.

Explanatory Note 2: Re-election of Susan Paterson

Term of Office: Appointed Director on 7 May 2015, re-appointed Director on 21 August 2015.

Board Committees: Member of the Remuneration Committee.

Susan became a director in May 2015. She has many years' Board experience having been a professional director since 1996. In 2015, she was made as an Officer of the New Zealand Order of Merit for services to corporate governance.

Susan practised as a pharmacist before moving into management roles in New Zealand and the United Kingdom. She was a strategy consultant for the Boston based Index Group across Europe and the USA.

Susan holds a number of directorships, including Goodman NZ Limited, Les Mills NZ Limited, Sky Network Television Limited and the Electricity Authority. She Chairs Steel and Tube Limited and Theta Systems Limited. Previous directorships include Abano Healthcare Group Limited, Airways Corporation of NZ, Tower Health and Life Limited, Ports of Auckland Limited, St Cuthbert's College, Housing New Zealand and Transpower New Zealand.

Susan holds an MBA from London Business School and a BPharm from Otago University.

ORDINARY RESOLUTION 3

Explanatory Note 3: Ratification under Listing Rule 7.3.5(c)

Under Listing Rule 7.3.5(a), Arvida is limited to issuing up to 20% of the total number of Equity Securities of the same class as already quoted on the NZX Main Board on issue for 12 months, unless the shareholders ratify the issuance of the shares by ordinary resolution under Listing Rule 7.3.5(c).

On 12 September 2017 Arvida announced to NZX that it had entered into agreements to purchase Mary Doyle, Strathallan and 50% of Village at the Park (together, the “Villages”) from Hurst Lifecare Group, subject to customary approvals. Further information about these villages and the acquisition is available at www.arvida.co.nz.

To part fund the acquisition, Arvida issued 12,628,255 shares in aggregate to the vendors of the Villages on 13 October 2017 at \$1.267 each (the Shares Issued), which have the same rights and rank equally with all existing Arvida shares. This represents 3.1% of Arvida’s total shares on issue at the date of this notice. No directors or their associated persons participated in the issue of shares to vendors of the Villages.

The Board approved the issue of shares for the Villages, as it considered that the transaction as a whole was in the best interests of shareholders.

At the Annual Shareholders’ Meeting a resolution to ratify the Shares Issued will be put to the shareholders to allow Arvida to issue more shares of the same class as already quoted on the NZX Main Board. The purpose of this resolution is to fully restore Arvida’s capacity to issue shares under Listing Rule 7.3.5(a). This will enable Arvida to continue with its stated strategy, and potentially to fund an acquisition of further facilities by share issues. The Board unanimously recommends that shareholders vote in favour of the ratification of the Shares issued as it provides Arvida flexibility over the balance of the twelve-month period.

At the date of this notice, Arvida has 413,949,842 shares on issue. It could issue a further 67,384,884 shares under the “20% rule” without shareholder approval (being 20% of the shares currently on issue less the shares already issued). Approval of the resolution would restore the permitted share issue to 82,789,968 shares prior to the 12 month anniversary of the share issue on 13 October 2018.

If Ordinary Resolution 3 is not passed then Arvida’s ability to issue shares would be limited to the 67.4 million ‘headroom’ it currently has or utilise other means of raising capital – for example, with shareholder approval or as a ‘rights issue’.

If Arvida does issue further shares, then existing shareholders’ holdings could be diluted if they do not take up any entitlements offered to them. As required by NZX Main Board Listing Rules 9.3.1 and 9.3.3 the vendors issued shares in the acquisition of the Villages, and any of their associated persons, may not vote on Resolution 3.

ORDINARY RESOLUTION 4

Explanatory Note 4: Auditor’s Remuneration

Ernst & Young is automatically reappointed as the auditor of Arvida under Section 207T of the Companies Act 1993. Pursuant to Section 207S of the Companies Act 1993, this resolution authorises the Board to fix the fees and expenses of the Auditor.

PROCEDURAL NOTES

1. The persons who will be entitled to vote on the resolutions at the Annual Shareholders' Meeting are those persons who will be the shareholders of Arvida at 5:00pm on 4 July 2018.
2. All resolutions must be passed by an ordinary resolution of shareholders, i.e., by a simple majority of the votes of those shareholders entitled to vote and voting on the resolution in person, by proxy or by postal vote.

PROXY APPOINTMENT & FORM

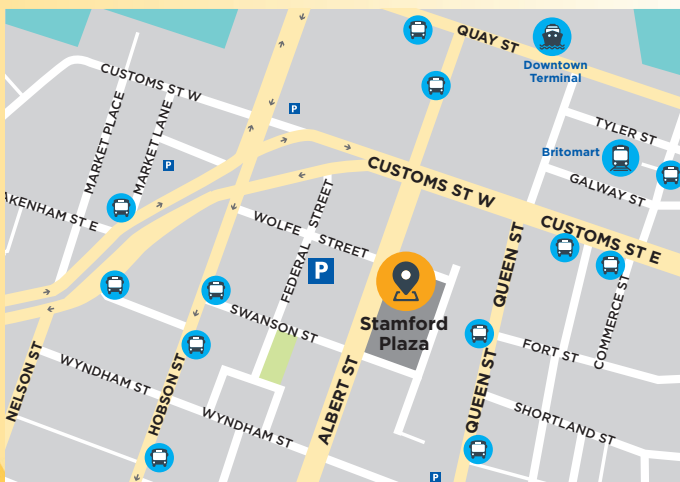
3. A shareholder may vote at the Annual Shareholders' Meeting either in person or by proxy. A body corporate which is a shareholder may appoint a representative to attend the Annual Shareholders' Meeting on its behalf in the same manner as that in which it could appoint a proxy.
4. A proxy need not be a shareholder of Arvida. A shareholder who wishes to do so may appoint the Chairperson of the Meeting to act as proxy.
5. A proxy will vote the shares for which they are proxy as directed in the proxy form or, if voting is left to the proxy's discretion, then the proxy will decide how to vote on the resolutions (or on any motions from the floor moved at the meeting). If a proxy is given discretion to vote on a resolution, but the proxy is restricted from voting on that resolution, the proxy must not exercise his or her proxy discretion on such resolution.

6. If the Chairperson (or any other Director) is appointed as proxy and the voting is left to his discretion, the Chairperson (or any other Director) intends to vote in favour of all Resolutions.
7. A proxy form is enclosed and, if used, must be lodged with the share registrar, Computershare Investor Services Limited, in accordance with the instructions set out on the form not less than 48 hours before the time of the holding of the meeting being 10.30 a.m. on Wednesday 4 July 2018.

POSTAL VOTES AND ELECTRONIC VOTING

8. Instead of voting in person or by proxy a shareholder may cast a postal vote on all or any of the matters to be voted on at the meeting. The Board has authorised Jeremy Nicoll to receive and count postal votes at the meeting.
9. A postal voting form is enclosed with this notice (combined with the proxy form). If you wish to cast a postal vote you must, not less than 48 hours before the start of the meeting being 10.30 a.m. on Wednesday 4 July 2018, either:
 - vote online via www.investorvote.co.nz following the instructions in the Proxy/Voting Form; or
 - complete the form and send it to Computershare Investor Services Limited, in accordance with the instructions set out on the form.

VENUE DIRECTIONS¹



Date of Meeting^{2,3}
Friday, 6th July 2018

Time
Commencing at 10.30 am

Venue
Stamford Plaza
22-26 Albert St
Auckland Central

Last time for receipt of voting and proxy forms
10.30am on 4th July 2018

1. Wilson Carpark is across the road from Stamford Plaza beneath the ANZ Centre at 29 Albert St. Entry is from Federal St.
2. Please call the information line on 09 972 1180 if you have any queries about the Resolutions or this Notice of Meeting.
3. This Notice of Meeting is dated 29 May 2018.