

Security Trading Policy

Overview

New Zealand law (subpart 2 of Part 5 of the *Financial Markets Conduct Act 2013*) prohibits trading by a person who is an information insider of a listed company or other entity.¹ This Policy has been designed to prevent improper trading by employees, officers and Directors of Vital (NZX ticker: VHP) and to provide assistance in complying with this legislation and requirements and restrictions when trading in VHP.

Application

The Manager's (NorthWest Healthcare Properties Management Limited) Directors, officers and employees, their families and related parties (including trusts and companies controlled by such persons), known as restricted persons, must comply with this Security Trading policy.

Policy

The Manager is committed to ensuring compliance with legal and regulatory requirements with respect to insider trading and restricted persons trading. To assist with such compliance, the Manager's Security trading policy identifies circumstances where Directors, officers and other restricted persons are permitted to trade, or are prohibited from trading, units in the Trust. Compliance with this policy is monitored by the Board. In addition, all trading by Directors and officers of the Manager is required to be reported to NZX in accordance with the subpart 6 of Part 5 of the *Financial Markets Conduct Act 2013*. It is each person's responsibility to ensure that he or she is familiar with and complies with this policy. The requirements of this policy are outlined below.

Inside information

Price sensitive or material information that is not generally available to the public is commonly referred to as inside information. In relation to Vital, material information is information that a reasonable person would expect, if it were generally available to the market would have a material effect on the unit price of VHP securities.

Examples of which include:

- ▶ financial performance
- ▶ the appointment, removal from office or resignation of any of the Chief Executive Officer, Chief Financial Officer, a Director or Chairman
- ▶ a material acquisition or disposal of assets

Ascertaining whether information is 'generally available to the market' involves assessing whether information has been:

- ▶ made known in a way that would or would likely to bring it to the attention of regular investors who are likely to be affected by it. A reasonable period of time must have expired for the information to spread among regular investors, so as to have been absorbed by the marketplace and make its impact on price; or
- ▶ if it is readily obtainable by regular investors who are likely to be affected by it. Information can be readily obtainable by observation, use of expertise, purchase from other persons, or any other means; or

¹ Trading includes buying or selling units, or agreeing to do so, whether as principal or agent, or the cancellation of options.

- ▶ if it can be deduced, concluded or inferred from published or readily obtainable information.

You must not use *inside information* to trade, advise, procure or encourage another person to trade in VHP or NWH.UN securities (irrespective of whether the trading is for your benefit or someone else's benefit).

Black-out periods

Restricted persons are prohibited from trading¹ in any restricted securities² during the following specific black-out periods:

- ▶ 30 days prior to VHP's half-year balance date (i.e. 01 December), until the first trading day after the half-year results are released to NZX;
- ▶ 30 days prior to VHP's year-end balance date (i.e. 31st May), until the first trading day after the full-year results are released to NZX; and
- ▶ 30 days prior to release of a prospectus for a general public offer of the same class of Restricted Securities.

If you hold *material information* you must not trade restricted securities at any time, regardless of these periods.

Pre-trade approval

Before trading in VHP securities, at any time, restricted persons must, in writing:

- ▶ notify Vital's Chief Financial Officer of your intention to trade in securities, and seek consent from any two Directors of the company or a Director and the Chief Financial Officer of the company to do so (using the [Request for Consent to Trade in Listed Securities](#) form);
- ▶ confirm that you do not hold material information; and
- ▶ confirm that there is no known reason to prohibit trading in Vital securities.

Consent is only valid for a period of 15 trading days after notification and is automatically deemed to be withdrawn if the person becomes aware of material information prior to trading.

Requirements after trading

A restricted person must advise the Chief Financial Officer promptly following completion of any trade, and the restricted person must comply with any disclosure obligations it has under subpart 3 of Part 5 of the Financial Markets Conduct Regulation 2014.

If a restricted person buys VHP securities, these must be retained for at least 30 days following the last purchase; if a restricted person sells VHP securities, they must not buy for at least 30 days following the last sell.

For example, if you buy 1,000 VHP securities and hold them for 30 days, then subsequently buy a further 500 securities, no VHP securities can be sold until 30 days after the additional 500 securities were purchased.

² *Restricted Securities* means VHP units and options, in the case of cancellation of options.

Special Circumstances Trading

The Manager recognises that in certain circumstances a restricted person might need to trade in VHP securities e.g. during a blackout period or 30 day exclusion period.

Special circumstances will be considered on a case by case basis having regard to whether the trade would be likely to affect VHP's interests and reputation; whether there is an actual or perceived conflict of interest; and all other factors it considers relevant to the circumstances.

In relation to the Distribution Reinvestment Plan (DRP) – participation in the DRP either by Full Participation or Partial Participation (as defined under the DRP) is permitted.