

NOTICE OF ANNUAL MEETING 2016

The 2016 Annual Meeting of unitholders of Vital Healthcare Property Trust will be held at the Princes Ballroom, Pullman Hotel, Corner Princes Street and Waterloo Quadrant, Auckland, on Thursday, 10 November 2016, commencing at 11.00am

NOTICE OF MEETING

Notice is hereby given that the 2016 Annual Meeting of Vital Healthcare Property Trust (the Trust) unitholders will be held at the Princes Ballroom, Pullman Hotel, Corner Princes Street and Waterloo Quadrant, Auckland on Thursday, 10 November 2016, commencing at 11.00 am.

Agenda

Chairman of the Manager and Chief Executive Officer presentations.

Annual financial statements

The annual financial statements of the Trust for the year ended 30 June 2016 will be tabled at the meeting.

Resolution – Re-Election of Mrs Claire Higgins

To consider and, if thought fit, pass the following resolution:

That Mrs Claire Higgins be re-elected as an Independent Director of Vital Healthcare Management Limited, (Manager) the manager of the Trust.

The biographical details of Mrs Higgins are set out in the Explanatory Notes.

By Order of the Manager



Graeme Horsley MNZM
Independent Chairman
Vital Healthcare Management Limited

Dated 25 October 2016

PROCEDURAL NOTES

Attendance and voting rights

1. Every unitholder, or that unitholder's proxy or representative, is entitled to attend the meeting and vote. On a poll, each unitholder has one vote for each unit.
2. 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 unitholders), you must fill out separate voting papers in respect of each capacity in which you vote.

Proxies

3. A unitholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of that unitholder. A proxy need not be a unitholder. A unitholder may appoint the Chairman of the meeting, or another person, to act as proxy. A proxy form is enclosed. If the Chairman of the meeting or an officer of Trustees Executors Limited (the **Trustee**) is appointed to act as proxy and is not directed how to vote, then pursuant to clause 8(c) of Schedule 1 to the Trust Deed relating to the Trust (**Trust Deed**), he or she will vote in favour of any resolution.
4. A unitholder wishing to appoint a proxy should complete the enclosed proxy form. All joint holders must sign the proxy form.
5. 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.
6. If the proxy is signed under a power of attorney or other authority, that power of attorney or other authority or a copy of such power of attorney or authority certified by a Notary Public or in such manner as the Manager shall approve (unless previously produced to the Trust) and a completed certificate of non-revocation, must accompany the proxy form.
7. Completed proxy forms must be received by the Registrar, Computershare Investor Services Limited at either Level 2, 159 Hurstmere Road, Takapuna, Auckland or Private Bag 92119, Auckland 1142 or via email at vital@computershare.co.nz or via facsimile +64 9 488 8787, by **no later than 11.00am on Tuesday, 8 November 2016** (being 48 hours before the meeting).

EXPLANATORY NOTES

Election of Independent Director

Under clause 30.4 of the Trust Deed, at the time of each annual meeting, one unitholder elected Independent Director is to retire from office as a director of the Manager. The Independent Director to retire is to be the person who has been longest in office since he or she was last elected or appointed.

Mrs Higgins retires from office at this annual meeting and, being eligible, will stand for re-election. The biographical details of Mrs Higgins are set out on this page.

No nominations for Independent Directors were received by the Manager this year prior to the closing date for nominations. As the number of persons eligible for election is equal to the number of Independent Directors who may be elected at the annual meeting, if more votes are received in favour of Mrs Higgins re-election than against, then she will be re-elected as an Independent Director pursuant to clause 30.8 of the Trust Deed. The Board of the Manager has determined that Mrs Higgins, if re-elected, will be an “independent director” in terms of the NZX Main Board Listing Rules.

Biographical notes – in respect of Mrs Higgins.

Claire Higgins is an Australian based professional Director. She is the Chair of REI Superannuation Pty Ltd. Claire is also a Director of Ryman Healthcare Limited, RT Health Fund Ltd, Pancare Foundation Inc and the Victorian State Emergency Service. Formerly the Chair of Barwon Health and the County Fire Authority in Victoria, Claire has also had extensive executive experience with BHP and OneSteel Limited.

Claire's areas of expertise are in governance, accounting, finance, economics and healthcare. Claire has a Bachelor of Commerce (Accounting, Economics and Commercial Law) from The University of Melbourne and is a present Fellow at the Australian Institute of Company Directors, the Australian Society of Certified Practising Accountants and the Institute of Public Administration Australia.



Healthcare
Property Trust

SAMPLE


Lodge your proxy

 **By Mail**
Computershare Investor Services Limited
Private Bag 92119, Auckland 1142, New Zealand

 **By Fax**
+64 9 488 8787

 **By Email**
vital@computershare.co.nz

For all enquiries contact

 +64 9 488 8777

 vital@computershare.co.nz

For your vote to be effective it must be received by 11:00am Tuesday, 8 November 2016

Voting/Proxy Form

Attending the Meeting

If you plan to attend the meeting please bring this Voting/Proxy Form with you to the meeting as it contains your attendance slip. All unitholders are entitled to attend the meeting.

Appointment of Proxy

A unitholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of that unitholder. A proxy need not be a unitholder. A unitholder may appoint the chairman of the meeting, or another person, to act as proxy. To do this, enter 'The Chairman of the Meeting' or the name of your proxy in the space allocated in 'Step 1' of this form.

Voting of your holding

Unless otherwise instructed, the proxy will vote (or choose not to vote) as he or she thinks fit. Should you wish to direct the proxy how to vote, please indicate with a tick in the appropriate box overleaf.

If the chairman of the meeting or an officer of the Trustee is appointed to act as proxy and is not directed how to vote, then pursuant to clause 8(c) of Schedule 1 to the Trust Deed, he/she will vote in favour of any resolution.

Voting requirements

Resolution 1 is proposed under clause 30.4 of the Trust Deed. At the time of each annual meeting, one unitholder elected Independent Director is to retire from office as a director of the Manager. The Independent Director to retire is to be the person who has been longest in office since he or she was last elected or appointed. Mrs Higgins retires from office at this annual meeting and, being eligible, will stand for re-election.

Signing Instructions

Individual

A unitholder wishing to appoint a proxy should complete this proxy form.

Joint Holding

All joint holders must sign this proxy form.

Power of Attorney

If this proxy form is signed under a power of attorney or other authority, that power of attorney or other authority or a copy of such power of attorney or authority certified by a Notary Public or in such manner as the Manager shall approve (unless previously produced to the Trust) and a completed certificate of non-revocation, must accompany this proxy form.

Companies

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.

Comments & Questions

If you have any comments or questions for the Trust, please write them on a separate sheet of paper and return with this form.

Returning your form

Completed proxy forms must be received by Computershare Investor Services Limited at the mailing address, fax number or e-mail address shown above by **no later than 11.00am on Tuesday, 8 November 2016** (being 48 hours before the meeting).



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Turn over to complete the form to appoint a proxy and vote

Voting/Proxy Form

STEP 1 Proxy Form (for use if you are unable to attend the meeting)

being a unitholder/unitholders of Vital Healthcare Property Trust

hereby appoint _____ of _____

or failing him/her _____ of _____

as my/our proxy to vote for me/us at the annual meeting of unitholders of Vital Healthcare Property Trust to be held at the Princes Ballroom, Pullman Hotel, Corner Princes Street and Waterloo Quadrant, Auckland on Thursday, 10 November 2016, commencing at 11:00 am and at any adjournment of that meeting.

STEP 2 Voting Instructions/Voting Paper

Please note: This part of the form can only be used as voting instructions for a proxy vote or as a voting paper at the meeting. Please note that if units are held jointly, the voting instruction is given on behalf of each joint holder. Unless otherwise instructed, the proxy will vote (or choose not to vote) as he or she thinks fit. Should you wish to direct the proxy to vote, please indicate with a tick in the appropriate box below.

If you wish, you may appoint as your proxy "The Chairman of the Meeting" and direct how he/she is to vote on your behalf. If the Chairman is not directed, then pursuant to clause 8(c) of Schedule 1 to the Trust Deed, he/she will vote in favour of all resolutions.

Capitalised terms used but not defined in this Voting/Proxy Form have the meanings given to them in the Notice of Meeting accompanying this form.

Tick in box to record your vote

Resolutions

Resolution 1 That Mrs Claire Higgins be re-elected as an Independent Director of Vital Healthcare Management Limited, (Manager) the manager of the Trust.

For	Against	Proxy Discretion	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Unitholder/Unitholders This section must be completed.

Unitholder 1

or Sole Director/Director

Unitholder 2

or Director (if more than one)

Unitholder 3

Contact Name _____ Contact Daytime Telephone _____ Date _____

ATTENDANCE SLIP



Annual meeting of unitholders of Vital Healthcare Property Trust to be held at the Princes Ballroom, Pullman Hotel, Corner Princes Street and Waterloo Quadrant, Auckland on Thursday, 10 November 2016, commencing at 11:00 am