

***Chair's Address, Vital Healthcare Property Trust Special Meeting, 2 April 2020**

The following is the address of the Chair for the Vital Healthcare Property Trust Special Meeting held by virtual meeting on Thursday 2 April 2020 commencing at 10.00am.

[Slide 1 – Cover slide]

[Welcome]

Welcome ladies and gentlemen to the reconvened Special Meeting of Vital Healthcare Property Trust, called to consider a proposal to restructure Vital to facilitate a listing on the ASX.

My name is **Bernard Crotty**. I am the Chair of the board of the Manager and have been appointed by the Trust's Supervisor to act as the Chair of this meeting.

This Special Meeting was originally opened on Tuesday 31st March. As explained at that time and also by NZX announcement on Tuesday, the special meeting was adjourned in light of the COVID-19 outbreak during the notice period, and notably because several stakeholders requested more time to prepare to participate in the virtual meeting which replaced a physical meeting (due to COVID-19).

Also, we had some investors who had previously claimed to have submitted proxy forms but their forms were not received by the time of the original meeting, which we assume related to COVID-19 leading to delays with custodians lodging their votes. Several of these were received yesterday. It is important that all investors had an opportunity to participate to ensure a democratic process.

Thank you for joining us at this revised meeting time.

Before commencing I will allow a representative of the Trust's Supervisor, Justine Wealleans, to read a statement to unitholders:

[Bernard passes to Justine Wealleans]

This is Justine Wealleans of Trustees Executors Limited.

We have received legal advice that there may be a technical irregularity given the Notice of Meeting contemplated this meeting being held in person, but that it has subsequently been moved to being held on a virtual-only basis. Under the FMC Regulations, any such irregularity can be waived if the supervisor indicates at the meeting that the supervisor is satisfied that the irregularity has not resulted in, and is unlikely to result in, any material prejudice to the product holders.

I confirm that "the Supervisor has taken into account that the notice of meeting specified the meeting would be held at the Pullman Hotel, and is now being held by virtual means only. The Supervisor is satisfied that this issue has not resulted, and is unlikely to result in, any material prejudice to unitholders."

[Justine passes back to Bernard]

Thank you Justine.

[Slide [2] – Meeting Agenda]

[Meeting process/agenda]

The order for the meeting is as follows:

- I will shortly say a few words in relation to the Proposal
- We will then have an opportunity for unitholders to ask questions via the virtual meeting webpage or app
- We will then move to the formal business, being voting on whether or not to approve the Proposal. Voting is also enabled via the virtual meeting webpage or app.

I would like to thank you for joining us for this meeting through this virtual platform. As noted, the COVID-19 virus and the New Zealand Government's Alert Level 4 restrictions, this meeting is being held through the use of the technology that allows for virtual participation. That technology has been very useful in allowing unitholders to attend, engage with us and vote without having to be here in person. I expect that it will become a central feature of public meetings this year.

If you are having any difficulties with the technology at any point, there is a team on standby at Computershare to assist you if you call +64 9 488 8777. I repeat that number again: +64 9 488 8777. I will also now run through a few instructions to assist you with using this technology.

[Slide 3 – application screen shot]

At present you should see on your screen our presentation slides. The slides will show on your screen when you click on or tap the black "Broadcast" bar at the bottom of the screen. Please also ensure the volume on your computer, laptop or device is turned up.

[Slide 4 – application screen shot - questions]

To submit questions, there is an icon at the top right of the screen. The icon looks like two speech bubbles. You may submit questions at any time, and they will be read out and addressed later in the meeting.

[Slide 5 – application screen shot - voting]

You will also be able to vote via this application during the meeting if you have not already lodged your proxy. The icon for voting will appear on the top right hand side of the screen when voting is opened later in the meeting.

Thank you to all of those unitholders who have taken the time to work out how to use the technology to allow you to attend today.

[Slide 6 – Board of the Manager]

I have each of my fellow directors joining us on the line today. I'll give each of them a moment to say hello:

Graham Stuart: This is Graham Stuart, good morning everyone.

Andy Evans: This is Andy Evans, good morning everyone.

Dr Michael Stanford: This is Dr Michael Stanford, good morning everyone.

Paul Dalla Lana: This is Paul Dalla Lana, good morning everyone.

[Slide 7 – In Attendance (Phone & online)]

Representatives from management are also present by phone and online, in particular:

Aaron Hockly, Fund Manager of Vital, and
Michael Groth, Regional CFO.

Also attending by telephone and online are:

- Justine Wealleans, from Trustees Executors Limited, Vital's Supervisor
- Ross McKinley from KPMG, our tax advisers;
- Toby Sharpe from Bell Gully, our New Zealand legal advisers
- John Brewster from Ashurst, our Australian legal advisers; and
- Sylvio Bruinsma from Deloitte, who are scrutineers of the vote.

[Quorum & Proxies]

I am pleased to confirm that there is a quorum present. The quorum for today's meeting includes all unitholders participating today, whether virtually or by proxy.

[Notice of Meeting]

A Notice of Meeting was sent to Unitholders on 28 February 2020. It sets the scope of what we are scheduled to discuss today and includes the details of the proposal that we are due to consider. This is not an annual general meeting and there is only one order of business, being the restructuring proposal described in the Notice of Meeting. We will meet again later in the year when we hold our Annual General Meeting, which is when we will consider matters such as a review of operating performance and director appointments.

[Slide [8] – Address from the Chair]

The Proposal that we are putting in front of you as unitholders today is an important step in re-positioning Vital as an investment proposition and establishing an efficient long-term structure for Vital going forward. The Board of the Manager and the management team have spent an extensive amount of time and effort in developing this Proposal in order to ensure it is in the best interests of all unitholders and it provides the optimal structure for Vital to deliver incremental value to unitholders going forward.

[Slide [9] – Proposal Overview]

The Proposal involves a restructuring of Vital to facilitate adding a foreign exempt listing on the ASX while retaining the primary listing on the NZX. The restructuring includes separating Vital's New Zealand and Australian properties into separate trusts, namely Vital New Zealand and Vital Australia.

Vital New Zealand will remain a PIE entity and Vital Australia will be an Australian Managed Investment Scheme.

These trusts will be stapled together. Unitholders that hold 1 unit in Vital Healthcare Property Trust today will hold 1 unit in Vital New Zealand and 1 unit in Vital Australia after the Proposal. The units will be linked together so that they must be traded together.

As part of the Proposal, Vital's payout ratio will be amended to 95-100% of Adjusted Funds From Operations, bringing Vital in line with market best practice across Australasian property vehicles.

The Board unanimously recommends that unitholders vote in favour of the Proposal, and this is supported by three independent parties recommending the proposal: Grant Samuel, the independent adviser, has concluded that the Proposal is in the best interests of Unitholders; and proxy advisers ISS and CGI Glass Lewis have recommended Unitholders vote FOR the Proposal.

NorthWest as Manager is unable to vote on the Proposal.

[Slide [10] – Key benefits of the Proposal]

The Proposal will deliver a range of immediate and long-term benefits to Unitholders.

It establishes an efficient long-term structure in order to enable access to a broader range of capital sources, with an efficient cost of capital.

This in turn will ensure Vital is more competitively positioned for future acquisition and development opportunities to drive earnings growth.

Immediate benefits of the Proposal include an increase in distributions for all Unitholders and a 1.8 cents per unit one-off tax benefit for New Zealand unitholders who use the annual FDR method.

The enhanced structure and addition of the ASX foreign exempt listing also provides the potential for the value and liquidity of Vital units to increase. We plan to actively target S&P/ASX index inclusion to further support this.

Vital's structure has served unitholders well over the last 20 years. This proposal is about setting Vital up for the next 20 years. It brings Vital in line with a majority of its NZX50 peers and has benefits across operating costs, debt and equity.

Importantly, your underlying investment in Vital remains unchanged by this Proposal. It does not involve changing Vital's specialist healthcare property strategy or property assets; there is no change to the NZX primary listing; and PIE status will be retained for the New Zealand assets. There is no change to board members or management; and there is no impact on the fee and governance arrangements approved in 2019.

We believe that the Proposal is a compelling opportunity to position Vital for the future.

[Slide [11] – Questions]

Ladies and gentlemen, I would now like to move to the formal business of the Meeting. As I mentioned, we have just the one matter to consider today. The full text of the resolution is set out in the Notice of Meeting. It relates to the approval of a Proposal to restructure Vital to facilitate an ASX listing.

As we have heard, this is an important decision for the future of Vital and I am keen that we are able to facilitate a good dialogue between unitholders and the Manager, despite the circumstances.

I would like to now open up to questions from unitholders.

Unitholders can submit questions online through the webpage or app that you are using to participate in the meeting. The question icon is at the top of the screen on the right hand side. The icon looks like two speech bubbles. When you click on this icon, there is a question box at the bottom of your

screen where you can type in a question. Those questions will go through to a moderator, and will then appear on the questions screen while I read them out.

In the off chance that we get more questions than we can practically answer during the meeting, we can follow up any unanswered questions after the meeting.

I am keen for an open dialogue, the only parameters I propose to set are:

- to ask that people try to keep their questions as concise as possible, recognizing that I will need to read them out for you, and also to be considerate to other Unitholders wishing to also ask questions
- I would be grateful if you could ensure that your questions or comments relate to the Proposal being considered at today's meeting

Please note that only Unitholders or Proxy holders are permitted to submit questions at this meeting.

[Open up for Q&A]

Thank you for that discussion ladies and gentlemen.

I propose that we move to voting on the resolution at hand.

[Slide [12] – Resolution]

The Proposal will be approved if the resolution is passed by special resolution, being a resolution passed by unitholders with a combined value of not less than 75% of the value of the units held by those persons who are entitled to vote and voting on the resolution.

NorthWest is unable to vote on the Proposal. Whilst there is no change to the substance of the management arrangements, or management fees payable by Vital, for technical reasons, NorthWest and its associated parties are prevented from voting on the Proposal under the Financial Markets Conduct Act.

[Slide [13] – Proxy results]

The details of the proxies received on this resolution should now appear on your screen.

We will now open the application for voting.

[Slide [14] – application screen shot - voting]

On your screen you will now see a voting icon at the top of your screen, to the right of the questions icon. When you click on this icon, it will take you to the voting screen where you can submit your vote.

Please can I ask you now to cast your vote by clicking or tapping the button on the voting screen to reflect your vote.

Voting will be open for two minutes.

[Wait for two minutes]

Thank you - voting has now been closed.

CLOSURE

[Divider slide [15] – THANK YOU]

This now concludes the formal business of the meeting.

Once the votes have been completed and the result of the polls are available, the outcomes will be notified to the Supervisor and Manager of the Trust and released via an NZX announcement following verification by Computershare and Deloitte.

Thank you participating in this important meeting for Vital Healthcare Property Trust, and for taking the time to use this virtual meeting format given the current difficult COVID-19 environment. We hope you all remain safe.

[Divider slide [17] – DISCLAIMER]