

25 March 2015

Notice of Annual Meeting of Shareholders

Dear Shareholder

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

Where: The Makaro Room at Te Raukaura, Odilins Square, Taranaki Street Wharf, Wellington

When: Thursday 30 April 2015 at 1.00 p.m. (New Zealand time)

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

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

If you cannot attend, I encourage you to complete and lodge the proxy form in accordance with the instructions on the back so that it reaches Link Market Services by 1.00 p.m. (New Zealand time) on Tuesday 28 April 2015.

Items of Business

- A. Chairman's address
- B. Chief Executive Officer's address
- C. Ordinary resolutions
- D. General business and shareholder discussion

Resolutions

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

1. That the Board is authorised to fix the auditors' remuneration;
2. Having retired by rotation, that James Ogden be re-elected as a Director of Summerset;
3. Having retired by rotation, that Marie Bismark be re-elected as a Director of Summerset;
4. Shareholder proposal: The following resolution has been proposed by a shareholder – *'That the Shareholders request the Board comply, and ensure that management complies, with Summerset's philosophy as espoused on Summerset's website, in particular the statement that "We are upfront, open and honest", and that management also be required to conduct themselves in a way that does not cause further harm to Summerset's reputation;'*

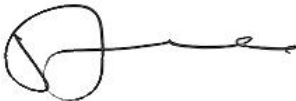
THE BOARD CONSIDERS THIS RESOLUTION UNNECESSARY (see the Explanatory Notes).

5. Shareholder proposal: The following resolution has been proposed by a shareholder – *'That the Shareholders request the Board to direct management to:*
- (a) Withdraw Summerset's resource consent application in respect of the property at 10-14 Hathaway Avenue, Boulcott, Lower Hutt;*
 - (b) Put the resource consent application in respect of the larger property adjacent to the Hathaway Avenue property on hold (including withdrawing any application(s) as may be required), until such time as Summerset is ready to submit plans for both this site and the site at 10-14 Hathaway Avenue as a single development in accordance with 5(c) below;*
 - (c) Submit such resource consent application(s) as may be required to build on the properties referred to in 5(a) and (b), in accordance with a master development plan covering both properties as a single development, with such development being in keeping with the area and with Summerset's previous assurances to the Hutt City Council i.e. the buildings will be no more than two stories high and will be similar in nature to Summerset's Trentham village in Upper Hutt; and*
 - (d) If management is unable to prepare a plan in accordance with 5(c) which provides an acceptable rate of return to Summerset, to sell both properties.*

THE BOARD DOES NOT SUPPORT THIS RESOLUTION (see the Explanatory Notes).

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.

A handwritten signature in black ink, consisting of a large, stylized 'R' followed by a horizontal line.

Rob Campbell
Chairman
25 March 2015

Explanatory Notes

Ordinary Resolution 1

Pursuant to the Companies Act 1993, Ernst & Young are automatically reappointed at the Annual Meeting as auditors of Summerset. The proposed resolution is to authorise the Directors to fix the remuneration of the auditors, Ernst & Young.

Ordinary Resolutions 2 and 3: Re-election of Directors

James Ogden and Dr Marie Bismark (both independent Directors) retire by rotation and offer themselves for re-election. The Board unanimously supports the re-election of James and Marie.

JAMES OGDEN



Non-executive Director

Independent

Term of Office: Appointed Director on 2 September 2011, re-elected on 30 April 2013

Board Committees: Audit Committee (Chairman), Nomination and Remuneration Committee

James holds a BCA (Hons) in Accountancy and has had a career as an investment banker, including six years as Country Manager for Macquarie Bank and five years as a Director at Credit Suisse First Boston. James has also worked in the New Zealand dairy industry in chief executive and finance roles.

James is the Audit Committee Chairman of The Warehouse Group, Alliance Group Limited and DEKRA New Zealand Limited, and a Director of Vista Group International Limited.

DR MARIE BISMARK



Non-executive Director

Independent

Term of Office: Appointed Director on 1 September 2013, elected on 30 April 2014

Board Committees: Nomination and Remuneration Committee, Clinical Governance Committee (Chairman)

Marie is dually-trained as a lawyer and doctor, and divides her time between Australia and New Zealand. She has worked in the health sector for many years. Her areas of expertise include patient safety and healthcare complaints resolution. She is a senior research fellow at Melbourne University and a consultant on the health law legal team at legal firm Buddle Findlay in Wellington.

Marie is a Fellow of both the Australian Institute of Company Directors and the Australasian Faculty of Public Health Medicine. She serves as a director on the boards of the Young and Well CRC and GMHBA Health Insurance.

Ordinary Resolution 4: Shareholder proposal in relation to Summerset's philosophy

Summerset has received the text of Resolution 4 from Gareth Worthington on behalf of Luzo Limited (a Summerset Shareholder). Luzo Limited provided an explanatory note for this resolution which has not been included in the notice of meeting in accordance with Clause 9(6)(a) of Schedule 1 to the Companies Act 1993, as the Board of Directors considers the statements in it to be defamatory, frivolous or vexatious.

Luzo Limited (through its appointed corporate representative) will be provided with an opportunity to speak at the Annual Meeting about this shareholder proposal.

Pursuant to the Companies Act 1993, Resolution 4, if passed, will not be binding on the Board of Directors.

The Board of Directors consider that the Board and management consistently act in accordance with Summerset's philosophy to be upfront, open and honest. The Board of Directors also does not consider that management have conducted themselves in a way that has caused harm to Summerset's reputation.

The Board considers this resolution unnecessary and recommends that you ABSTAIN from voting on it.

Ordinary Resolution 5: Shareholder proposal in relation to the Resource Consent application in Boulcott, Lower Hutt

Summerset has received the text of Resolution 5 from Gareth Worthington, on behalf of Luzo Limited (a Summerset Shareholder). Luzo Limited provided an explanatory note for this resolution which has not been included in the notice of meeting in accordance with Clause 9(6)(a) of Schedule 1 to the Companies Act 1993, as the Board of Directors considers the statements in it to be defamatory, frivolous or vexatious.

Luzo Limited (through its appointed corporate representative) will be provided with an opportunity to speak at the Annual Meeting about this shareholder proposal.

Pursuant to the Companies Act 1993, Resolution 5, if passed, will not be binding on the Board of Directors.

Summerset is currently engaged in seeking to consent land in Boulcott, Lower Hutt for development. This consent is being sought through the processes laid out by the Hutt City Council and the Resource Management Act 1991. The Board considers that management have acted in an appropriate manner throughout the process, and in accordance with the Resource Management Act 1991.

The Board considers that Summerset has consulted extensively with interested parties and has made changes to its plans following feedback from interested parties. The Board also considers that the development, if approved, will provide a first class retirement village facility for Lower Hutt and provide an option for people to retire locally in their community without having to move outside of the city. The Board confirms that at no stage has any individual in Summerset ever indicated to the Hutt City Council, or any other party, that the development would be no more than two levels high.

The Board confirms that Summerset is committed to working through the resource consenting process. This process is the proper forum in which the merits of the development should be debated.

The Board does NOT support the passing of this resolution and recommends that you vote AGAINST it.

IMPORTANT INFORMATION

Proxies

Any shareholder who is entitled to attend and vote at the Annual Meeting may appoint a proxy, who need not be a shareholder, to attend and vote instead of him or her by completing and returning the enclosed proxy form. If you appoint a proxy you may either direct your proxy how to vote for you or you may give your proxy discretion to vote as he/she sees fit. If you wish to give your proxy discretion then you must mark the appropriate boxes on the form to grant your proxy that discretion. If you do not tick any box for a particular resolution, then your instruction will be to abstain.

If you wish to mail the proxy form then please send it to our share registry, Link Market Services Limited, using the freepost envelope incorporated into the form. Alternatively you can scan and email the completed proxy form to meetings@linkmarketservices.co.nz (please put the words *Summerset Proxy Form* in the subject line for easy identification), or New Zealand-based shareholders may fax the form to (09) 375 5990 and overseas shareholders may fax it to +64 9 375 5990.

The completed proxy form must be received by the share registry no later than 1.00 p.m. (New Zealand time) on Tuesday 28 April 2015. Any proxy form received after that time will not be valid for the scheduled meeting.

Shareholders can elect to vote their proxies on-line. To appoint your proxy and vote online please go to one of the following websites address and follow the prompts:

Holders on the New Zealand Register

<https://investorcentre.linkmarketservices.co.nz/voting/SUM>

You will need to enter your holder number and FIN to securely complete your proxy appointment.

Holders on the Australian Register

<https://investorcentre.linkmarketservices.com.au/voting/SNZ>

You will need to enter your holder number and postcode to securely complete your proxy appointment.

Ordinary Resolution

An ordinary resolution is one passed by a simple majority of votes from shareholders entitled to vote and voting on the resolution.

Voting

Voting entitlements for the Annual Meeting will be determined as at 5.00 p.m. (New Zealand time) on 28 April 2015. Registered shareholders at that time will be the only persons entitled to vote at the Annual Meeting and only the shares registered in those shareholders' names at that time may be voted at the Annual Meeting.

The Chairman may require voting at the Annual Meeting to be conducted by poll or by a shareholder signifying their assent or dissent by voice or a show of hands.

More information

If you have any questions, or for more information, please contact Summerset's Company Secretary, Leanne Walker, on (04) 894 7361.